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Red Herring Prospectus
Dated November 11, 2024
Please read Sections 26 and 32 of the Companies Act, 2013
100% Book Built Issue



C2C ADVANCED SYSTEMS LIMITED

CORPORATE IDENTITY NUMBER: U72200KA2018PLC110361

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
No.86, Wings of Eagles, SS Commercial Estate, Varthur Road, Nagavarapalya Main Road, C V Raman Nagar, Bengaluru-560093 Karnataka, India	C4, Anand Niketan, New Delhi – 110 021, India	Manjeet Singh Company Secretary and Compliance Officer	Email: compliance@c2c-as.com Tel : +91 80 4372 4052	www.c2c-as.com

OUR PROMOTERS: C2C INNOVATIONS PRIVATE LIMITED, PVR MULTIMEDIA PRIVATE LIMITED, LAKSHMI CHANDRA, MAYA CHANDRA, SUBRAHMANYA SRINIVASA NARENDRA LANKA, KURIYEDATH RAMESH AND MURTAZA ALI SOOMAR

DETAILS OF THE ISSUE

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE	TOTAL ISSUE SIZE	ELIGIBILITY AND RESERVATIONS
Fresh Issue	43,83,600 Equity Shares aggregating up to ₹ [●] lakhs	Nil	43,83,600 Equity Shares aggregating up to ₹ [●] lakhs	The Issue is being made pursuant to regulation 229(2) of the SEBI ICDR Regulations. For further details, please see “Other Regulatory and Statutory Disclosure-Eligibility for the Issue” on page 257 of this Red Herring Prospectus. For details in relation to reservation among QIBs, NIIs, RIBs, please see “Issue Structure” on page.280 of this Red Herring Prospectus

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

NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares 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 BRLMs 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 and as stated in “Basis for the Issue Price” on page 103 of this Red Herring Prospectus should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 26 of this Red Herring Prospectus.

ISSUER’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares issued through the Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received ‘In-Principle’ approval from NSE for the listing of the Equity Shares pursuant to letter dated October 08, 2024. For the purposes of the Issue, the Designated Stock Exchange shall be National Stock Exchange of India Limited (“NSE EMERGE”)

BOOK RUNNING LEAD MANAGERS (BRLMs) TO THE ISSUE

Logo & Name	Contact Person	Telephone and Email
 Mark Corporate Advisors Private Limited	Manish Gaur	Tel. No.: +91 22 2612 3207/08 Email id: smeipo@markcorporateadvisors.com Investor grievance E-Mail id: investorgrievance@markcorporateadvisors.com
 Beeline Capital Advisors Private Limited	Nikhil Shah	Tel No: 079 4918 5784 Email id: mb@beelinemb.com Investors Grievance Email id: ig@beelinemb.com

REGISTRAR TO THE ISSUE

Logo & Name	Contact Person	Telephone and Email
 Link Intime India Private Limited	Shanthi Gopalkrishnan	Tel No: +91 22 4918 6200 Email id: c2csmeipo@linkintime.co.in

BID / ISSUE PROGRAMME

ANCHOR INVESTOR BIDDING DATE	THURSDAY NOVEMBER 21, 2024	BID/ISSUE OPENS ON	FRIDAY, NOVEMBER 22, 2024	BID/ISSUE CLOSING DATE	TUESDAY, NOVEMBER 26, 2024

- (1) Our Company, in consultation with the BRLMs, 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.
- (2) UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date



C2C ADVANCED SYSTEMS LIMITED
CORPORATE IDENTITY NUMBER: U72200KA2018PLC110361

Our Company was incorporated as 'C2C – DB Systems Private Limited, a private limited company, under the Companies Act, 2013, pursuant to a Certificate of Incorporation dated February 21, 2018 issued by the Registrar of Companies, Bengaluru, Karnataka ("RoC"). Subsequently, the name of our Company was changed to C2C Advanced Systems Private Limited and a fresh Certificate of Incorporation dated May 12, 2022 was issued by the RoC. Pursuant to a special resolution passed by our shareholders in the Extra Ordinary General Meeting held on October 28, 2023 our Company was converted into a public limited company and the name of our Company was changed to 'C2C Advanced Systems Limited and a fresh Certificate of Incorporation dated December 22, 2023 was issued to our Company by the RoC. For further details on the changes in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 168 of this Red Herring Prospectus.

Registered Office: No 86, Wings of Eagles, SS Commercial Estate, Varthur Road, Nagavrapalaya Main Road, C V Raman Nagar, Bengaluru – 560 093, Karnataka, India

Corporate Office: C4, Anand Niketan, New Delhi – 110 021, India

Contact Person: Manjeet Singh, Company Secretary and Compliance Officer; **E-mail:** compliance@ c2c-as.com; Tel : +91 80 4372 4052; **Website:** www.c2c-as.com

OUR PROMOTERS: C2C INNOVATIONS PRIVATE LIMITED, PVR MULTIMEDIA PRIVATE LIMITED, LAKSHMI CHANDRA, MAYA CHANDRA, SUBRAHMANYA SRINIVASA NARENDRA LANKA, KURIYEDATH RAMESH AND MURTAZA ALI SOOMAR

DETAILS OF THE ISSUE

INITIAL PUBLIC ISSUE OF 43,83,600 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH ("EQUITY SHARES") OF C2C ADVANCED SYSTEMS LIMITED (THE "COMPANY" 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 2,19,600 EQUITY SHARES 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 41,64,000 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.34% AND 25.02% RESPECTIVELY OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITION OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND BENGALURU EDITION OF VISHWAVANI, A KANNADA REGIONAL NEWSPAPER (KANNADA BEING THE REGIONAL LANGUAGE OF BENGALURU WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE."

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

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein 20,82,000 (not more than 50% of the Net Issue) shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, 6,24,600 (not less than 15% of the Net Issue) shall be available for allocation on a proportionate basis to Non-Institutional Bidders and 14,57,400 (not less than 35% of the Net Issue) shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCsBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on 284 of this Red Herring Prospectus.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" on page 284 of this Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares 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 BRLMs 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 and as stated in "Basis for the Issue Price" on page 103 of this Red Herring Prospectus should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 26 of this Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares issued through the Prospectus are proposed to be listed on the EMERGE Platform of the National Stock Exchange of India Limited ("NSE EMERGE") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received 'In-Principle' approval from NSE for the listing of the Equity Shares pursuant to letter dated October 08, 2024. For the purposes of the Issue, the Designated Stock Exchange shall be National Stock Exchange of India Limited ("NSE").

BOOK RUNNING LEAD MANAGERS TO THE ISSUE

BOOK RUNNING LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE
<p>Mark Corporate Advisors Private Limited CIN Number : U67190MH2008PTC181996 Address: 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057, Maharashtra Tel. No.: +91 22 2612 3208 Email id: smeipo@markcorporateadvisors.com Investor Grievance Email id: investorsgrievance@markcorporateadvisors.com Website: www.markcorporateadvisors.com Contact Person: Mr Manish Gaur SEBI Registration Number: INM000012128</p>	<p>Beeline Capital Advisors Private Limited CIN Number : U67190GH2020PTC11432 Address: B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad- 380054, Gujarat, India. Tel. No.: 079 4918 5784 Email Id: mb@beelinemb.com Investors Grievance Email id: ig@beelinemb.com Website: www.beelinemb.com Contact Person: Mr. Nikhil Shah SEBI Registration Number: INM000012917</p>	<p>Link Intime India Private Limited Address: C-101, 1st Floor, 247 Park, L.B. S. Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India Tel. No: + 91 22 4918 6200 Email id: c2esme ipo@linkintime.co.in Investor grievance e-mail: c2esmeipo@linkintime.co.in Website: www.linkintime.co.in Contact Person...Ms Shanthi Gopalkrishnan. SEBI Registration No.: INR000004058</p>

BID / ISSUE PROGRAMME

ANCHOR INVESTOR BIDDING DATE ⁽¹⁾	THURSDAY, NOVEMBER 21, 2024	BID/ISSUE OPENS ON ⁽¹⁾	FRIDAY, NOVEMBER 22, 2024	BID/ISSUE CLOSES ON ⁽²⁾	TUESDAY, NOVEMBER 26, 2024

(1) Our Company, in consultation with the BRLMs, 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.

(2) PI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date

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SECTION I - GENERAL DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below, and references to any legislation, act, regulation, rules, guidelines, circulars, notifications, clarifications, directions or policies shall be to such legislation, act, regulation, rule, guidelines, circulars, notifications, clarifications, directions or policies as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

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

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Possible Special Tax Benefits”, “Industry Overview”, “History and Certain Corporate Matters”, “Key Regulations and Policies”, “Restated Financial Information”, “Basis for the Issue Price”, “Outstanding Litigation Other Material Developments” and “Issue Procedure” on pages 318,110,114,168,159,199,103,251 and 284 respectively of this Red Herring Prospectus will have the meaning ascribed to such terms in those respective sections.

General terms

Term	Description
Our Company / the Company / the Issuer/ C2C	Unless the context otherwise indicates or implies, refers to C2C Advanced Systems Limited a public limited company incorporated under the Companies Act, 2013, and having its Registered Office at No.86, Wings of Eagles, SS Commercial Estate, Varthur Road, Nagavarapalya Main Road, C V Raman Nagar, Bengaluru– 560093, Karnataka, India
“We” or “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company
“You” or “your” or “yours”	Prospective investors in this issue

Company Related Terms

Term	Description
AoA / Articles of Association / Articles	The Articles of Association of C2C Advanced Systems Limited, as amended from time to time
Audit Committee	Audit committee of our Board constituted in accordance with Section 177 of the Companies Act and described in the Chapter “Our Management” on page 171 of this Red Herring Prospectus
Auditors / Statutory Auditors	The statutory auditors of our Company, being M/s., P K Chand & Co., Chartered Accountants
Bankers to our Company	Axis Bank Limited, Kotak Mahindra Bank Limited and IndusInd Bank Limited
Board / Board of Directors	The Board of Directors of our Company, as constituted from time to time
Chief Financial Officer	The Chief Financial Officer being Murtaza Ali Soomar
Company Secretary and Compliance Officer	Company Secretary and Compliance Officer of our Company being, Manjeet Singh
Corporate Office	The Corporate Office of our Company which is situated at C4, Anand Niketan, New Delhi – 110 021 India
Director(s)	The Director(s) on our Board as appointed from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
Equity Shares	The equity shares of our Company of face value of ₹ 10 each

Term	Description
Executive Director	Executive Director of our Company as on the date of this Red Herring Prospectus. For details of the Executive Director, see “Our Management” on page 171 of this Red Herring Prospectus
Fugitive Economic Offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Group Companies / Group Entities	Our group companies as disclosed in the section “Our Group Companies” on page 196 of this Red Herring Prospectus
ISIN	International Securities Identification Number, being INE0U7V01015
Independent Directors	An independent director appointed as per the Companies Act, 2013 and the Listing Regulations. For further details of our Independent Directors, see “Our Management” on page 171 of this Red Herring Prospectus
KMP / Key Managerial Personnel	Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as further described in “Our Management” on page 171 of this Red Herring Prospectus
Key Performance Indicators / KPIs	Key factors that determine the performance of our Company
Managing Director	The Managing Director of our Company being, Ms Lakshmi Chandra
Materiality Policy	The policy adopted by our Board for identification of (a) material outstanding litigation proceedings of our Company, our promoter and directors; (b) group companies; and (c) material creditors, pursuant to the requirements of the SEBI (ICDR) Regulations and for the purposes of disclosure in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus
MoA / Memorandum of Association	The Memorandum of Association of our Company, as amended
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board constituted in accordance with Section 178 of the Companies Act and described in “Our Management” on page 171 of this Red Herring Prospectus
Promoters	The promoters of our Company being C2C Innovation Private Limited, PVR Multimedia Private Limited, Lakshmi Chandra, Maya Chandra, Subrahmanya Srinivasa Narendra Lanka, Kuriyadath Ramesh and Murtaza Ali Soomar. For details, see “Our Promoter and Promoter Group” on page 188 of this Red Herring Prospectus
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in “Our Promoter and Promoter Group” on page 188 of this Red Herring Prospectus
Registered Office	The registered office of our Company, situated at No.86, Wings of Eagles, SS Commercial Estate, Varthur Road, Nagavarapalya Main Road, C V Raman Nagar, Bengaluru– 560093, Karnataka, India
Restated Financial Information/ Restated Financial Statements	The restated financial statements of our Company comprising the restated statement of assets and liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 the restated statement of profits and loss (including other comprehensive income), the restated statement of changes in equity and the restated statement of cash flows for the six month period ended September 30, 2024, and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 together with the summary statement of significant accounting policies, and other explanatory information thereon, each derived from the audited financial statements of our Company for the six month period ended September 30, 2024 and for Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 each prepared in accordance with Ind AS, and restated in accordance with the requirements of the SEBI ICDR Regulations, as amended from time to time, and the Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the ICAI
RoC / Registrar of Companies	The Registrar of Companies, Karnataka at Bengaluru
Shareholder(s)	The equity shareholders of our Company whose names are entered into (i) the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares

Term	Description
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013, described in “Our Management” on page 171 of this Red Herring Prospectus
Subsidiary/Subsidiaries	The Subsidiary/Subsidiaries of our Company including our step-down subsidiary, as defined under the Companies Act, 2013 and the applicable accounting standards. We currently do not have any subsidiary.
Stock Exchange	Unless the context requires otherwise, refers to, the NSE EMERGE

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
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment or transfer, as the case may be of Equity Shares offered pursuant to the Issue to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 200.00 lacs
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and in consultation with the BRLMs on the Anchor Investor Bidding Date
Anchor Investor Application Form	The 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	One (1) Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to 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 BRLMs
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 BRLMs, to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, 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
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism

Term	Description
ASBA Account	Bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of an UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Banker(s) 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 IndusInd Bank
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Issue, as described in "Issue Procedure" on page 284 of this Red Herring Prospectus
Bid	An indication to make an Issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of Retail Individual Investors Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Issue, as applicable
Bid cum Application Form	The ASBA Form or the Anchor Investor Application Form as the context requires
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter
Bid / Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers will not accept any Bids, being Tuesday, November 26, 2024 which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Bengaluru edition of Vishwavani (a widely circulated Kannada daily newspaper, Kannada being the regional language of Karnataka, where our Registered Office is located) each with wide circulation. In case of any revisions, the extended Bid/Issue Closing Date shall also be notified on the websites and terminals of the members of the Syndicate and SCSBs, as required under the SEBI (ICDR) Regulations
Bid / Issue Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, being Friday, November 22, 2024 which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Bengaluru edition of Vishwavani (a widely circulated Kannada daily newspaper) Kannada being the regional language of Karnataka, where our Registered Office is located, each with wide circulation
Bid / Issue Period	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. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders. The Bid/Issue Period will comprise of Working Days only
Bidder / Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes the ASBA Bidders and Anchor Investors

Term	Description
Bidding Centres	The Centres at which at the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI (ICDR) Regulations, in terms of which the Issue is being made
Book Running Lead Managers / BRLMs	The Book Running Lead Managers to the Issue, Mark Corporate Advisors Private Limited and Beeline Capital Advisors Private Limited
Broker Centres	Broker Centres notified by the Stock Exchanges where Bidders can submit the Application 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 website of the National Stock Exchange of India Limited (www.nseindia.com)
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allocation Note	Confirmation of Allocation Note / the note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price will not be finalised and above which no Bids will be accepted
Circulars of Streamlining of Public Issues/UPI Circulars	Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no. (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 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 (to the extent applicable) NSE's circular bearing reference number 25/ 2022 dated August 3, 2022 and BSE's circular bearing reference number 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant / CDP	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of BSE and NSE, as updated from time to time
Collecting Registrar and Share Transfer Agents / CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Applicants with the Registrar to the Issue and Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Cut-off Price	Issue Price, finalised by our Company in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father / husband, investor status, occupation and bank account details and UPI ID, where applicable

Term	Description
Depository Participant / DP	A depository participant as defined under the Depositories Act
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of the Stock Exchange (www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank transfers funds from the Escrow Account to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of this Red Herring Prospectus and the Prospectus following which Equity Shares will be Allotted in the Issue
Designated Intermediaries	In relation to ASBA Forms submitted by RIIs (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, (not using the UPI Mechanism) Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the websites of the Stock Exchange (www.nseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited (NSE EMERGE)
Draft Red Herring Prospectus / DRHP	The Draft Red Herring Prospectus dated April 26, 2024 issued in accordance with the SEBI ICDR Regulations, 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 NRI(s)	A non-resident Indian, resident in jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the ASBA Form and this Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue 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(s)	Account(s) opened with the Banker(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement.
Escrow Collection Bank	The Bank which is a clearing member and registered with SEBI as bankers to an issue and with whom the Escrow Account will be opened, in this case being IndusInd Bank Limited
Escrow and Sponsor Bank Agreement	Agreement dated October 31, 2024 entered into amongst the Company, Book Running Lead Managers, the Registrar, the Banker to the Issue and Sponsor bank to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account

Term	Description
First Bidder/ Sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	Fraudulent borrower declared by any lending banks, financial institution or consortium, in accordance with the terms of the 'Master Directions on Frauds – Classification and Reporting by commercial banks and select FIs' dated July 1, 2016, as updated, issued by the RBI
Fresh Issue	The fresh issue up to 43,83,600 Equity Shares of a face value of ₹ 10/- each at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] lakhs
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document	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 Exchanges and the BRLM
Issue Agreement	The agreement dated April 03, 2024, entered into between our Company and the Book Running Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue and addendum thereof.
Issue proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please see the chapter titled "Objects of the Issue" on page 89 of this Red Herring Prospectus
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange
Lot Size	The Market lot and Trading lot for the Equity Share is [●] shares and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Market Maker	Spread X Securities Private Limited
Market Making Agreement	Market Making Agreement dated October 30, 2024 between our Company, the Book Running Lead Managers and Market Maker
Market Maker Reservation Portion	2,19,600 Equity Shares of ₹10.00 each at ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs reserved for subscription by the Market Maker.
Minimum Promoter's Contribution	Aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company that is eligible to form part of the minimum promoter's contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked-in for a period of three years from the date of Allotment
Mutual Fund	Mutual Funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the QIB Portion, or 41,640 Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price
Net Issue	The Issue excluding the Market Maker Reservation Portion of 41,64,000 Equity Shares of face value of ₹ 10.00 each fully paid up for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating ₹ [●] Lakh by our Company
Net Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the Issue expenses.
Non-Institutional Investors/ Non-Institutional Bidders/ NIIs/ NIBs	All Bidders including Category III FPIs that are not QIBs or Retail Individual Investors and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs

Term	Description
Other Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
OCD / Overseas Corporate Body	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 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.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price. The Price Band and the minimum Bid Lot for the Issue will be decided by our Company in consultation with the BRLMs, and will be advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Bengaluru edition of Vishwavani (a widely circulated Kannada daily newspaper, Kannada being the regional language of Karnataka, where our Registered Office is located) at least two Working Days prior to the Bid/Issue Opening Date
Pricing Date	The date on which our Company in consultation with the BRLMs, will finalise the Issue Price
Prospectus	The Prospectus to be filed with the RoC in accordance with the provisions of Section 26 and 32 of 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 Issue Account(s)	Bank account(s) to be opened with the Public Issue Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Issue Account Bank(s)	The bank with which the Public Issue Account(s) is opened for collection of Bid Amounts from Escrow Account and ASBA Accounts on the Designated Date, in this case being IndusInd Bank Limited
QIB Category / QIB Portion	The portion of the Net Issue being not more than 50% of the Issue comprising 20,82,000 Equity Shares which shall be allocated 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 BRLMs, subject to valid Bids being received at or above the Issue Price
Qualified Institutional Buyers / QIBs / QIB Bidders"	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus / RHP	The Red Herring Prospectus dated November 11, 2024 issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations, which does not have complete particulars of the Issue Price and the size of the Issue including any addenda or corrigenda thereto.
Refund Account(s)	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made

Term	Description
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being IndusInd Bank Limited
Registered Brokers	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids from relevant Bidders in terms of SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	The agreement dated April 03, 2024 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents / RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the websites of NSE
Registrar to the Issue / Registrar	Registrar to the Issue, being Link Intime India Private Limited
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Bidder(s) / RIB(s)/ Retail Individual Investors/RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Issue being not less than 35% of the Issue consisting of 14,57,400 Equity Shares, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date
Securities Laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 , or such other website as may be prescribed by SEBI from time to time. In accordance with the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, UPI Bidders using UPI Mechanism may apply through the SCSBs and mobile applications (apps) whose name appears on the SEBI website. . The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 , as updated from time to time
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders
SME Exchange	NSE EMERGE, the SME platform of the National Stock Exchange of India Limited

Term	Description
Sponsor Bank(s)	The Bankers to the Issue registered with SEBI which are appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the UPI Mandate Requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●]
Systemically Important Non-Banking Financial Company / NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	Mark Corporate Advisors Private Limited and Beeline Capital Advisors Private Limited
Underwriting Agreement	The agreement to be entered into amongst the Underwriters and our Company on or after the Pricing Date, but prior to filing of the Prospectus with the RoC
UPI	Unified Payments Interface, which is an instant payment mechanism developed by NPCI
UPI Bidder(s)	Collectively, individual investors applying as (i) RIBs in the Retail Portion and (ii) Non-Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion, in each case Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Member, Registered Brokers, Collecting Depository Participants and RTAs Pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/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/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by NSE having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI

Term	Description
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI Mobile App and by way of a SMS directing the UPI Bidder to such UPI Mobile App) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds in the relevant ASBA Account through the UPI Mobile App equivalent to the Bid Amount and subsequent debit of funds in case of Allotment in accordance with the 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/P/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
UPI Mechanism	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A Person who been declared a “Wilful Defaulter” by lending banks or financial institutions or consortium thereof, as per the terms of RBI master circular dated July 1, 2015.
Working Day	In accordance with Regulation 2(1)(mmm) of the ICDR Regulations, the days on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI

Conventional and General Terms and Abbreviations

Term	Description
AGM	Annual General Meeting of our Shareholders, as convened from time to time
AIF(s)	Alternative Investment Funds
AY	Assessment year
BSE	BSE Limited
Calendar Year or year	Unless the context otherwise requires, shall refer to the 12 months period ending December 31
CAGR	Compounded Annual Growth Rate
CCI	Competition Commission of India
CEO	Chief Executive Officer
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
“Category I FPIs”	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations
Category II FPIs	FPIs who are registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder

Term	Description
Companies Act / Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force
Competition Act	Competition Act, 2002
Consolidated FDI Policy	The consolidated FDI Policy, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CBEC	Central Board of Excise & Customs
CCEA	Cabinet Committee on Economic Affairs
CSR	Corporate Social Responsibility
Debt/Equity	The total debt of our Company at the end of the year/period divided by the net worth of our Company at the end of the year/period.
Depositories	NSDL and CDSL, collectively
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DIPP	Department of Industrial Policy and Promotion
DP ID	Depository Participant's identity number
DPIIT	The Department for Promotion of Industry and Internal Trade (earlier known as Department of Industrial Policy and Promotion)
DPR	Detailed Project Report
EBITDA	Restated Profit/(Loss) before Tax, plus Interest, Depreciation and Amortization Expenses and Finance Costs.
EBITDA Margin	Percentage of during a given Year/Period divided by Total Income
EGM	Extraordinary general meeting
ECLGS	Emergency Credit Line Guarantee Scheme
EPA	Environment Protection Act, 1986
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
EU	European Union
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FITL	Funded Interest Term Loan
Financial Year / Fiscal / Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIR	First information report
FPIs	Foreign Portfolio Investors, as defined under SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General Anti-Avoidance Rules
GAV	Gross Value Added
GDP	Gross Domestic Product
GoI / Government / Central Government	Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
IAS Rules	Companies (Indian Accounting Standards) Rules, 2015
ICAI	Institute of Chartered Accountants of India
ICDS	Income Computation and Disclosure Standards
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
IFSC	Indian Financial System Code

Term	Description
Ind AS 24	Indian Accounting Standard 24 issued by the Institute of Chartered Accountants of India
IMF	International Monetary Fund
Income Tax Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India
INR / Rupee / ₹ / Rs.	Indian Rupee, the official currency of the Republic of India
ISIN	International Securities Identification Number
IT	Information Technology
KYC	Know Your Customer
MAT	Minimum Alternate Tax
MCA	The Ministry of Corporate Affairs, Government of India
Mn/mn	Million
MoU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A.	Not applicable
NAV	Net Asset Value
Net Asset Value per Equity share	Calculated as Restated net worth excluding revaluation reserves, capital reserve and credit balance of the non-controlling interest at the end of the year/period divided by the number of equity shares outstanding at the end of year/period and adjusted bonus and spilt.
NBFC	Non-banking Financial Institution
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer
Net Worth	aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Statement, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, capital reserve and credit balance of the non controlling interest
NPCI	National Payments Corporation of India
NR / Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI
NRI	Non-Resident Indian as defined under the FEMA Regulations
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
PAT Margin	Restated Profit after Tax and Non-Controlling Interest attributable to Equity Shareholders of our Company Divided by the Total Income
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
Q-o-Q	Quarter on Quarter
R&D	Research and development
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Revenue from Operations	Income Generated by our Company from its Core Operating Operation
RoA	Restated Profit After Tax and Non-Controlling Interest Attributable to Equity Shareholders for the Yea/Period Attributable to Equity Shareholders of the Company for the Year Attributable to Equity Shareholders of the Company Divided BY the Total Asset of Our Company at the End of the Year/Period
RoC	The Registrar of Companies, Bengaluru, Karnataka

Term	Description
RoNW	Restated Profit After Tax and Non-Controlling Interest Attributable to Equity Shareholders for the Year/Period Attributable to Equity Shareholders of our Company Divided by The Net Worth of Our Company at the End of the Year/Period
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992 as amended
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended.
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Listing Regulations/ SEBI LODR Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended,
SEBI VCF Regulations	The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Trademarks Act	Trademarks Act, 1999, as amended
US\$ / USD / US Dollar	United States Dollar, the official currency of the United States of America
USA / U.S. / US	United States of America and its territories and possessions, including any state of the United States of America, Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United State of America
U.S. Securities Act	U.S. Securities Act of 1933 as amended
VAT	Value Added Tax
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
Y-o-Y	Year on Year

Technical/ Industry Related Terms

Term	Description
ADDC	Air Defence Direction Centre
AI	Artificial Intelligence
BMS	Battlefield Management System
C4I Systems	Command, control, communications, computers, intelligence Systems
CCS	Cabinet Committee on Security
COTS	Commercial Off the Shelf
CMS	Combat Management System
CWIP	Capital Work in Progress
DMOP	Digital Maritime Operations Plotter
DoS	Department of Space

Term	Description
DPSU	Defence Public Sector Undertakings
DRDO	Defence Research and Development Organisation
DTIS	Defence Testing Infrastructure Scheme
EMP	Electro Magnetic Pulse
ERP	Enterprise Resource Planning
EO	Earth Observation
Iindex	Innovations For Defence Excellence
GES	Ground Exploration Security
GSS	Global Support Strategy
HOP	Helo Operating Panel
IAF	Indian Air Force
IBS	Integrated Bridge System
Iindex	Innovations for Defence Excellence
IOT	Internet of Things
IIOT	Industrial Internet of Things
IPR	Intellectual Property Right
ISR	Intelligence, Surveillance and Reconnaissance
ISRO	Indian Space Research Organisation
M2M	Machine to Machine
MoD	Ministry of Defence, Government of India
ML	Machine Learning
MSME	Medium Small and Micro Enterprises
NDP	Navigation Data Panel
OEM	Original Equipment Manufacturer
RECON	Reconnaissance
SIGINT	Signals Intelligence; intelligence derived from electronic signals and systems used by foreign targets
UHF	Ultra High Frequency
VHF	Very High Frequency

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

Certain Conventions

All references in this 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 Government of India, central or state, as applicable. All references in the Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

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

Financial Data

Unless stated or the context requires otherwise, the financial information in this Red Herring Prospectus is derived from our Restated Financial Statements. The Restated Financial Statements of our Company comprising the Restated Statement of assets and liabilities for the six month period ended September 30, 2024 and as at March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profits and loss (including other comprehensive income), the restated statement of changes in equity and the restated statement of cash flows for the six month period ended September 30, 2024 and for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022 together with the summary statement of significant accounting policies, and other explanatory information thereon, each derived from the audited financial statements of our Company for the six month period ended September 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, each prepared in accordance with Ind AS, and restated in accordance with the requirements of the SEBI ICDR Regulations, as amended from time to time, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Unless stated otherwise, all references in this Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year or FY are to the 12 months ended March 31 of such year. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Red Herring Prospectus are to a calendar year.

There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. For details in connection with risks involving difference between IND As, U.S. GAAP and IFRS see “*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as IFRS and US GAAP, which may be material to investors’ assessments of our financial condition, result of operations and cash flows*” on page 26 of this Red Herring Prospectus. The degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, and the SEBI (ICDR) Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Red Herring Prospectus should, accordingly, be limited. Further, any figures sourced from third – party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Conditional and Results of Operations*” on pages 26, 128 and 238 respectively of this Red Herring Prospectus, and elsewhere in this Red Herring Prospectus have been calculated on the basis of amounts based on or derived from our Restated Financial Statements.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals and all percentage figures, unless otherwise specified, have been rounded off to the second decimal place and accordingly there may be consequential changes in this Red Herring Prospectus on account of rounding adjustments.

Non-GAAP Financial Measures

Certain non-GAAP measures like EBITDA, EBITDA margin as a percentage of total revenue, net worth, return on net worth, net asset value per Equity Share (“**Non-GAAP Measures**”) presented in this Red Herring Prospectus

are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not a standardised term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable Accounting Standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance.

Currency and Units of Presentation

All references to:

- 'Rupees' or '₹' or 'Rs.' are to Indian Rupees, the official currency of the Republic of India.
- 'U.S.\$', 'U.S. Dollar', 'USD' or 'U.S. Dollars' are to United States Dollars, the official currency of the United States of America.
- AED to United Arab Emirates Dirham

In this Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in lakhs. One lakh means "one hundred thousand", the word "million (mn)" means "Ten Lac / Lakh", the word "Crore" means "ten million" and the word "billion (bn)" means "one hundred crore". However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than lakhs, such figures appear in this Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Figures sourced from third-party industry sources may be expressed in denominations other than lakhs or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Industry and Market Data

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

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

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled "Basis for Issue Price" on page 103 of the Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither We, nor the BRLMs, have independently verified such information.

Industry publications generally state that the information contained in such publications 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. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect.

The extent to which the market and industry data presented in this Red Herring Prospectus is meaningful depends upon the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different market and industry sources.

Time

Unless otherwise specified any references to time in this Red Herring Prospectus are to Indian Standard Time ("IST").

Exchange Rates

This Red Herring Prospectus may contain conversions of certain 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 such currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

The exchange rates of USD, Euro, British Pound into Indian Rupees for the periods indicated are provided below:

Currency	As on			
	September 30, 2024 [^]	March 31, 2024 [*]	March 31, 2023	March 31, 2022
1 USD	83.79	83.37	82.22	75.81
1 EUR	93.54	90.21	89.61	84.56
1 GBP	112.16	105.29	101.87	99.55
1 Dirham	22.89	22.73	22.376	20.666

(in ₹)

Source: RBI / Financial Benchmark India Private Limited (www.fbil.org.in)

^{*} March 29, 2024, was a bank holiday on account of Good Friday Further; March 30, 2024, and March 31, 2024, being Saturday and Sunday respectively and exchange rate was not available.

Notice to Prospective Investors

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdiction where such offers and sales are made.

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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as “forward-looking statements”. These forward-looking statements include statements which can generally be identified by words or phrases such as “aim”, “anticipate”, “are likely”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “may”, “likely”, “objective”, “plan”, “propose”, “seek to”, “will achieve”, “will continue”, “will likely”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could be materially different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s belief and assumptions, current plans, estimates and expectations, which in turn are based on currently available information.

Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate. Actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements 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. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

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

- Any change in government policies resulting in increases in taxes payable by us;
- Our ability to retain our key management persons and other employees;
- Changes in laws and regulations that apply to the industries in which we operate.
- Our failure to keep pace with rapid changes in technology;
- General economic, political and other risks that are out of our control;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Company’s ability to successfully implement its growth strategy and expansion plans;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- Any adverse outcome in the legal proceedings in which we are involved;
- Concentration of ownership among our Promoters;
- Global distress due to pandemic, war or by any other reason.

For a further discussion of factors that could cause our actual results to differ, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 26, 128 and 238 respectively of this Red Herring Prospectus.

Neither our Company nor the BRLMs, nor any Syndicate Member, 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 investors in India are informed of material developments pertaining to our Company from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.

SECTION II - SUMMARY OF THE ISSUE DOCUMENT

This section is a general summary of the terms of the Issue and of certain disclosures included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus 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 Red Herring Prospectus, including the sections titled “Risk Factors”, “Our Business”, “Industry Overview”, “Capital Structure”, “The Issue”, “Objects of the Issue”, “Our Promoter and Promoter Group”, “Financial Information”, “Outstanding Litigation and Other Material Developments”, “Issue Structure” and “Issue Procedure” on pages 26, 128, 114, 72, 54, 89, 188, 199, 251, 280 and 284 respectively of this Red Herring Prospectus.

Primary business of our Company

We are an Indian Company in the private sector which has been at the forefront of product development in mission critical applications. Our key expertise includes C4I systems for effective situational awareness and decision support, AI/ML based big data analytics, enterprise integration of real time data from IIOT and embedded / FPGA designs. We are the first start-up in India to foray into the Defence Sector and have delivered Combat Management Systems (CMS) for two Malaysian Naval Frigate Ships. With over 5 years of experience and an employee strength of 190, we have delivered battle proven systems and intelligent decision support systems globally.

For further details please refer to “Our Business” on page 128 of this Red Herring Prospectus.

Industry in which our Company operates

The Indian Defence Sector is at the cusp of a revolution. The Government of India has identified the defence and Aerospace sector as a focus area for the “Atmanirbhar Bharat” or Self-Reliant India initiative, with a formidable push on the establishment of indigenous manufacturing infrastructure supported by a requisite research and development ecosystem. India has the world’s third-largest defence expenditure, as of 2021, and expects to export equipment worth US\$ 15 billion by 2026. As per the Union Budget 2022-23, 25% of defence R&D budget has been earmarked for private industry and start-ups which will pave the way for innovation of new defence technologies in India. Till October 2022, a total of 595 Industrial Licences have been issued to 366 companies operating in Defence Sector. Defence exports grew by 334% in last five years; India now exporting to over 75 countries due to collaborative efforts.

For further details please refer “Industry Overview” on Page 114 of this Red Herring Prospectus.

Names of our Promoters

As on the date of this Red Herring Prospectus, our Promoters are C2C Innovations Private Limited, PVR Multimedia Private Limited, Lakshmi Chandra, Maya Chandra, Subrahmanya Srinivasa Narendra Lanka, Kuriyedath Ramesh and Murtaza Ali Soomar.

For further details, see “Our Promoter and Promoter Group” on page 188 of this Red Herring Prospectus.

Details of the Issue

This is an Initial Public Issue of up to 43,83,600 Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs (“The Issue”), out of which 2,19,600 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] lakhs will be reserved for subscription by the market maker to the issue (the “Market Maker Reservation Portion”). The Issue less Market Maker Reservation Portion i.e., Issue of 41,64,000 Equity Shares of face value of ₹ 10 each, at an issue price of ₹ [●] per Equity Share for cash, aggregating to ₹ [●] lakhs is hereinafter referred to as the “Net Issue”. The Public Issue and Net Issue will constitute 26.34 % and 25.02 % respectively of the post- issue paid-up Equity Share capital of our Company.

Objects of the Issue

Our Company intends to utilize the Net Proceeds to meet the following Objects:

(₹ in lakhs)

Particulars	Amount
Towards purchase of Fixed Assets (both hardware and software) for our existing operations and Dubai Experience Centre	1,473.10
Towards Fit-outs at our new premises at Bengaluru and Experience Centre at Dubai	458.00
Towards security deposit for our new premises at Bengaluru	160.00
Funding the working capital requirement of the Company	4,600.00
General corporate purposes ⁽¹⁾	●
Total	●

For further details, please see “Objects of the Issue” on page 89 of this Red Herring Prospectus.

Pre-Issue Shareholding of our Promoters and Promoter Group

Our Promoters and Promoter Group collectively holds 69,27,686 Equity shares of our Company aggregating to 56.52% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Red Herring Prospectus:

Sr. No.	Particulars	Number of Shares	Percentage
Promoters			
1	C2C Innovations Private Limited	21,00,000	17.13
2	PVR Multimedia Private Limited	36,41,944	29.71
3	Lakshmi Chandra	6,650	0.05
4	Maya Chandra	26,962	0.22
5	Subrahmanya Srinivasa Narendra Lanka	5,01,000	4.09
6	Kuriyedath Ramesh	5,01,000	4.09
7	Murtaza Ali Sommar	400	Negligible
	Total	67,77,686	55.29

For further details, see “Capital Structure” at page 72 of this Red Herring Prospectus.

Summary of Restated Financial Statements

The following details are derived from the Restated Financial Statements:

(₹ in lakhs, except percentage and ratios)

Particulars	As at and for the Financial Year / Period ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share capital	1,225.76	1,225.76	150.00	50.01
Net worth	8,618.72	7,645.73	252.14	(136.57)
Revenue from operations	4,322.37	4,105.89	804.87	34.69
Profit after tax for the period / years	972.99	1,239.54	287.52	(238.21)
Earnings per Equity Share (basic and diluted)	7.94	15.85	14.29	(11.91)
Earnings per Equity Share (basic and diluted) after adjusting bonus (in ₹)	7.94	15.85	14.29	(11.91)
Net asset value (per Equity Share)	70.32	62.38	16.81	(27.31)
Net asset value per share after adjusting bonus (in ₹)	70.32	62.38	16.81	(27.31)
Total borrowings	1,329.02	0.00	944.74	554.77

For further details, see “Restated Financial Statements” on page 72 of this Red Herring Prospectus.

Auditor Qualifications or Adverse Remarks

There are no auditor qualifications which have not been given effect to in the Restated Financial Statements.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, Promoter, Directors, Subsidiaries, and Group Companies as on the date of this Red Herring Prospectus as disclosed in the section titled “Outstanding Litigation and Other Material Developments” on page 251 of this Red Herring Prospectus in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

(₹ in lakhs)

Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our promoter	Material civil litigations	Aggregate amount involved
Company						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	Nil	Nil	Nil	Nil	Nil
By our Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
By our Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
By our Group Companies						
By our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Companies	Nil	2	Nil	Nil	Nil	572.24

For further details, see “Outstanding Litigation and Other Material Developments” on page 251 of this Red Herring Prospectus.

Risk Factors

Investors should see “Risk Factors” on page 26 of this Red Herring Prospectus to have an informed view before making an investment decision.

Summary of Contingent Liabilities

Following is the summary of Contingent Liabilities and Commitments given by our Company:

(Rs.in lakhs)

Particulars	As at and for the Financial Year / Period ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Bank Guarantee against service contracts	59.80	59.80	-	2.40
Total	59.80	59.80	-	2.40

For further details, see “Restated Financial Statements – Note 26 – Contingent Liabilities on page 226 of this Red Herring Prospectus.

Related Party Transactions

We have entered into related party transactions with related parties. A summary of the related party transactions entered into by us for the 6 months period ended September 30, 2024 and for the Financial Years 2024, 2023, 2022 and 2021 is detailed below:

(₹ in lakhs)

Name of the Related Party	Nature of the Transaction	As at and for the Financial Year / period ended			
		September 30 2024	March 31, 2024	March 31, 2023	March 31, 2022
Hari Chandra	Unsecured Loans paid back		42.50		-
Lakshmi Chandra	Unsecured Loans paid back		10.00		-
LSS Narendra	Unsecured Loans paid back		60.39	39.92	99.92
PVR Multimedia Pvt Ltd	Unsecured Loans received		448.10	828.85	380.75
C2C Innovations Pvt. Ltd.	Loans received	1,394.08		64.50	64.50
Realtime Techsolutions Pvt. Ltd.	Loans & Advances given		432.90	127.90	139.66
Murtaza Ali Soomar	Loans & Advances				
KTI Intelligent Systems Pvt Ltd	Loans and Advances		118.83		
KTI Intelligent Systems Pvt Ltd	Creditors			248.57	-
C2C Innovations Private Limited	Advances given		0.56		
Realtime Techsolutions Pvt. Ltd.	Advances received back			11.73	-
Realtime Techsolutions Private Limited	Sale of goods and services		888.27		
K Ramesh	Employee benefit expenses	26.51	66.44	17.68	-
Murtaza Ali Soomar	Employee Benefit Expenses	23.57	32.24	12.00	-
Lakshmi Chandra	Employee Benefit Expenses	23.57	32.24	12.00	-
Realtime Techsolutions Pvt. Ltd.	Supplier Advances			5.43	-
LSS Narendra	Employee Benefit Expenses			17.68	
PVR Multimedia Private Limited	Advances given	0.25			

For further details, see “Restated Financial Statements – Note 30 – Related party disclosures” on page. 231 of this Red Herring Prospectus.

Financing Arrangements

There have been no financing arrangements whereby our Promoter, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Red Herring Prospectus.

Weighted average price at which the specified securities were acquired by our Promoters in the last one year

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

Sr. No.	Name of the Promoter	Number of Equity Shares	Acquisition per Equity Share (in ₹)#
1	C2C Innovations Private Limited	31,50,000	0.00

Sr. No.	Name of the Promoter	Number of Equity Shares	Acquisition per Equity Share (in ₹)#
2	PVR Multimedia Private Limited	36,41,944	72.21
3	Lakshmi Chandra	6,650	150.63
4	Maya Chandra	26,962	157.69
5	Subrahmanya Srinivasa Narendra Lanka	3,76,000	0.05
6	Kuriyedath Ramesh	3,76,000	0.05
7	Murtaza Ali Sommar	400	4.25

#As certified by M/s P K Chand & Co, Chartered Accountants, by way of their certificate dated November 05, 2024

Weighted average cost of acquisition of all Equity Shares transacted by the shareholders in the three years, eighteen months and one year preceding the date of this Red Herring Prospectus

Weighted average cost of acquisition of all Equity Shares transacted by the shareholders in the three years, eighteen months and one year preceding the date of this Red Herring Prospectus is set forth below:

Name	Weighted average cost of acquisition (WACA) (in ₹)	Lower end of the Price Band is 'X' times the WACA@	Upper end of the Price Band is 'X' times the WACA@	Range of acquisition price Lowest Price-Highest Price (in ₹)
Last 3 years	[●]	[●]	[●]	[●]
Last 18 months	[●]	[●]	[●]	[●]
Last 1 year	[●]	[●]	[●]	[●]

@To be included on finalization of Price Band

Note: The weighted average cost of acquisition at which Equity Shares were acquired in the last one year, eighteen months and three years has been calculated considering (a) the number of Equity Shares issued on gross basis in the last year (ignoring the number of Equity Shares sold, if any), and (b) the number of Equity Shares arising out of the Equity Shares held under (a), pursuant to (i) issue of bonus shares on November 25, 2023

As certified by M/s P K Chand & Co., Chartered Accountants, by way of their certificate dated November 05, 2024

Average cost of acquisition

The average cost of acquisition of Equity Shares by our Promoters as at the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of the Promoter	Number of Equity Shares	Acquisition per Equity Share (in ₹)#
1	C2C Innovations Private Limited	21,00,000	0.00
2	PVR Multimedia Private Limited	36,41,944	76.80
3	Lakshmi Chandra	6,650	159.92
4	Maya Chandra	26,962	167.52
5	Subrahmanya Srinivasa Narendra Lanka	5,01,000	2.53
6	Kuriyedath Ramesh	5,01,000	2.53
7	Murtaza Ali Sommar	400	2.00

#As certified by M/s P K Chand & Co., Chartered Accountants, by way of their certificate dated November 05, 2024

For further details of the average cost of acquisition by our Promoters, see "Capital Structure – Build-up of our Promoters' shareholding in our Company" on page 72 of this Red Herring Prospectus

Issue of Equity Shares for consideration other than cash in the last one year

Our Company has not issued any Equity Shares for consideration other than cash in the last one year from the date of this Red Herring Prospectus except for a bonus issue on November 25, 2023 to C2C Innovations Private Limited, PVR Multimedia Private Limited, Ms Lakshmi Chandra, Ms Maya Chandra, Mr Kuriyedath Ramesh,

Mr Murtaza Ali Soomar and V2K Hospitality Private Limited in the ratio of 3:1 (i.e. Three Equity Shares for every one Equity Share held) and for a rights issue pursuant to conversion of unsecured loan on September 16, 2023.

Details of pre-IPO placement

Our Company does not intend to carry out any pre-IPO Placement.

Split or 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 year preceding the date of this Red Herring Prospectus.

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

As on the date of this Red Herring Prospectus, our Company has not made any application for seeking exemption from complying with any provisions of securities laws.

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SECTION III – RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Red Herring Prospectus, particularly the “Financial Information of the Company” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 199, 128, and 238 respectively of this Red Herring Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and 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. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

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

Materiality

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

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

Note:

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “Risk Factors” on page 26 and Management Discussion and Analysis of Financial Condition and Results of Operations” on page 238 of this Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Restated Financial Statements.

INTERNAL RISK FACTORS

- 1. Our business has a significant proportion of our domestic revenues dependent on contracts from the GoI and associated entities including defence public sector undertakings and government organizations involved in Defence. Reprioritization of requirements based on government priorities may have a material adverse effect on our business***

We are among the few vertically integrated systems provider for the defence and aerospace Intelligent platforms. Our products use proprietary software that serve the entire spectrum of defence and aerospace platforms such as space, air, land and sea.

Consequently, our business is substantially dependent on projects and programmes undertaken by GoI and associated entities, such as defence public sector undertakings and government organizations involved in defence activities (collectively, the “**GoI Entities**”) for our domestic revenues. We derived ₹ 274.00 lakhs, ₹ Nil lakhs, ₹90.10 lakhs, ₹ 34.70 lakhs, amounting to 6.34% Nil, 11.19% and 100% of our total domestic sales during the six month ended September 30, 2024, Fiscals 2024, 2023 and 2022 respectively, from sales made to the prime contractors to GoI Entities.

Further, our contracts depend upon the continuing availability of budgets extended to the Ministry of Defence (“**MoD**”). India’s defence spend is estimated at 6.21 lakh crores and capital outlay is estimated at ₹ 1.72 lakh crore in 2024-25, (Source: <https://pib.gov.in/PressReleaseIframePage.aspx?PRID=2001375>). While there has been an increase in the total defence allocation by the GoI over a period of time, the level of defence spending and changes in the tax policies by the GoI in the future are difficult to predict and may be impacted by numerous factors such as the evolving nature of the national security concerns, foreign policy, domestic political environment and macroeconomic conditions. The GoI’s defence related policies will have a material impact on our business.

Given that we derive a significant portion of our total sales from contracts with prime contractors to GOI Entities and that we will continue to cater to GOI Entities, we are exposed to various risks inherent in doing business with GOI Entities. These risks include participation in GOI Entities contracts could subject us to stricter regulatory requirements which may increase our compliance costs; GOI Entities tenders are awarded to the lowest bidder that meets the technical conditions of the tender, which makes winning GOI Entities tenders difficult. In addition, if we have to lower our pricing in order to win tenders, it would exert pressure on our margins; the tender process is long and may be subject to significant delays; terms and conditions of GOI Entities contracts, including requests for proposals and tenders tend to be more onerous and are often more difficult to negotiate than those for other commercial contracts; and GOI Entities contracts may not include a cap on direct or consequential damages, which could cause us to assume additional risks and incur additional expenses in servicing these contracts.

A decline or reprioritisation of the Indian defence or space budget, reduction in orders, termination of existing contracts, delay of existing or anticipated contracts or programmes or any adverse change in the GoI Entities’ defence or space requirements and geo-political circumstances, may have a material adverse impact on our business and profitability.

- 2. We depend on a limited number of customers for a significant portion of our revenue. The loss of any of our major customers due to any adverse development or significant reduction in business from our major customers may adversely affect our business, financial condition, results of operations and future prospects.***

Our top five customers have contributed to 89.59% of our revenues for the year ended March 31, 2024 and 99.05% of our revenues for the period ended September 30, 2024, and our top ten customers have contributed to 100% of our revenues for the year ended March 31, 2024 and 99.05% of our revenues for the period ended September 30, 2024 based on restated financial statements. However, our top customers may vary from period to period depending on the demand and thus the composition and revenue generated from these customers might change as we continue to add new customers in normal course of business. Since at present our business is concentrated among relatively few significant customers, we could experience a reduction in our results of operations, cash flows and liquidity if we lose one or more of these customers or the amount of business, we obtain from them is reduced for any reason, including but not limited on account of any dispute or disqualification. Accordingly, we cannot assure you that the customers which contribute to the major part of our revenue stream will pay us the amounts due to us on time, or at all. In the event any of our significant customers fail to fulfil their respective obligations, our business, financial condition and results of operations would be adversely affected. While we believe we have maintained good and long-term relationships with our customers, there can be no assurance that

we will continue to have such long-term relationship with them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability.

3. *We are having a high trade receivable days and high trade payables days in the last 2 financial years and such high receivables and payables days could have an adverse impact on liquidity position of our business.*

Our trade receivables days were 1,910 days and 4085 days for the financial years March 31, 2022, and March 31, 2023 and our trade payable days were 7,811 days for the financial years March 31, 2022. Although the Company has already realized majority of the said trade receivables and made majority of the payments to the creditors as on the date of the Red Herring Prospectus, however, we cannot guarantee that there will be no default from our trade receivables and we cannot guarantee the entire recovery. Any subsequent default by our debtors can affect our financial position and our profitability. Further, high trade receivables affect our working capital requirement as it affects the liquidity position of the business. Further this may also lead to us defaulting in the payment to our creditors which will in turn reduce the credit period and reputation that we enjoy with our suppliers and will require us to provide for additional working capital which could the liquidity position of our business

4. *A major portion of our revenue is from projects undertaken with Government entities or agencies, contracts of which usually contain terms that favour the clients. Such project / contracts are awarded on the basis of certain pre-qualification criteria and competitive selection process and are usually in a standard form, restricting our ability to negotiate the terms and conditions. Any change in the Government policies or focus and/or we are unable to recover payments in a timely manner, would adversely affect our business and result of operation.*

We are involved in designing, developing, manufacturing and testing of a wide range of engineering products and solutions for defence applications. Consequently, our business is highly dependent on projects and programmes undertaken by GoI and associated entities, such as defence public sector undertakings (“the GOI Entities”). Further, as at March 15, 2024, our order book from the prime contractors to GoI Entities, was ₹ 1,533.74 lakhs and as at September 30, 2024 was ₹ 2,647.30 lakhs.

Further, our contracts depend upon the continuing availability of budgets extended to the Ministry of Defence (“MoD”). The Indian defence spending has been steadily increasing since the year 2000. While there is an increase in the total defence allocations over a period of time, the level of defence spending and changes in the tax policies by the GoI in the future is difficult to predict and may be impacted by numerous factors such as the evolving nature of the national security concerns, foreign policy, domestic political environment and macroeconomic conditions. A decline or reprioritisation of the Indian defence or space budget, changes in GoI Entities defence or space requirements and geo-political circumstances, reduction in orders, termination of existing contracts, delay of existing contracts or programmes will have a material adverse impact on our business.

Moreover, the MoD has promulgated the Defence Acquisition Procedure 2020 (“DAP”) which has been aligned with the vision of the Government’s Atmanirbhar Bharat (self-reliant India) initiative and to empower the Indian domestic defence industry through ‘Make in India’ projects. These policies of the GoI have increased competition and we cannot assure you that we will be as competitive as we have been in the past and we will continue to be successfully awarded contracts by the GoI. There is no assurance that GoI Entities will continue to engage us and that we will continue to sustain the general level of revenue that we have secured in the past. Further, any adverse change in the GoI policy may lead to cancellation or slowdown of our orders and could have a material adverse effect on our business, results of operations and financial conditions.

5. *We are subject to strict quality requirements, customer inspections and audits, and any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our reputation and our business and results of operations and future prospects.*

We specialize in designing, developing, manufacturing and testing of a wide range of engineering products and solutions for defence applications. Given the nature of our products and solutions, and the sector in which we operate, we believe that our customers have high standards for product quality and delivery schedules. Adherence to quality standards is a critical factor as a defect in products and solutions manufactured by our Company or failure to comply with the specifications of our customers may, in turn, lead to the supply of faulty end-products to our customer. This may lead to cancellation of supply orders or non-renewal of agreements by our customers and at certain instances may impose additional costs in the form of product liability and/or product recall. Further,

any failure to make timely deliveries of solutions as per our customers' requirements could result in cancellation or non-renewal of purchase orders and at certain instances may also result in us bearing additional financial exposure.

While we have put in place quality control procedures, we cannot assure you that our products will always be able to satisfy our customers' quality standards. Our quality control procedures may fail to test for all possible conditions of use or identify all defects in the design, engineering or specifications of the components. Any such failure to identify defects could require us to undertake service actions or component recalls. Any defect in our products and solutions could also result in customer claims for damages. Any negative publicity regarding our Company, or our products could adversely affect our reputation, our operations and our results from operations. Prior to entering awarding us the contracts, certain of our customer undertake a detailed review process, which involves of our facilities, our financial capabilities, technical review of the designs and specification of the proposed solutions, inspection and review of prototypes of the product and solutions. This extensive review process are generally periodic in nature and firm orders are placed only after the review process. The finished product delivered by us is further subject to validation by our customers upon delivery at their facilities. We are therefore subject to a stringent quality control mechanism at each stage of the design process and are required to maintain the quality and precision level for each product. We typically extend a warranty period of 12 months to our customers for new products from the date of delivery. Due to the length of the warranty period extended by us, we may be subject to claims from our customers and we may incur additional costs if rectification work is required in order for us to satisfy our obligations during the warranty period. We cannot assure that our warranty provisions will be sufficient to cover the costs incurred for defects. If the costs of any rectification work exceed the warranty provisions, our business, financial condition, results of operations and prospects may be adversely affected. Further, to ensure minimal defects, we may be required to incur significant expenses to maintain our quality assurance systems, which may affect our financial condition.

In certain cases, where our customers provide a warranty to their end users and incur warranty costs for non-conformity of their products to agreed specifications or standards, our supply arrangements with our customers typically allow us to review warranty claims in order to determine if the failure was caused by a manufacturing defect in our components. If it is determined that the failure was on account defect in our applications and services, we may be required to promptly correct or replace those defective components at our own expense, failing which we may be required to reimburse our customers at part acquisition cost, with additives to cover administrative, labour, material and other such costs. If we fail to perform our services in accordance with best practices stipulated by our customers and/or our customers are dissatisfied with the quality of our facilities in any manner, our reputation could be harmed and our customers may terminate/modify their contractual arrangements and/ or refuse to renew their contractual arrangements or purchase orders. This may have an adverse impact on our business, financial condition, results of operations and future prospects

6. Any failure to comply with the provisions of the contracts entered with our customers, especially the GoI Entities, could have an adverse effect on our business operations, financial conditions and results of our operations. Additionally, imposition of liquidated damages and invocation of performance bank guarantees / indemnity bonds by our customers could impact our results of operations and we may face potential liabilities from lawsuits and claims by customers in the future.

The contracts entered with our customers, especially GoI Entities, contain onerous obligations and are subject to laws which give them certain rights and remedies including without limitation the following:

- terminate existing contracts for default, delays or force majeure conditions;
- demand encashment of warranty indemnity bonds;
- reduce orders under, or otherwise modify, contracts or sub-contracts;
- claim intellectual property rights in products and systems produced by us;
- control or prohibit the export of our products and services; and
- cancel multi-year contracts and related orders if funds for contract performance for any subsequent year become unavailable.

In the event that our customers enforce any of the above provisions, it could have an adverse effect on our business operations, financial conditions and results of our operations. Further, the loss of anticipated funding or the termination of multiple or large programmes by the GoI Entities could have an adverse effect on our future revenues and earnings. Apart from the above, most of the contracts with our customers require our Company to

pay liquidated damages in the event of delay in delivery of products. The value of the liquidated damages varies from contract to contract.. Additionally, under few of these contracts we are required to secure performance bond in the form of bank guarantee from nationalised / scheduled commercial banks towards performance of the equipment until completion of warranty period indicated in such contracts. Although we have not had any such instances in the past, any time and/or cost overruns on our contract could have a material adverse effect on our business, results of operations and financial condition. The incurring of such liabilities pursuant to the imposition of liquidated damages or the invocation of such performance bank guarantees and indemnity bonds in relation to our contracts could have an adverse effect on our business, results of operation, and financial condition

7. *We have a history of net losses in 1 out of the last 3 financial years and any losses or our inability to achieve profitability may have an adverse effect on our operations.*

As per Restated financial statements, we have profit of Rs. 972.99 lakhs for period ended September 30, 2024, profit of ₹ 1,239.54 lakhs for the FY 23-24, Rs. 287.52 lakhs for FY22-23 and loss of Rs. 238.21 lakhs for FY 21-22. The company was incorporated in the year 2018. With the increase in the operations in the Company we have started earning profits but, it is difficult for us to predict our future results of operations or the limits of our market opportunity. We expect our operating expenses to increase as we hire additional personnel, broaden our marketing efforts, expand our operations and infrastructure, continue to enhance our brand, and develop and expand its capabilities, expand our products and services which may impact our profitability in future. Any failure to increase our net revenue sufficiently to keep pace with our initiatives, investments, and other expenses could prevent us from achieving profitability or positive cash flow on a consistent basis in future periods.

8. *We have significant working capital requirements. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, cash flows and results of operations.*

Our business requires a substantial amount of working capital and moreover, we may need working capital for the expansion of our business at regular intervals due to our business requirements. We may need to raise additional capital from time to time, depending on business requirements. Some of the factors that may require us to raise additional capital include (i) business growth; (ii) unforeseen events beyond our control; and (iii) significant depletion in our existing capital base due to unusual operating losses.

While we do not anticipate seeking additional financing in the immediate future as a part of our plan post the initial public offering, any additional equity financing may result in dilution to the holders of the Equity Shares. Further, additional debt financing may impose affirmative and negative covenants that restrict our freedom to operate our business, including covenants such as:

- (a) limit our ability to pay dividends or require us to seek prior consent for the payment of dividends;
- (b) require us to dedicate a portion of our cash flow from operations to payments on our debt;
- (c) limit our flexibility in planning for a growth and change in business.

For details regarding our working capital facilities, see “Financial Indebtedness” on page 237 of this Red Herring Prospectus.

9. *The amount of orders we have received in the past, our current order book and our growth rate may not be indicative of the number of orders we will receive in the future.*

As at March 15, 2024, our order book amounted to ₹ 6527.46 lakhs (One US\$ = ₹ 82.50) and as on September 30, 2024 our order book amounted to ₹ 5,056.18 lakhs. We prepare our order book on the basis of the work completed, the outstanding work and the time expected to complete the bids and contracts forming part of the order book. The order book may be materially impacted if the time taken or amount payable for completion of any ongoing order of our Company changes. The growth of our order book is a cumulative indication of the revenues that we expect to recognise in future periods in relation to signed contracts. Further, we cannot guarantee that the income anticipated in our order book will be realised, or, if realised, will be realised on time or result in profits. In addition, our order book depends on continued growth of the defence and space sector in India and our ability to remain competitive. Our existing order book and our growth rate may not be indicative of the number of orders we will receive or our growth in the future.

Our order book only represents business that is considered firm, although this is subject to, among other things, cancellation or early termination or because of any breach of our contractual obligations, non-payment by our

customers, delays in the initiation of our customers' projects, unanticipated variations or adjustments in the scope and schedule of our obligations for reasons outside our and our customers' control or change in budget appropriations which affect our customers. Accordingly, we cannot predict with certainty the extent to which a project forming part of our order book will be performed. Further, such delays in the completion of a project or cancellation of a project may lead to delays or refusal in payment of the applicable amount that we expect to be paid in respect of such project. Our clients may also be entitled to terminate the agreement in the event of delay in completion of the work if the delay is not on account of any of the agreed exceptions. In addition, where a project is concluded as scheduled, our client may delay, default or otherwise fail to pay amounts owed to us. Such payments often represent an important portion of the margin we expect to earn on a project. Further, any delay in execution of ongoing projects leading to extended timelines would also adversely impact our ability to undertake additional projects in future and the outlook of our order book. Moreover, if any of our projects are cancelled or terminated prematurely, there can be no assurance that our Company will receive any applicable termination payments in time or at all or that the amount paid will be adequate to enable our Company to recover its investments in the prematurely cancelled project. In such events, we may have to bear the actual costs for project activities incurred by us which may exceed the agreed work as a result of which, our future earnings may be lower from the amount of the order book and if any of the forgoing risks materialize, our cash flow position, revenues and earnings may be adversely affected.

10. If we are unable to manage our growth effectively, our business, future financial performance and results of operations could be materially and adversely affected.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. As part of our growth strategy, we aim to, among other things, continue to grow our businesses as and when opportunities exist including by expanding our production capacity, strengthening our foothold in India's expanding market, continue to focus on R&D, diversify our product and solutions, increasing our reach in the international markets and by expansion into opportunistic areas and partnerships. For details, see "*Our Business – Our Business Strategy*" on page 128 of this Red Herring Prospectus. This could place significant demands on our operational, credit, financial and other internal risk controls. In pursuing our growth strategy, we will require additional capital investments and cash outlays, which may have a material impact on our cash flows and results of operations. As our product portfolio and product pipeline grow, we may require additional personnel on our project management, in-house quality assurance and R&D teams to work with our partners on quality assurance, regulatory affairs and product development. As a result, our operating expenses and capital requirements may increase significantly. Our ability to manage our growth effectively requires us to forecast accurately our sales, growth and manufacturing capacity and to expend funds to improve our operational, financial and management controls, reporting systems and procedures. We may also be exposed to certain other risks, including difficulties arising from operating a larger and more complex organisation; the failure to (i) efficiently and optimally allocate management, technology and other resources across our organisation, (ii) compete effectively with competitors and (iii) the inability to control our costs; and unforeseen legal, regulatory, property, labour or other issues.

Further, our future business plan is dependent on our ability raise funds through debt or equity and we may have difficulty obtaining funding on acceptable terms or at all. Adverse developments in the Indian credit markets may significantly increase our debt service costs and the overall cost of our funds. Moreover, even if we secure the required funding, there is no assurance that we will be able to successfully expand our production capacity or diversify our product and solutions portfolio. We may also face difficulties in effectively implementing new technologies required in designing, developing and manufacturing new products and solutions and may not be able to recover our investments. An inability to implement our future business plan, manage our growth effectively or failure to secure the required funding on favourable terms or at all could have a material and adverse effect on our business, future financial performance and results of operations.

11. We do not own our Registered Office from where we operate.

Our Company does not own its Registered Office situated at No: 86, Wings of Eagles, S S Commercial Estate, Varthur Road, Nagavarapalya Main Road, C V Raman Nagar, Bengaluru– 560093 Karnataka, India. For further details in relation to our Properties, please refer to the section titled – Land and Property in the chapter titled "*Our Business*" on page 128 of this Red Herring Prospectus. We cannot assure that we will be able to renew our leases on commercially favourable terms or at all in future. We also cannot assure you that we will be permitted to use any of our leased properties on a continuous basis. In the event that we are required to vacate the aforementioned premises, we would be required to make alternative arrangements for new offices and other infrastructure and we cannot assure that the new arrangements will be on commercially acceptable terms. In the event, we are unable to continue to use the premises or renew the lease agreement on favourable terms or at all, we may suffer disruption

in our business and administrative operations, which may have an adverse effect on the business, financial condition and results of operations on our Company.

12. If we do not continue to innovate and further develop our business, or we are not able to keep pace with technological developments, we may not remain competitive and our business and results of operations could suffer.

We design, develop and manufacture technologically advanced and innovative products and solutions applied by our customers in a variety of environments. Problems and delays in development or delivery as a result of issues with respect to design, technology, concurrent engineering, licensing, labour or learning curve assumptions could prevent us from achieving contractual requirements.

The business environment in many of our principal operating segments requires extensive design and development expenses. We devote substantial resources to our design and engineering functions and also make investments in R&D, in particular, to create new products and solutions which are customised to meet customer expectations and end-user preferences and to also improve our production processes and quality of our existing products and solutions, which we believe are factors crucial for our future growth and prospects. Our ability to realize the anticipated benefits of our R&D capabilities depends on a variety of factors, including meeting development, production, certification and regulatory approval schedules, execution of internal and external performances plans, availability of supplier and internally-produced parts and materials, performance of suppliers and sub-contractors, hiring and training of qualified personnel, achieving cost and production efficiencies, identification of emerging technological trends in our target end markets, validation of technologies, level of customer interest in new technologies and products, and customer acceptance of our products and products that incorporate technologies we develop. In addition, due to the design complexity of our products, we may in the future experience delays in completing the development and introduction of new products.

We may incur substantial R&D costs as part of our efforts to design, develop and commercialise new products and solutions and enhance existing products and solutions portfolio. However, there is no guarantee that our R&D initiatives will be successful or be completed within the anticipated time frame or budget. Furthermore, there is no assurance that our newly developed or improvised products and solutions will yield desired results, can be used for our commercial operations or will generate any revenue. For instance, we have developed products and solutions in the past such as control and display unit for a radar program, control system for a tank program and high-power embedded computer for naval applications. Even if such products can be successfully developed and manufactured, there is no guarantee that they will be cost effective, accepted by our customers and achieve anticipated returns. Our ongoing investments in various R&D initiatives could result in higher costs without a proportionate increase in revenues. If we fail to design, develop and manufacture customised products and solutions for our customers at competitive price, this may affect our ability to win bids and/or contracts and our business profitability and financial condition may be materially and adversely affected.

13. Our success depends significantly on our Promoters, Key Management Personnel and other senior management and skilled personnel. The loss of their services may have a material adverse effect on our business, financial condition and results of operations.

We believe that the experience of our Promoters, Key Management Personnel and senior management personnel has been critical to our success and business growth over the years. Their in-depth knowledge of the market and the business operations have ensured our growth in the business. As a result, any loss of the services of any of our Promoters or senior management could materially and adversely affect our business, financial condition and results of operations. Attracting, hiring and retaining experienced and qualified senior management with years of experience in this business sector could require increasing compensation and benefits payable to such personnel, which could affect our operational costs and accordingly, our financial condition and results of operations.

Our success is also dependent on our ability to attract, hire, train and retain experienced and skilled sales personnel with adequate and proper knowledge of our applications. Our inability to recruit, train and retain suitably qualified and skilled sales personnel who maintain consistency in our standards of customer service and overall operations could adversely impact our reputation, business prospects and results of operations.

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

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

(₹ in Lakhs)

Particulars	Restated Financial Information for the Period / Year Ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash Flow from / (used in) Operating Activities	(2,677.44)	(3,527.20)	(481.00)	(415.81)
Net Cash Flow from / (used in) Investment Activities	(0.55)	(82.05)	(11.01)	(4.53)
Net Cash Flow from / (used in) Financing Activities	1,329.02	5,149.62	488.46	413.70

We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition. For details, please refer “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” of our Company on page 238 of this Red Herring Prospectus.

15. We are yet to identify the premises at Bengaluru for the expansion of our existing activities and at Dubai for the new Experience Centre that is to be set up at Dubai, United Arab Emirates.

We have earmarked an amount of ₹ 160 lakhs towards the security deposit for a new premises that is to be taken on lease at Bengaluru and Dubai. Further we have also earmarked an amount of ₹ 272.20 lakhs towards fitouts for the new premises at Bengaluru and for the new Experience Centre to be set up at Dubai. We are yet to identify these premises and amount earmarked for the security deposit is on the basis of the prevalent rates in the area where we propose to take the premises on lease. The amount earmarked for the fitouts are based on the quotations received from an Architect and in case there is an upward revision there could be an increase in the funds required and in that event, we would be required to undertake variation in the disclosed utilisation of the Net Proceeds and any delay may adversely affect our business or operations.

16. Our Company has availed unsecured loan from our Promoters and others, which is repayable on occurrence of certain conditions.

As per the restated financial statements as on September 30, 2024, our Company has availed total sum of ₹ 1,329.02 lakhs as unsecured loans from our promoters and others to meet the fund requirements of our Company. Such unsecured loan is interest bearing and may be recalled at any time. In the event, they seek a repayment of the unsecured loans, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and this, may adversely affect our cash flow and financial condition.

17. We depend on exports for a significant portion of our revenue. Restrictions on the export of our products and other regulations could adversely affect our business, results of operations and financial condition.

We have in the past derived a significant portion of our revenue from exports and may continue to derive a significant portion of our revenue from such customers. As per our Restated Financial Statements, our revenue from exports on a consolidated basis for the Fiscals ended 2024, 2023 and 2022 amounted to ₹ 3,089.62 lakhs, ₹1,921.29 lakhs and 714.80 lakhs respectively and amounted to ₹ 4,005.57 lakhs for the six month period ended September 30, 2024 constituting 75.25%, 87.09% and 88.81%, respectively for the Financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively and 92.67% for the period ended September 30, 2024 respectively. As our business is currently concentrated on exports which involves design of many defence products considered to be of national strategic interest, limitation or withdrawal, if any (in the case, for example, of embargoes or geopolitical conflicts), of the authorisation to export the products might have a negative impact on our operations and financial situation. Further, failure to comply with the regulations and requirements could result in contract modifications or termination and the imposition of penalties, fines and withdrawal of authorisations,

could negatively affect our business, results of operations and financial condition. Authorisations can be revoked and general export controls may change in response to international conflicts or other political or geopolitical factors. Foreign exchange fluctuations could also have an adverse material impact on our revenues and profitability.

18. There have been instances of delay in the filing of Forms with the MCA in the recent past.

The following forms have been filed with a delay with the MCA in the last 3 years year and we have filed the same with additional charges. Although, no other penal action has been taken by the relevant authorities, repeated delays could lead to penal action being taken on the Company which could have an adverse impact on our reputation and revenues.

Sl.No	Type of Form	Due date of filing	Actual date of filing
1	PAS-3 pertaining to Allotment on December 26, 2023	26/01/2024	12/02/2024
2	SH-7 – For increase in Authorised Capital	18/01/2024	09/02/2024

19. The objects of the Issue have not been appraised by any bank or financial institution. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control. Any variation in the utilization of the Net Proceeds or in the terms of the conditions as disclosed in this Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilise the Net Proceeds for purchase of Hardware and Software, towards security deposit for our development centre at Bengaluru, towards interiors of Experience Centres at Bengaluru and Dubai, working capital requirements for our existing operations and general corporate purposes. For details, see “Objects of the Issue” on page 89 of this Red Herring Prospectus. The deployment of the Net Proceeds would be based on management estimates, prevailing circumstances of our business & market conditions. The Objects of the Issue have not been appraised by any bank or financial institution. Accordingly, at this stage, we cannot determine with any certainty if we will require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Red Herring Prospectus without obtaining the Shareholders’ approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds and any delay or inability in obtaining such Shareholders’ approval may adversely affect our business or operations.

20. We are yet to place Orders for the fixed assets for our existing operations at Bengaluru and the Experience Centre at Dubai

We are yet to place orders for fixed assets comprising of both hardware and software for an amount aggregating to ₹ 1,345.30 lakhs for our existing operations at Bengaluru and for the proposed Experience Centre at Dubai which is proposed to be funded from the proceeds of the IPO. We have obtained quotations for the same and in case the vendors decide to revise the quotations upward or fail to supply the fixed assets as per the agreed terms, there could be an increase in the funds required and in the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds and any delay may adversely affect our business or operations.

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

We have in the course of our business entered into, and will continue to enter into, several transactions with our related parties, which include loans, lease advances and guarantees given by our Company. These transactions have been entered into on an arm’s length basis as per the provisions of the Companies Act, 2013 and other applicable laws. For details, see “Other Financial Information - Related Party Transactions” on page 231 of this Red Herring Prospectus.. We cannot assure you that we will receive similar terms in our related party transactions in the future. While we believe that all such related party transactions that we have entered into are legitimate business transactions conducted on an arms’ length basis, we cannot assure you that we could not have achieved

more favourable terms had such transactions been entered into with unrelated parties. Any further transactions with our related parties could involve conflicts of interest. Further, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on business and financial results, including because of potential conflicts of interest or otherwise.

22. We have trade receivables amounting to ₹ 3,182.90 Lakhs which are more than 6 months old as at the end of September 30, 2024.

We had the following trade receivables which were outstanding for a period of more than 6 months as at the end of September 30, 2024. Although we have not written off any of our outstandings as bad debts, non-receipt of such amounts could have an adverse impact on our financials.

(₹ in lakhs)

Particulars	Less than 6 months	6 months – 1 year	1-2 years	2- 3 years	More than 3 years	Total
Undisputed Receivables – Considered Good	4,272.22	2,087.94	957,44	-	132.52	7,455.12

For details please. For details, see “Financial Information – Note 5.1 Ageing Schedule of Trade Receivables” on page 215 of this Red Herring Prospectus.

23. We have certain contingent liabilities, which, if they materialize, may affect our results of operations, financial condition, and cash flows.

The following table sets forth our contingent liabilities for the period ended September 30, 2024, and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, as per the Restated Financial Information:

(in ₹ Lakhs)

Particulars	For the period / year ended on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Bank Guarantees (against service contracts)	59.80	59.80	0.00	2.40
Total	59.80	59.80	0.00	2.40

If a significant portion of these liabilities materializes, it could have an adverse effect on our business, financial condition, and results of operations. For further information, please refer to Note 26 under chapter titled Restated Financial Information” beginning from page 199 of this Red Herring Prospectus

24. We have paid or filed GST returns with a delay and have also filed a late fee on the same.

We have filed the following GST returns with a delay and paid fines / late fees.

A.Y 2019-20	Due Date	Date of filing	Number of days delay	Late Fees
Nov-19	20.12.2019	21.12.2019	1	
Dec-19	20.01.2020	22.01.2020	2	80
Mar-20	20.04.2020	24.06.2020	65	
			68	80
A.Y 2020.-21	Due Date	Date of filing	Number of days delay	Late Fees
Apr-20	20.05.2020	30.06.2020	41	1750
May-20	20.06.2020	30.06.2020	10	410
Jan-20	20.07.2020	11.08.2020	53	
Jul-20	20.08.2020	24.09.2020	35	

Aug-20	20.09.2020	01.10.2020	11	
Sep-20	20.10.2020	23.10.2020	3	
Oct-20	20.11.2020	19.11.2020		10
Nov-20	20.12.2020	22.12.2020	2	
Dec-20	20.01.2021	21.01.2021	1	
March 2021	20.04.2021	22.04.2021	2	
			158	2170
A.Y 2021-22	Due Date	Date of filing	Number of days delay	Late Fees
Oct-21	20.11.2021	23.11.2021	3	75
Nov-21	20.12.2021	21.12.2021	1	10
			4	85
A.Y 2022-23	Due Date	Date of filing	Number of days delay	Late Fees
May-22	20.06.2022	23.06.2022	3	75
			3	75
A.Y 2023-24	Due Date	Date of filing	Number of days delay	Late Fees
Apr-23	20.05.2023	27.7.2023	68	1700
May-23	20.06.2023	27.07.2023	37	925
Jun-23	20.07.2023	27.07.2023	7	175
Sep-23	20.10.2023	09.12.2023	58	
Oct-23	20.11.2023	08.01.2023	49	1250
Nov-23	20.12.2023	08.01.2023	19	250
Dec-23	20.01.2024	20.01.2024		475
Jan-24	20.02.2024	04.03.2024	13	
Feb-24	20.03.2024	19.03.2024		325
Mar-24	20.04.2024	23.05.2024	34	
			285	5100

Although no other penal action has been taken, repeated non-compliances could lead to penal action being taken on the Company which could have an adverse impact on our reputation and revenues. We have further strengthened our Compliance Department with the appointment of a full-time company secretary and appointed independent directors on the Board and this will ensure that there is compliance with regard to filing of all returns on time without any delay.

25. We have a large number of employees, resulting in fixed costs to our Company. In the event we are not able to generate adequate cash flows, it may have a material adverse impact on our operations.

As on September 30, 2024, we had 190 permanent employees. For details, please see “Our Business – Human Resources” on page 128 of this Red Herring Prospectus. We maintain a workforce based upon our current and anticipated workloads. If our Company does not receive future contract awards or if these awards are delayed, it could incur significant costs in the interim. Our estimate of the future performance depends on, among other things, whether and when we will be awarded new contracts. While our estimates are based upon best judgment, these estimates can be unreliable and may frequently change based upon newly available information. In the case of large-scale projects where timing is often uncertain, it is particularly difficult to predict whether or when we will be awarded the contract. The uncertainty of the contract being awarded and its timing can present difficulties in matching workforce size with contract needs. If a contract, which we expect will be awarded, is delayed or not

received, our Company could incur costs due to maintaining under-utilized staff and facilities, which could have a material adverse effect on our profitability, financial condition and results of operations and financial condition.

Further we face attrition risk in respect of our employees. Due to the nature of our work, we employ large number of employees at our project sites from the local population. Upon completion of the project at the respective sites, many employees do not wish to be relocated at our new sites and they leave for other opportunities in their local area. Due to this, we usually have to consistently appoint new employees at our new project sites who may or may not have prior experience within the industry and need to be trained. Apart from this, employees may also leave the organization due to other reasons and may need to be replaced. These factors lead to increased manpower cost.

26. We have had a fluctuating attrition rate amongst our employees in the last 3 years. Our business depends substantially on the continued efforts of our qualified personnel, and our operations may be disrupted if we lose their services.

We have had a fluctuating attrition rate amongst our employees in the last 3 years as under:

Particulars	For the Financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Average number of employees	107	58	41
Number of employees retired / left	6	16	20
Attrition Rate (%)	6.00	27.59	48.78

Although, during the past three (3) financial years we have added more employees than those who have left, we cannot assure you that there will be no attrition of employees in future. At senior levels (Management, technologists, project managers) the attrition rate has been zero for all the years. Our success depends substantially on the continued efforts of our qualified personnel with expertise in various areas. If one or more of our executive officers or key employees are unable or unwilling to continue their services with us, we might not be able to replace them easily, in a timely manner, or at all. If we are unable to retain talent required for our business, or hire employees with similar talents and experience in the same cost, we may incur additional costs or we may face difficulties in our operations and performance due to lack of skilled and experienced workforce which could have a material adverse effect on our profitability, financial condition and results of operations.

27. We operate in a competitive market and face competition from other Defence suppliers. Any increase in competition may adversely affect our business and financial condition.

The markets in which we operate are highly competitive. See “Industry Overview” on page 114 of this Red Herring Prospectus. Some of our competitors have achieved significant recognition for their brand names due to their presence over the years. In addition, some of our competitors in smaller local markets have advantages of having strong reputations and established trust with customers due to various factors and presence over the years, which could be difficult for us to challenge or replicate in a sustained manner in the future. Our Company faces competition from potential entrants to the industry that may adversely affect our competitive position and our profitability. We expect competition could increase with new entrants coming into the Defence Manufacturing industry, who may have more flexibility in responding to changing business and economic conditions, and existing players consolidating their positions. Some of our competitors may have access to significantly greater resources, including the ability to spend more on advertising and marketing and hence the ability to compete more effectively.

Some of our competitors are larger and have greater financial resources or a more experienced management team than us. Competitors may, whether through consolidation or growth, present more credible integrated or lower cost solutions than we do, which may have a negative effect on our turnover. We cannot assure you that we can continue to compete effectively with our competitors. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising will affect our business, results of operations and financial condition. We cannot give any assurances that we will be able to compete successfully on all of these factors against existing or future competitors in the future.

28. *Our insurance may be insufficient to cover all losses associated with our business operations.*

Our business entails handling high value products. It is imperative in our business that adequate insurance coverage is taken. Our insurance policies currently cover our goods in transit, building, keyman, including with respect to fire and special perils. Notwithstanding the complete insurance coverage that we carry, there may be a possibility that we may not be fully insured against certain business risks and to the extent required.

There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. Though, we never had any instances of insurance claims in the past, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. For details of our insurances, see “Our Business” on page 128 of this Red Herring Prospectus.

29. *If our Company is unable to protect its intellectual property, or if our Company infringes on the intellectual property rights of others, our business may be adversely affected.*

We currently do not own any trademarks and have not registered our logo. We cannot assure you that any third party will not misuse our brand name or logo. In case of any misuse of our brand name, we may have to prosecute such third parties which could be time consuming and the outcome of such litigations may not always be in our favour. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect its intellectual property, which could adversely affect our business, results of operations and financial condition. We may also be subject to litigation in case other parties decide to proceed against us believing that there has been an unauthorized use of a trademark / logo which they believe that they own. For further details, please refer to the chapter titled “Our Business” on page 128 of this Red Herring Prospectus.

30. *We have not commissioned an industry report for the disclosures made in the chapter titled “Industry Overview” and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us.*

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the chapter titled “Industry Overview” on 114 of this Red Herring Prospectus. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which consents have not been obtained. We have not independently verified such data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Red Herring Prospectus. Further, the industry data mentioned in this Red Herring Prospectus or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Red Herring Prospectus in this context.

31. *Our Promoters, certain of our Directors, our Key Managerial Personnel and Senior Managerial Personnel hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.*

Our Promoters and members of our Promoter Group will continue to retain control over our Company after completion of the Issue, which will allow them to influence the outcome of matters submitted for approval of our shareholders. Certain of our Directors (including our individual Promoters) hold equity interests in our Company, in addition to regular remuneration or benefits and reimbursement of expenses. Further, our Key Managerial Personnel and Senior Managerial Personnel also hold significant number of shares in our Company. We cannot assure you that our Promoters and Directors will exercise their rights as shareholders to the benefit and best interest of our Company. Following the completion of the Issue, our Promoters and members of our Promoter Group will continue to hold approximately 41.63 % of our post-Issue Equity Share Capital. As a result, they will have the ability to significantly influence matters requiring shareholders’ approval, including the ability to appoint Directors to our Board of Directors and the right to approve significant actions at Board and at shareholders’ meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our MOA and AOA, and any assignment or transfer of our interest in any of our licenses. We cannot assure you that our Promoters will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For details on the interest of our Promoters and Directors

of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see “Our Management” and “Our Promoters and Promoter Group” on pages 171 and 188 of this Red Herring Prospectus.

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

Since, the Proceeds from Issue is less than ₹10,000 lakh, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

33. We have not identified any alternate source of raising the funds required for the object of the Issue and the deployment of funds is entirely at our discretion and as per the details mentioned in the section titled “Objects of the Issue.”

Our Company has not identified any alternate source of funding for our object of the Issue and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds or may result in borrowing funds on unfavorable terms, both of which scenarios may affect the business operation and financial performance of the company. Further the deployment of the funds raised in the issue will be entirely at the discretion of the management and any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings. For further details of Please refer chapter titled “Object for the Issue” on page 89 of this Red Herring Prospectus.

34. We have issued Equity Shares during the last 12 months at a price which may be below the Issue price.

We have issued certain Equity shares in the last twelve months at a price which may be lower than the Issue Price. Details of such issuances are given in the table below other than bonus shares:

Date of Allotment	Number of Equity Shares Allotted	Face Value (in ₹)	Issue Price (in ₹)	Reason of Allotment	Benefits accrued to the Company	Category	Allottees	Number of equity shares allotted to each allottee
31 March 2023	9,99,900	10	10	Preferential Issue	Consideration amount	Equity Shares	C2C Innovations Private Limited	5,50,000
							Subrahmanya Srinivasa Narendra Lanka	2,24,950
							Kuriyedath Ramesh	2,24,950
16 September 2023	22,37,294	10	17	Rights Issue	Consideration amount including premium	Equity Shares	PVR Multimedia Private Limited	22,35,294
							Subrahmanya Srinivasa Narendra Lanka	1,000
							Kuriyedath Ramesh	1,000
18 December 2023	5,12,839	10	136	Preferential Issue	Cash	Equity Shares	21 entities forming part of public category	5,12,839
26 December 2023	2,80,000	10	40	Rights Issue	Cash	Equity Shares	V2K Hospitality Private Limited	2,80,000
January 29, 2024	7,82,523	10	136	Preferential issue	Cash	Equity Shares	12 entities forming part of public category	7,82,523
February 13, 2024	8,35,850	10	160	Preferential issue	Cash	Equity Shares	40 entities forming part of public category	8,35,850
March 18, 2024	16,09,062	10	160	Preferential Issue	Cash	Equity Shares	Lakshmi Chandra	6,250
							Maya Chandra	26,562

Date of Allotment	Number of Equity Shares Allotted	Face Value (in ₹)	Issue Price (in ₹)	Reason of Allotment	Benefits accrued to the Company	Category	Allottees	Number of equity shares allotted to each allottee
							PVR Multimedia Private Limited	14,06,250
							19 entities forming part of public category	1.70,000

35. The average cost of acquisition of Equity Shares by our Promoters is lower than the price determined at time of registering the Prospectus.

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Price as may be decided by the Company in consultation with the BRLMs. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title “Capital Structure” on page 72 of this Red Herring Prospectus.

36. Our Company is involved in certain legal proceedings, which, if determined adversely, may adversely affect our business and financial condition.

Our Company is involved in certain legal proceedings at different levels of adjudication before various courts, tribunals and appellate authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties by other statutory authorities, our Company may need to make payments or make provisions for future payments, which may increase expenses and current or contingent liabilities and also adversely affect our reputation. A summary of the proceedings involving our Company is provided below:

(₹ in lakhs)

Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our promoter	Material civil litigations	Aggregate amount involved
Company						
By our Company	Nil	Nil	Nil	Nil	Nil	Nil
Against our Company	Nil	Nil	Nil	Nil	Nil	Nil
Directors						
By our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Group Companies						
By our Group Companies	Nil	Nil	Nil	Nil	Nil	Nil
Against our Group Companies	Nil	2	Nil	Nil	Nil	572.24

For further details, see “Outstanding Litigation and Other Material Developments” on page 251 of this Red Herring Prospectus.

37. There has been a delay in the deposit of statutory dues in the recent past.

There was a delay in the deposit of Provident Fund (PF) deducted from our employees as under:

Sr. No.	Wage Month	Due Date	Presentation Date	Delay (in Days)	Total Interest and Damages
1	Mar-20	15-04-2020	23-11-2023	1317	2,62,856.00
2	May-20	15-06-2020	23-11-2023	1256	2,57,630.00
3	Jun-20	15-07-2020	23-11-2023	1226	2,29,658.00
4	Jul-20	15-08-2020	23-11-2023	1195	2,23,390.00
5	Aug-20	15-09-2020	23-11-2023	1164	2,18,847.00
6	Sep-20	15-10-2020	23-11-2023	1134	2,17,856.00
7	Oct-20	15-11-2020	23-11-2023	1103	2,11,900.00
8	Nov-20	15-12-2020	23-11-2023	1073	2,10,538.00
9	Dec-20	15-01-2021	23-11-2023	1042	2,00,182.00
10	Jan-21	15-02-2021	23-11-2023	1011	1,90,082.00
11	Feb-21	15-03-2021	23-11-2023	983	1,83,377.00
12	Mar-21	15-04-2021	23-11-2023	952	1,67,762.00
13	May-21	15-06-2021	23-11-2023	891	1,45,056.00
14	Jun-21	15-07-2021	23-11-2023	861	1,29,564.00
15	Jul-21	15-08-2021	23-11-2023	830	1,23,133.00
16	Aug-21	15-09-2021	23-11-2023	799	1,65,538.00
17	Sep-21	15-10-2021	23-11-2023	769	1,47,520.00
18	Oct-21	15-11-2021	23-11-2023	738	1,31,985.00
19	Nov-21	15-12-2021	23-11-2023	708	1,21,023.00
20	Dec-21	15-01-2022	23-11-2023	677	98,356.00
21	Jan-22	15-02-2022	24-11-2023	647	1,01,263.00
22	Feb-22	15-03-2022	23-11-2023	618	92,386.00
23	Mar-22	15-04-2022	23-11-2023	587	84,653.00
24	Apr-22	15-05-2022	24-11-2023	558	1,52,113.00
25	May-22	15-06-2022	24-11-2023	527	1,46,804.00
26	Jun-22	15-07-2022	24-11-2023	497	1,42,030.00
27	Jul-22	15-08-2022	24-11-2023	466	1,32,903.00
28	Aug-22	15-09-2022	24-11-2023	435	1,20,689.00
29	Sep-22	15-10-2022	24-11-2023	405	1,11,987.00

Sr. No.	Wage Month	Due Date	Presentation Date	Delay (in Days)	Total Interest and Damages
30	Oct-22	15-11-2022	24-11-2023	374	1,03,433.00
31	Nov-22	15-12-2022	24-11-2023	344	94,251.00
32	Dec-22	15-01-2023	24-11-2023	313	80,573.00
33	Jan-23	15-02-2023	24-11-2023	282	75,298.00
34	Feb-23	15-03-2023	24-11-2023	254	68,230.00
35	Mar-23	15-04-2023	24-11-2023	223	64,442.00
36	Apr-23	15-05-2023	24-11-2023	193	54,655.00
37	May-23	15-06-2023	24-11-2023	162	35,101.00
38	Jun-23	15-07-2023	24-11-2023	132	32,582.00
39	Jul-23	15-08-2023	24-11-2023	101	22,602.00
40	Aug-23	15-09-2023	24-11-2023	70	17,788.00
41	Sep-23	15-10-2023	24-11-2023	40	7,720.00
42	Oct-23	15-11-2023	24-11-2023	9	390.00
43	Oct-23	15-11-2023	24-11-2023	9	1,274.00
	Total			26,975	53,79,420

An amount of Rs. 170.47 lakhs which was due as at the end of September 30, 2023, was paid on November 22, 2023. Although we have not received any show cause notice and no fine or penalty has been imposed repeated delays in the deposit of statutory dues could lead to penal action being taken on the Company which could have an adverse impact on our reputation and revenues. We have further strengthened our Compliance Department with the appointment of a full time company secretary and appointed independent directors on the Board and this will ensure that there is compliance with regard to filing of all returns on time without any delay.

38. There has been a delay in the deposit of Tax Deducted at Source

An amount of ₹ 7.55 lakhs and ₹ 31.12 lakhs towards Tax Deducted at Source was deposited with a delay between 47 and 64 days as under:

(₹ in lakhs)

Particulars	Due Date	Actual date of payment	Number of Days Delay	Amount
TDS	October 07, 2023	November 24, 2023	47 days	7.55
TDS	October 07, 2023	November 11, 2023	64 days	31.12

39. Our Group Company Realtime Tech Solutions Limited has an outstanding amount of employee provident fund dues and as been declared as a defaulter.

Our Group Company Realtime Tech Solutions Limited., has a total amount of ₹ 1,42,91,874 Lakhs as employee provident fund dues. The details of the delay and the amount involved is given below:

Sl No	Wage Month	Comments	No of Employees	Total Amt Due
1	May-17	Employer Contribution Due Only	44	1,34,672.00
2	Jun-17		44	2,74,068.00
3	Jul-17		56	1,93,098.00
4	Aug-17		56	2,09,351.50
5	Sep-17		58	2,10,738.50
6	Oct-17		56	2,05,176.50
7	Nov-17		55	1,92,744.00
8	Dec-17		52	1,88,376.50
9	Jan-18		50	1,83,553.50
10	Feb-18		50	1,82,805.00
11	Mar-18		50	1,81,396.00
12	Apr-18		50	1,81,029.00
13	May-18		47	1,71,856.50
14	Jun-18		48	1,89,926.50
15	Jul-18		49	1,93,443.00
16	Aug-18		48	1,81,363.50
17	Sep-18		46	1,79,704.50
18	Oct-18	Both (emp & emplr Due)	48	3,63,506.00
19	Nov-18		48	3,63,637.00
20	Dec-18		49	3,68,987.00
21	Jan-19		54	3,71,121.00
22	Feb-19		53	3,48,068.00
23	Mar-19		51	3,41,813.00
24	Apr-19		47	3,31,500.00
25	May-19		48	3,12,054.00

26	Jun-19	Both (emp & emplr Due)	41	2,94,493.00
27	Jul-19		48	3,16,654.00
28	Feb-20		47	3,26,500.00
29	Mar-20		47	3,26,788.00
30	Apr-20		47	3,21,308.00
31	May-20		47	3,26,980.00
32	Jun-20		45	3,15,484.00
33	Jul-20		43	3,08,757.00
34	Aug-20		44	3,13,073.00
35	Sep-20		44	3,13,073.00
36	Oct-20		38	2,87,397.00
37	Nov-20		39	2,91,366.00
38	Dec-20		39	2,90,469.00
39	Jan-21		37	2,83,428.00
40	Feb-21		36	2,79,459.00
41	Mar-21		36	2,79,459.00
42	Apr-21		36	2,79,459.00
43	May-21		32	2,61,273.00
44	Jun-21		31	2,52,010.00
45	Jul-21		29	2,44,072.00
46	Aug-21		25	1,94,000.00
47	Sep-21		23	1,65,224.00
48	Oct-21		21	1,53,139.00
49	Nov-21		19	1,38,301.00
50	Dec-21		18	1,34,332.00
51	Jan-22		18	1,34,332.00
52	Feb-22		18	1,34,332.00
53	Mar-22		17	1,30,363.00
54	Apr-22		16	1,23,143.00

55	May-22		16	1,26,024.00
56	Jun-22		17	1,29,699.00
57	Jul-22		17	1,29,699.00
58	Aug-22		17	1,29,699.00
59	Sep-22		16	1,26,024.00
60	Oct-22		16	1,26,024.00
61	Nov-22		16	1,26,024.00
62	Dec-22		16	1,26,024.00
				1,42,91,874

Hence, the Employee Provident Fund Authorities have declared EPFO as a defaulter. Realtime Techsolutions Pvt Ltd, through its promoters are in the process of paying off the PF liabilities of the amount outstanding the company and have initiated the process by depositing the 1st tranche of the amount. The company will be paying off the said liability within the time given by the authorities for the same. This matter is under settlement in accordance with instructions from the PF Department

40. Our Director and CFO Murtaza Ali Soomar has been associated with Companies which have been compulsorily struck off by the RoC.

Our Director and CFO Murtaza Ali Soomar has been associated with Zasfa Composite Containers Private Limited and Aagam Infra Developers Private Limited which have been compulsorily struck off due to non-filing of financial statements and other returns with the Registrar of Companies.

41. We have appointed independent directors who have not registered themselves on the Independent Directors Data Base.

Both the Independent Directors appointed by us have not registered themselves on the independent directors data base, Although they have registered themselves now, penal action could be taken by the relevant authorities which could include a monetary penalty. Repeated non compliances could lead to penal action being taken on the Company which could have an adverse impact on our reputation and revenues.

42. We have issued shares in the physical form after conversion of our company into a public limited company. We have further made further allotments without completing the earlier allotments.

Our Company was converted into a public limited company on December 22, 2023 and post the conversion we have made four allotment of shares , viz December 26, 2023, January 29, 2024, February 13, 2024 and March 18, 2024 in the physical form, which is in violation of Section 29 of Companies Act, 2013 and Rule 9 of Companies (Prospectus and Allotment of Securities) Rules, 2024 and penalties could be levied under the Companies Act, 2013 on the Company, Directors and the Key Managerial Personnel. We have further made further allotments of equity shares without completing the earlier allotment which is in violation of the provisions of the Companies Act, 2013 and attract penal action against the Company, its Directors and Key Managerial Personnel. We have filed an application for condonation of this non compliance and the same is pending before the competent authorities.

43. Cyber-attacks or other security breaches could have a material adverse effect on our business, results of operation or financial condition.

We face cyber threats, threats to the physical security of our facilities and employees, and terrorist acts, as well as the potential for business disruptions associated with IT failures, natural disasters, or public health crises. We have experienced cyber security threats, threats to our IT infrastructure and attempts to gain access to our Company's sensitive information. We have installed anti-virus software to prevent our systems and infrastructure from being

infected and crippled by computer viruses. All our internet facing servers installed at all our data centres as well as at all our offices are also secured with firewalls and intrusion preventions systems to prevent hacking, however we may experience similar security threats at customer sites that we operate and manage as a contractual requirement. Prior cyber-attacks directed at us have not had a material impact on our financial results, and we believe our threat detection and mitigation processes and procedures are adequate. The threats we face vary from attacks common to most industries to more advanced and persistent, highly organised adversaries who target us because we protect national security information.

If we are unable to protect sensitive information, our customers or governmental authorities could question the adequacy of our threat mitigation and detection processes and procedures. Due to the evolving nature of these security threats, however, the impact of any future incident cannot be predicted.

44. Our business, results of operation and financial conditions could be materially and adversely affected if any fault of ours causes any accidents at our customers' units.

The products we manufacture are highly complex, require technically advanced and costly equipment. The components and systems we manufacture may involve risks, including breakdown, failure or substandard performance of equipment, improper installation or operation of equipment and industrial accidents. In addition, defects in or malfunctioning of our products could cause severe damage to property and death or serious injury to our customers' personnel, which could expose us to litigation and damages. Under most of our contracts, warranty period is for a period of 12 months only for any manufacturing defects in the products.

Our operations expose us to potential liabilities for personal injury or death or property damage as a result of the failure or malfunction of manufacturing equipment or of any products that have been designed, manufactured or serviced by us. An accident caused by our fault or negligence during testing or delivery could also damage our reputation for quality products.

45. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.

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

46. We face foreign exchange risks, primarily in our export and procurement operations that could adversely affect our results of operations.

We have foreign currency trade payables and receivables and are accordingly, exposed to foreign currency exchange risk. Changes in currency exchange rates may influence our results of operations. Depreciation of Rupee versus USD and EUR will result in lower revenues in Rupee terms, which could adversely affect our profitability. As and when outflows are incurred, the required foreign exchange is bought from market at the then prevailing exchange rate.

Our future capital expenditures, including raw materials, equipment and machinery, may be denominated in currencies other than Rupee. Therefore, declines in the value of the Rupee against the USD or other foreign currencies would increase the Rupee cost of servicing and repaying those borrowings and their value in our balance sheet. The exchange rates between Rupee and USD and between Rupee and EUR have changed substantially in recent years and may continue to fluctuate significantly in the future.

Accordingly, any decline in the value of the Rupee against the U.S. Dollar and Euro or any other foreign currency would increase the Rupee cost of such raw materials. Although we closely follow our exposure to foreign currencies in an attempt to reduce the risks of currency fluctuations, these activities are not always sufficient to protect us against incurring potential losses if currencies fluctuate significantly. Any such losses on account of foreign exchange fluctuations may adversely affect our results of operations.

47. Our Company is dependent on third party transportation for the delivery of our finished products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.

Our Company uses third party transportation for delivery of our raw materials and finished goods. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. These transportation facilities may not be adequate to support our existing and future operations. In addition, such goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations. Further, disruptions of transportation services due to weather-related problems, strikes, lockouts, inadequacies in the road infrastructure and port facilities, or other events could impair ability to procure raw materials or delivery of goods on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

ISSUE SPECIFIC RISK FACTORS

48. Our Equity Shares have never been publicly traded, and may experience price and volume fluctuations following the completion of the Issue. 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 the Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, does not guarantee the liquidity of such market for the Equity Shares. Investors might not be able to rapidly sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares. The Issue Price of the Equity Shares has been determined by our Company by the Fixed Price Method and is based on a numerous factor. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

49. 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. Any gain realized in excess of ₹1,25,000/- on the sale of listed equity shares on a stock exchange held for more than 12 months will be subject to long term capital gains tax in India at the specified rates in case STT was paid on the sale transaction. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax ("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 listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

50. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.

Under the Companies Act, 2013 a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction the investors are

located in do not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

51. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

52. There is no guarantee that our Equity Shares will be listed in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of our 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 of SEBI, our Equity Shares are required to be listed on stock exchanges 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 our 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.

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

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

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

54. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by us may dilute your shareholding and any sales of the Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth, whether organic or inorganic, through future equity issues. Any future equity issuances by us, including a primary Issue, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options, if any, issued by us in future sales of the Equity Shares by any of our major shareholders or the disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through issuance of the Equity Shares or incurring additional debt.

There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares. There can also be no assurance that any substantial shareholder, including our Promoter will not dispose of, encumber, or pledge their Shares.

EXTERNAL RISK FACTORS

55. The outbreak of COVID-19, or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition and results of operations.

The outbreak, or threatened outbreak, of any severe epidemic caused due to viruses (particularly the COVID-19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our customers and suppliers, which could adversely affect our business, financial condition and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and shutdowns. These measures have impacted and may further impact our workforce and operations, the operations of our customers, and those of our respective vendors and suppliers. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of the COVID-19 remain uncertain and could be severe. Our ability to meet our ongoing disclosure obligations might be adversely affected, despite our best efforts. If any of our employees were suspected of contracting the COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities used for our operations. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general.

The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of the COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession. The spread of the COVID-19 has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers, partners, and suppliers. There is no certainty that such measures will be sufficient to mitigate the risks posed by the outbreak, and our ability to perform critical functions could be harmed.

The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. We are still assessing our business operations and system supports and the impact COVID-19 may have on our results and financial condition, but there can be no assurance that this analysis will enable us to avoid part or all of any impact from the spread of COVID-19 or its consequences, including downturns in business sentiment generally or in our sector in particular. The degree to which COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the outbreak or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, loss of life, injuries and impact the wellbeing of our people.

56. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.

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 elsewhere, including India. Adverse economic developments, such as rising fiscal or trade deficit, 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 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.

We are dependent on domestic, regional and global economic and market conditions, where some of our revenue from operations is generated. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic and regional economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

57. 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 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. 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 or states to who we sell our products could have a negative effect on us. Further, the ongoing Russia-Ukraine conflict may also have adverse impact on our supply chain. However, the long-term risks associated with the conflict is not clear as of the date of this Prospectus. 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 COVID-19 virus. A worsening of the current outbreak of COVID-19 pandemic or future outbreaks of COVID-19 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.

58. If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years, which may have a material adverse effect on our financial position, business and results of operations.

The Government of India may implement new laws or other regulations that could affect the jewellery industry, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. To the extent that we are entitled to certain tax benefits in India which are available for a limited period of time, our profitability will be affected if such benefits will no longer be available, or are reduced or withdrawn prematurely or if we are subject to any dispute with the tax authorities in relation to these benefits or in the event, we are unable to comply with the conditions required to be complied with in order to avail ourselves of each of these benefits. In the event that any adverse development in the law or the manner of its implementation affects our ability to benefit from these tax incentives, our business, results of operations, financial condition and prospects may be adversely affected.

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

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A

downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

60. Political changes could adversely affect economic conditions in India.

Our Company is incorporated in India and derives the majority of its revenue from operations in India and the majority of its assets are located in India. Consequently, our performance and the market price of the Equity Shares may be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- epidemic, pandemic or any other public health in India or in countries in the region or globally, including in India's various neighbouring countries;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets;
- other significant regulatory or economic developments in or affecting India or its consumption sector;
- international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws;
- protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements;
- logistical and communications challenges;
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis; and
- being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

61. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our customers 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 wages, costs of rent 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 customers, 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 increase the price of our products to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, there can be no assurance that Indian inflation levels will not worsen in the future.

62. A third-party could be prevented from acquiring control of us post this Issue, because of anti-takeover provisions under Indian Law

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Issue. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.

63. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the BRLMs or any of their directors and executive officers in India respectively, except by way of a lawsuit in India.

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

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 (“CPC”). India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

Our ability to raise foreign capital may be constrained by Indian law which provides investment restrictions on foreign investors, which may adversely affect the trading price of the Equity Shares. Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and fall under any of the exceptions specified by the RBI, then the RBI’s prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, or at all. In terms of the FEMA Non-debt Instruments Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land

border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

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 GoI. Furthermore, on April 22, 2020, the Ministry of Finance, GoI has also made similar amendment to the FEMA Rules. While the term “beneficial owner” is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term “beneficial owner”. The interpretation of “beneficial owner” and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all.

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SECTION IV – INTRODUCTION

THE ISSUE

The following table summarizes details of the Issue:

Particulars	Number of Equity Shares
Present Issue ⁽¹⁾⁽²⁾	43,83,600 Equity Shares, aggregating of face value of ₹ 10.00/- each fully paid of the Company for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] lakhs
<i>of which:</i>	
(i) Reserved for Market Maker ⁽¹⁾	2,19,600 Equity Shares, aggregating of face value of ₹ 10.00/- each fully paid of the Company for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] lakhs
(ii) Net Issue to the Public	41,64,000 Equity Shares, aggregating of face value of ₹ 10.00/- each fully paid of the Company for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] lakhs
The Issue comprises of:	
A) QIB Portion ⁽³⁾⁽⁴⁾	Not more than 20,82,000 Equity Shares, (not more than 50%) aggregating to ₹ [●] lakhs
<i>of which:</i>	
(i) Anchor Investor Portion ⁽⁵⁾	12,49,200 Equity Shares aggregating to ₹ [●] lakhs
(ii) Net QIB Portion (assuming Anchor Portion is fully subscribed)	8,32,800 Equity Shares aggregating to ₹ [●] lakhs
<i>of which:</i>	
(a) Mutual Fund Portion (5% of the Net QIB Portion)	42,000 Equity Shares aggregating to ₹ [●] lakhs
(b) Balance for all QIBs including Mutual Funds	7,90,800 Equity Shares aggregating to ₹ [●] lakhs
B) Non-Institutional Portion	Not less than 6,24,600 Equity Shares aggregating to ₹ [●] lakhs
C) Retail Portion	Not less than 14,57,400 Equity Shares aggregating to ₹ [●] lakhs
Pre and post Issue Equity Shares	
Equity Shares outstanding prior to the Issue (as at the date of this Red Herring Prospectus)	1,22,57,568 Equity Shares
Equity Shares outstanding after the Issue	1,66,41,168 Equity Shares
Use of Net Issue Proceeds	For details of the use of proceeds from the Fresh Issue, see “Objects of the Issue” on page 89 of this Red Herring Prospectus

Notes:

- (1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.
- (2) The Issue has been authorized by a resolution of our Board dated February 08, 2024 and April 27, 2024 and by a special resolution of our Shareholders, dated February 12, 2024 and April 29, 2024.
- (3) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a

proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e., not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to non-institutional bidders.

- (4) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.*

Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled "Issue Procedure" on page 284 of this Red Herring Prospectus.

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SUMMARY OF OUR FINANCIALS

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Restated Ind AS Statement of Assets & Liabilities

(All Amount in INR Lakhs unless otherwise stated)

Particulars	Note No.	As at Sep 30, 2024	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
I. ASSETS					
(1) Non-Current Assets					
(a) Property, Plant and Equipment and Intangible Assets					
(i) Property, Plant & Equipment		29.79	23.51	25.98	34.05
(ii) Intangible Assets	1	233.74	249.32	280.48	-
(iii) Intangible Assets under Development		-	-	-	311.65
(iv) Right to Use Assets		105.92	141.31	75.94	71.67
(b) Deferred Tax Assets (Net)	2	(4.66)	2.03	4.18	7.53
(c) Other Non-Current Assets	3	139.23	150.32	75.30	69.64
(2) Current Assets					
(a) Inventories	4	966.46	655.03	130.37	4.00
(b) Financial Assets					
(i) Trade Receivables	5	7,455.12	4,269.51	899.03	181.58
(ii) Cash & Cash Equivalents	6	191.55	1,540.52	0.15	3.71
(iii) Other Current Financial Assets	7	709.68	747.29	192.55	204.16
(c) Other Current Assets	8	1,231.19	804.67	165.80	15.19
TOTAL		11,058.01	8,583.51	1,849.78	903.18
II. EQUITY AND LIABILITIES					
(1) Equity					
(a) Equity Share Capital	9	1,225.76	1,225.76	150.00	50.01
(b) Other Equity	10	7,392.96	6,419.97	102.14	(186.58)
(c) Share Application Money Pending Allotment		-	-	-	-
(2) Non-Current Liabilities					
(a) Financial Liabilities					
(i) Long-Term Borrowings	11	-	-	-	9.61
(b) Long Term Provisions	12	26.40	26.40	17.99	12.88
(3) Current Liabilities					
(a) Financial Liabilities					
(i) Short-Term Borrowings	13	1,329.02	-	944.74	545.16
(ii) Lease Liability	14	77.12	111.70	51.07	43.52
(iii) Trade Payables					
- Total Outstanding Dues of Micro & Small Enterprises	15	40.48	-	-	-
- Total Outstanding Dues of Creditors other than Micro & Small Enterprises		161.18	217.79	377.37	291.88
(iv) Other Financial Liabilities	16	186.25	162.67	205.58	136.65
(b) Provisions	17	618.85	419.23	0.90	0.05
TOTAL		11,058.01	8,583.51	1,849.78	903.18

The accompanying notes 1 to 31 are an integral part of the financial statements

This is the Balance Sheet referred to in our Report of even date.

For and on behalf of
PK Chand & Co.
Chartered Accountants
FRN: 512371C

FOR AND ON BEHALF OF
C2C Advanced Systems Limited
(formerly known as C2C Advanced Systems Private Limited)
CIN: U72200KA2018PLC110361

Prashant Kumar Chand
Partner
Membership No. 091046

Lakshmi Chandra
(Managing Director)
DIN: 07436752

Murtaza Ali Soomar
(Director & CFO)
DIN: 05194435

Place: NOIDA
Date: 26 October, 2024

Manjeet Singh
(Company Secretary)
PAN: DDSPS0240G

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Restated Ind AS Statement of Profit and Loss

(All Amount in INR Lakhs unless otherwise stated)

Sr. No	Particulars	Note No.	As at Sep 30, 2024	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
I	Revenue from Operations	18	4,322.37	4,105.89	804.87	34.69
II	Other Income	19	2.60	23.93	1.86	0.10
	III. Total Revenue (I +II)		4,324.97	4,129.82	806.73	34.79
IV	Expenses:					
	Purchase of Goods & Services	20	2,411.77	1,488.96	176.09	9.46
	Changes in Inventories	21	(311.43)	(524.66)	(126.37)	4.18
	Employee benefits Expenses	22	591.97	931.16	308.73	210.27
	Finance Cost	23	5.56	78.66	7.58	6.35
	Depreciation and Amortization Expenses	1	58.12	118.19	87.75	25.15
	Other Expenses	24	260.18	377.90	62.08	19.17
	Total Expenses (V)		3,016.17	2,470.22	515.86	274.58
VI	Profit before exceptional and extraordinary items and tax (III-V)		1,308.80	1,659.60	290.87	(239.80)
VII	Exceptional Items		-	-	-	-
VIII	Profit before extraordinary items and tax (VI + VII)		1,308.80	1,659.60	290.87	(239.80)
IX	Extraordinary Items		-	-	-	-
X	Profit before tax (VIII - IX)		1,308.80	1,659.60	290.87	(239.80)
XI	Tax expenses:					
	(1) Current Tax		329.13	417.90	-	-
	(2) Deferred Tax Liabilities/(Assets)	2	6.69	2.15	3.35	(1.59)
XII	Profit(Loss) after Tax and before Prior Period Items (X-XI)		972.99	1,239.54	287.52	(238.21)
XIII	Prior Period Items					
	-Income Tax Expenses of Previous Year Incurred		-	11.85	-	-
XIV	Profit(Loss) after Tax (XII-XIII)		972.99	1,227.69	287.52	(238.21)
XV	Other Comprehensive Income					
	A (i) Items that will not be reclassified to Profit or Loss		-	-	1.21	4.24
	(ii) Income Tax relating to items that will not be reclassified to Profit or loss		-	-	-	-
	B (i) Items that will be reclassified to Profit or Loss		-	-	-	-
	(ii) Income Tax relating to items that will be reclassified to Profit or loss		-	-	-	-
	Total Other Comprehensive Income (XV)		-	-	1.21	4.24
XVI	Earning per equity share: (In INR)					
	(1) Basic	25	7.94	15.85	14.29	(11.91)
	(2) Diluted		7.94	15.85	14.29	(11.91)

The accompanying notes 1 to 31 are an integral part of the financial statements

This is the Profit & Loss Account referred to in our Report of even date.

For and on behalf of
PK Chand & Co.
Chartered Accountants
FRN: 512371C

FOR AND ON BEHALF OF
C2C Advanced Systems Limited
(formerly known as C2C Advanced Systems Private Limited)
CIN: U72200KA2018PLC110361

Prashant Kumar Chand
Partner
Membership No. 091046

Lakshmi Chandra
(Managing Director)
DIN: 07436752

Murtaza Ali Soomar
(Director & CFO)
DIN: 05194435

Place: NOIDA
Date: 26 October, 2024

Manjeet Singh
(Company Secretary)
PAN: DDSPS0240G

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Restated Ind AS Statement of Cash Flows

(All Amount in INR Lakhs unless otherwise stated)

S. No.	Particulars	As at Sep 30, 2024	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
I	CASH FLOWS FROM OPERATING ACTIVITIES				
	Profit before Tax and exceptional items	1,308.80	1,659.60	290.87	(239.80)
	<u>Adjustments for:</u>				
	Depreciation	58.12	118.19	87.75	25.15
	Provision for Gratuity	-	8.84	7.16	4.41
	Finance Cost	5.56	78.66	7.58	6.35
	Finance Income	(2.60)	(5.39)	(1.86)	(0.10)
	Operating Profit before Working Capital Changes	1,369.88	1,859.91	391.50	(204.00)
	Net Changes in Trade Payables	16.14	(159.57)	85.48	(145.64)
	Net Changes in Other Current Financial Liabilities	23.58	(42.91)	68.92	32.34
	Net Change in Lease Liability	(40.14)	(86.77)	(45.96)	(31.14)
	Net Changes in Trade Receivables	(3,185.61)	(3,370.48)	(717.44)	(3.92)
	Net Changes in Other Current Financial Assets	37.62	(554.74)	11.61	(68.67)
	Net Changes in Other Current Assets	(457.98)	(636.13)	(148.75)	1.04
	Net Changes in Inventories	(311.43)	(524.66)	(126.37)	4.18
	Cash Generated from Operations	(2,547.94)	(3,515.35)	(481.00)	(415.81)
	Less: Payment of Taxes (net of refunds)	(129.50)	(11.85)	-	-
	Net Cash Generated from Operating Activities	(2,677.44)	(3,527.20)	(481.00)	(415.81)
II	CASH FLOWS FROM INVESTING ACTIVITIES				
	Net Changes in Property, Plant & Equipment	(13.43)	(9.67)	(5.36)	-
	Net Changes in Intangible Assets	-	-	(311.65)	-
	Net Changes in Intangible Asset Under Development	-	-	311.65	(0.42)
	Net Changes in Other Non- Current Assets	11.09	(75.02)	(5.66)	(4.11)
	Interest Income	1.79	2.64	-	-
	Net Cash used in Investing Activities	(0.55)	(82.05)	(11.01)	(4.53)
III	CASH FLOWS FROM FINANCING ACTIVITIES				
	Net Change in Share Capital (net of bonus shares)	-	625.76	99.99	-
	Security Premium Received	-	5,540.14	-	-
	Finance Cost	-	(71.53)	(1.50)	(6.26)
	Net Change in Long-Term Borrowings	-	-	(9.61)	(7.13)
	Net Change in Short-Term Borrowings	1,329.02	(944.74)	399.58	427.09
	Net Cash used in Financing Activities	1,329.02	5,149.62	488.46	413.70
IV	Net Increase/(decrease) in Cash & Cash Equivalents	(1,348.97)	1,540.37	(3.56)	(6.63)
V	Cash & Cash Equivalents at the beginning of the period	1,540.52	0.15	3.71	10.35
VI	Cash & Cash Equivalents at the end of the period	191.55	1,540.52	0.15	3.71

The accompanying notes 1 to 25 are an integral part of the financial statements

This is the Cash Flow Statement referred to in our Report of even date.

For and on behalf on
PK Chand & Co.
 Chartered Accountants
 FRN: 512371C

FOR AND ON BEHALF OF
C2C Advanced Systems Limited
 (formerly known as C2C Advanced Systems Private Limited)
 CIN: U72200KA2018PLC110361

Prashant Kumar Chand
 Partner
 Membership No. 091046

Lakshmi Chandra **Murtaza Ali Soomar**
 (Managing Director) (Director & CFO)
 DIN: 07436752 DIN: 05194435

Place: NOIDA
 Date: 26 October, 2024

Manjeet Singh
 (Company Secretary)
 PAN: DDSPS0240G

GENERAL INFORMATION

Our Company was incorporated as "C2C – DB Systems Private Limited", a private limited company, in accordance with the provisions of the Companies Act, 2013, pursuant to a Certificate of Incorporation dated February 21, 2018, issued by the RoC, Bengaluru, Karnataka. Subsequently the name of our Company was changed to "C2C Advanced Systems Private Limited" pursuant to a special resolution passed by our shareholders in an Extraordinary General Meeting held on April 21, 2022 and a fresh Certificate of Incorporation dated May 12, 2022 was issued by the RoC. Thereafter, pursuant to the conversion of our Company to a public limited company, the name of our Company was changed to "C2C Advanced Systems Limited" and a fresh Certificate of Incorporation dated December 22, 2023 was issued to our Company by the RoC. For further details on the changes in the registered office of our Company, see "*History and Certain Corporate Matters*" on page 168 of this Red Herring Prospectus.

Registered Office of our Company

The address and certain other details of our Registered Office are as follows:

No.86, Wings of Eagles, SS Commercial Estate,
Varthur Road, Nagavarapalya Main Road,
C V Raman Nagar,
Bengaluru– 560093
Karnataka, India
Tel: +91 80 4372 4052
Website: www.c2c-as.com

Corporate Office of our Company

C4, Anand Niketan
New Delhi – 110 021
India

Company Registration Number and Corporate Identity Number

The Registration Number and Corporate Identity Number of our Company are as follows:

Registration number: 110361
Corporate Identity Number: U72200KA2018PLC110361

The Registrar of Companies

Our Company is registered with the Registrar of Companies, Karnataka at Bengaluru which is situated at the following address:

Registrar of Companies,
E Wing, 2nd Floor,
Kendriya Sadana,
Bengaluru – 560 034
Karnataka, India

Board of Directors

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

Name and designation on the Board	DIN	Address
Lakshmi Chandra <i>Managing Director and Chief Executive Officer</i>	07436752	C-4, Anand Niketan, New Delhi – 110 021, India
Murtaza Ali Soomar <i>Executive Director and Chief Financial Officer</i>	05194435	C-127, Defence Colony, Lajpat Nagar, South Delhi – 110 024, India
Commander Kuriyedath Ramesh <i>Executive Director</i>	007507255	B-05, Assetz Soul and Soil, Hennur Bagalur Road, Chikka Gubbi, Bengaluru – 560 077, Karnataka
Kishore Soni <i>Independent Director</i>	00852429	C-125, Second Floor, Defence Colony, South Delhi, New Delhi -110 024, India
Lt Gen Parminder Jeet Singh Pannu <i>Independent Director</i>	08628822	389, New Jawahar Nagar, Jalandhar – 144 001, Punjab, India
Shashi Gupta <i>Non-Executive Non-Independent Director</i>	08969099	Villa-2, T-10, LA, Tropicana Parsvanth Khyber Pass Depot, Civil Lines, NA North Delhi – 110 054, India
Neha Gupta <i>Additional Director (Independent Director)</i>	07633844	Aggarwal Residency, Block D 3 rd Floor, Flat No: 2 2 nd Avenue. Bandh Road, Chandanhoola,(Chattarpur) New Delhi – 110 074, India

For further details of our Board of Directors, see “Our Management” on page 171 of this Red Herring Prospectus.

Chief Financial Officer

Mr Murtaza Ali Soomar is the Chief Financial Officer of our Company. His contact details are as follows:

C4, Anand Niketan
New Delhi – 110 021
India Tel: +91 80 4372 4052
E-mail: cfo@c2c-as.com

Company Secretary and Compliance Officer

Manjeet Singh is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

C4, Anand Niketan
New Delhi – 110 021
India
Tel: +91 80 4372 4052
E-mail: compliance@c2c-as.com

Investor Grievances

Investors are advised to contact the Company Secretary and Compliance Officer and/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 funds by electronic mode etc.

All Issue related grievances relating to the Issue may be addressed to the Registrar to the Issue with a copy to the relevant designated Intermediary to whom the Application Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, Application Form number, Applicants' DP ID, Client ID, UPI ID, PAN, date of submission of the Application Form, address of the Applicant, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant and ASBA Account number (for Applicants other than RIIs using the UPI Mechanism) in which the amount equivalent to the Application Amount was blocked or the UPI ID in case of RIIs using the UPI Mechanism.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centres, as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to the UPI mechanism may be addressed to the Registrar to the Issue with a copy to the relevant Sponsor Bank or the Registered Broker if the Application was submitted to a Registered Broker at any of the Brokers Centres, as the case may be, quoting the full name of the sole or first Applicant, Application Form number, address of the Bidder, Applicant's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Application Form, name and address of the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Application was submitted, and the UPI ID of the UPI ID Linked Bank Account in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to Applications submitted through the Registered Broker and/or a Stock Broker may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

Book Running Lead Managers

Mark Corporate Advisors Private Limited

404/1, The Summit Business Bay, Sant Janabai Road (Service Lane),

Off W. E. Highway, Vile Parle (East), Mumbai-400 057.

Tel. No.: +91 22 2612 3208

E-Mail ID: smeipo@markcorporateadvisors.com

Investor Grievance Email ID: investorsgrievance@markcorporateadvisors.com

Contact Person: Manish Gaur

SEBI Registration No.: INM000012128

Beeline Capital Advisors Private Limited

B 1311-1314, Thirteenth Floor, Shilp Corporate Park,

Rajpath Rangoli Road,

Thaltej, Ahmedabad- 380054, Gujarat, India.

Telephone Number: 079 4918 5784

Email Id: mb@beelinemb.com

Investors Grievance Email Id: ig@beelinemb.com

Website: www.beelinemb.com

Contact Person: Nikhil Shah

SEBI Registration Number: INM000012917

Legal Advisor to the Issue

Ms Pooja Sharma

8/14, Malad Co-op Hsg Soc Ltd,

Poddar Park, Malad (East), Mumbai- 400097

Tel No: +91 9022869773

Email Id: poojalegalventures@gmail.com

Statutory Auditors to our Company

M/s. P K Chand & Co

Chartered Accountants

F-21 B, Sector-27,

Noida-201 301, INDIA

Email: admin@pkchand.com

Tel: +91 120 420 2226, / +91 -981 1 1 88432

Contact Person: Prashant Kumar Chand

Firm Registration Number: 512371C

Peer Review Certificate Number: 014849

Change in Auditors

Except for the following, there has been no change in the statutory auditors of our Company in the three years preceding the date of this Red Herring Prospectus.

Particulars	Resignation / Appointment	Date of change	Reason for change
BMGS & Associates, Chartered Accountants B-9, Sardar Nagar G T Karnal Road Delhi – 110 009 India E-mail: mail@bmgs.in Tel: +91 11 2712 0796 Contact Person: Vaibhav Bajaj Firm registration number: 026886N	Resignation	<i>December 14, 2023</i> <i>(Original date of Appointment:</i> <i>December 31, 2020)</i>	Did not have a Peer Review Certificate
Goel Mintri & Associates Chartered Accountants JD-18 -B, Near Ashiana Chowk Pitampura, Delhi – 11 034 India Email:goel_mintri@rediffmail.com Contact Person: Mr Goel Mintri Firm Registration Number :013211N Peer Review Certificate Number: 013553	Appointment	December 18, 2023	Since the previous auditor did not have a peer review certificate
P K Chand & Co, Chartered Accountants F-21 B,Sector-27, Noida-201 301, INDIA Email:admin@pkchand.com Tel: +91 120 420 2226, / +91 - 9811188432 Contact Person: Prashant Kumar Chand Firm Registration Number : 512371C Peer Review Certificate Number: 014849	Appointment	February 13, 2024	Earlier Auditor resigned due to pre-occupation

Registrar to the Issue

Link Intime India Private Limited

C-101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg
Vikhroli (West), Mumbai 400 083
Maharashtra, India
Tel: +91 22 4918 6200

E-mail: c2csme.ipo@linkintime.co.in

Website: www.linkintime.co.in

Investor grievance e-mail: c2csme.ipo@linkintime.co.in.

Contact Person: Ms Shanthi Gopalkrishnan

SEBI Registration No: INR000004058

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

IndusInd Bank Limited
PNA House, 4th Floor,
Plot No: 57/1, Street No: 17
Marol MIDC, Andheri (East)
Mumbai – 400 093

Maharashtra, India
Tel: +91 22 6106 9318
E-mail: nseclg@indusind.com
Website: www.indusind.com
Contact Person: Mr Kaushik Chatterjee
SEBI Registration No: INBI00000002

Banker(s) to our Company

Axis Bank Limited
SLF Mall, HR Branch
Faridabad - 121003
Telephone Number: NA
Contact person: Vishal Ladhe
Website: www.axisbank.com
E-mail: vishal.ladhe@axibank.com

IndusInd Bank Limited

11th Floor, New Tower
Hyatt Regency Complex, Block-a, District Centre
Bhikaji Cama Place
R K Puram
New Delhi – 110 066
Telephone Number: +91 8447257503
Contact person: Ms Priyanka Gupta
Website: www.indusind.com
E-mail: priyanka@indusind.com

Kotak Mahindra Bank

Plot No:C 27 Block 9 Bandra Kurla Complex
Bandra East, Mumbai 400 051
Telephone Number:+91 8884652666
Contact person: Mr Abhinandan Gargatte
Website: www.kotak.com
E-mail: abhinandan.gargatte@kotak.com

Syndicate Members

Spread X Securities Private Limited
Shilp Corporate Park
B Block 13th Floor,
B-1309, Rajpath Club,
Rajpath Rangoli Road
S G Highway Road,
Ahmedabad City- 380054
Gujarat, India

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI [website at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](https://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 an UPI Bidder using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the ASBA Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, and at such other websites as may be prescribed by SEBI from time to time.

ov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, and at such other websites as may be prescribed by SEBI from time to time.

SCSBs enabled for UPI Mechanism

In accordance with 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/P/CIR/P/2022/45 dated April 5, 2022 issued by the SEBI, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI. The list of SCSBs through which Bids can be submitted by UPI Bidders using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Bids, is available on the website of the SEBI at 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. as updated from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by UPI Bidders) submitted under the ASBA process 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 at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, and the same may be 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 <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> or any such other website as may be prescribed by SEBI 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 Centres. The list of the Registered Brokers eligible to accept ASBA Forms from Bidders (other than RIBs), including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx and https://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the CRTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx> and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx> and on the website of NSE at http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Inter-se Allocation of Responsibilities

The responsibilities and coordination by the BRLMs for various activities in this Issue are as follows

Sr. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, positioning strategy and due diligence of our Company including its operations/management/ business plans/legal etc. Drafting, design and finalizing of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus and of statutory / newspaper advertisements including a memorandum containing salient features of the prospectus. The BRLMs shall ensure compliance with SEBI ICDR Regulations and stipulated requirements and completion of prescribed formalities with the stock exchanges, RoC and SEBI and RoC filings and follow up and coordination till final approval from all regulatory authorities.	Mark Beeline	and Mark
2.	Due diligence of Company including its operations / management / business plans / legal etc., Drafting and design of Red Herring Prospectus, and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus, Issuer Agreement, Syndicate and Underwriting Agreements and RoC filing	Mark Beeline	and Mark
3.	Drafting and approval of statutory advertisements.	Mark Beeline	and Mark
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, application form, abridged prospectus, etc. and filing of media compliance report.	Mark Beeline	and Mark
5.	Appointment of Registrar(s), Advertising agency), including coordinating all agreements to be entered with such parties Appointment of all intermediaries – (eg Printers, Monitoring Agency, Bankers to the Issue and Sponsor Banker to the Issue, etc) , including coordinating all agreements to be entered with such parties	Mark Beeline	and Mark
6.	Preparation of road show marketing presentation and frequently asked questions for the road show team	Mark Beeline	and Beeline
7.	Institutional marketing of the Issue, which will cover, inter alia: • Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	Mark Beeline	and Beeline
8.	Domestic Institutional marketing of the Issue, which will cover, inter alia: • Finalising the list and division of domestic investors for one – to one meetings • Finalising centres for holding conferences for brokers etc. •	Mark Beeline	and Beeline
9.	Non Institutional marketing of the Issue, which will cover, inter alia: • Finalising the media, marketing, and public relations strategy including a frequently asked questions at non institutional road shows • Finalising centres for holding conferences for brokers etc	Mark Beeline	and Beeline
10.	Retail marketing of the Issue, which will cover, inter alia: • Finalising, marketing strategies , preparation of publicity budget; • Finalising media and PR Strategy • Finalising collection centres • Finalising centres for holding conferences for brokers etc,	Mark Beeline	and Beeline

Sr. No.	Activity	Responsibility	Co-ordination
	Follow-up on distribution of publicity and issue material including application form, Prospectus and deciding on the quantum of issue material		
11.	Managing the book and finalization of pricing in consultation with our Company	Mark and Beeline	Beeline
12.	Coordination with Stock Exchanges for anchor intimation, book building software, bidding terminals, mock trading and 1% security deposit with the stock exchange.	Mark and Beeline	Beeline
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and Bank to the Issue, intimation of allocation and dispatch of refund to bidders, etc. Post-Issue activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising the issuer about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrar to the Issue, Bankers to the Issue, SCSBs including responsibility for underwriting arrangements, as applicable. Co-ordination with SEBI and Stock Exchanges for Refund of 1% Security Deposit and Submission of all post-Issue reports including the Initial and final post-Issue report to SEBI	Mark and Beeline	Beeline

Credit Rating

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

Debenture Trustee

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

Appraising Entity

No appraising entity has been appointed in relation to the Issue.

Monitoring Agency

The Issue size does not exceed ₹10,000 lakhs. Hence, our Company is not required to appoint a monitoring agency to monitor utilization of the Net Proceeds, in accordance with Regulation 262 of the SEBI ICDR Regulations. For further details in relation to the proposed utilisation of the Net Proceeds, see “*Objects of the Issue*” on page 89 of this Red Herring Prospectus. 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.

Grading of the Issue

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

Green Shoe Option

No green shoe option is contemplated under the Issue

Filing of the Draft Red Herring Prospectus

The Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus shall be filed with National Stock Exchange Board of India Limited at Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Draft Red Herring Prospectus has not been submitted to SEBI, however, soft copy of the Prospectus shall be submitted to SEBI pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. SEBI will not issue any observation on the Issue document in term of Regulation 246(2) of the SEBI ICDR Regulations.

A copy of the Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Karnataka, at 'E' Wing, 2nd Floor; Kendriya Sadana; Kormangala, Bengaluru-560034 India at least (3) three working days prior from the date of opening of the Issue.

Experts

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

Our Company has received consent dated April 03, 2024 from M/s. P K Chand & Co, Chartered Accountants, our Statutory Auditors, holding a valid peer review certificate from ICAI, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus and as an "Expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated October 26, 2024 on our Restated Financial Statements; and (ii) report dated April 03, 2024 on the statement of special tax benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act. The above-mentioned consents have not been withdrawn as on the date of this Red Herring Prospectus.

Book Building Process

Book building, in the context of the Issue, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus and the Bid cum Application Forms within the Price Band. The Price Band will be decided by our Company, in consultation with the BRLMs, and if not disclosed in this Red Herring Prospectus, will be advertised in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and Bengaluru edition of Vishwavani, a Kannada newspaper, Kannada being the regional language of Karnataka 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 purposes of uploading on their respective websites. The Issue Price shall be determined by our Company in consultation with the BRLMs after the Bid/ Issue Closing Date. For details, see "*Issue Procedure*" on page 284 of this Red Herring Prospectus.

All investors shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. UPI Bidders shall participate through the ASBA process, either by (i) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (ii) using the UPI Mechanism.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any state. Retail Individual Bidders can revise their Bids during the Bid / Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. Allocation to QIBs and Non-Institutional Bidders will be on a proportionate basis. For illustration of the Book Building Process and further details, see "*Terms of the Issue*" and "*Issue Procedure*" on pages 280 and 284 respectively, of this Red Herring Prospectus.

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

Bidders should note that the Issue is also subject to (i) filing of the Prospectus with the RoC; and (ii) obtaining final listing and trading approvals from the Stock Exchange, which our Company shall apply for after Allotment within two Working Days of the Bid/ Issue Closing Date or such other time as prescribed under applicable law.

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 on the method and procedure for Bidding, see "*Issue Structure*" and "*Issue Procedure*" on pages 280 and 284 respectively of this Red Herring Prospectus.

Market Maker

Spread X Securities Private Limited
Shilp Corporate Park
B Block 13th Floor,
B-1309, Rajpath Club,
Rajpath Rangoli Road
S G Highway Road,
Ahmedabad City- 380054
Gujarat, India

Market Maker Agreement

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Book Running Lead Managers and the Market Maker (duly registered with NSE to fulfil the obligations of Market Making) dated October 30, 2024 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue.

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

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. 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 offered 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 NSE Emerge and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with the holdings of value less than ₹1,00,000 shall be allowed to issue their holding to the Market Maker in that scrip provided that he sells his/ her 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 bid lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by NSE.
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. Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and NSE Emerge 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 him.
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 NSE Emerge and Market Maker will remain present as per the guidelines mentioned under NSE 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: NSE Emerge 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. NSE can impose any other margins as deemed necessary from time-to-time.
16. Punitive Action in case of default by Market Maker: NSE Emerge will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
17. 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.

18. 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.

19. The following spread will be applicable on the NSE EMERGE:

Sr. No.	Market Price Slab (in ₹)	Proposed Spread (in % of sales Price)
1	Up to 50	9.00%
2	50-75	8.00%
3	75-100	6.00%
4	Above 100	5.00%

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

21. 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/ NSE from time to time.

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.

Underwriting Agreement

This Issue is 100% Underwritten by Mark Corporate Advisors Private Limited and Beeline Capital Advisors Private Limited in the capacity of Underwriters to the Issue. The Underwriting agreement is dated October 30, 2024. 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)

Name, address, telephone and e-mail of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten [●]
Mark Corporate Advisors Private Limited 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057. Tel. No.: +91 22 2612 3208 E-Mail ID: smeipo@markcorporateadvisors.com Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com	6,57,600	[●]

Name, address, telephone and e-mail of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten
Contact Person: Manish Gaur SEBI Registration No.: INM000012128 Beeline Capital Advisors Private Limited B 1311-1314 Thirteenth Floor Shilp Corporate Park Rajpath Rangoli Road Thaltej, Ahmedabad -380054, Gujarat, India Email Id: mb@beelinemb.com Investors Grievance Email Id: ig@beelinemb.com Website: www.beelinemb.com Contact Person: Nikhil Shah SEBI Registration Number: INM000012917	37,26,000	[●]
Total	43,83,600	

In accordance with Regulation 260(2) of the SEBI ICDR Regulations, this Issue has been 100% underwritten and shall not restrict to the minimum subscription level. Our Company shall ensure that the Book Running Lead Managers to the Issue has underwritten at least 15% of the total Issue Size.

In the opinion of our Board of Directors, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI as merchant bankers with SEBI or as brokers with the Stock Exchange(s).

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Book Running Lead Managers, reserve the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the Pre-Issue advertisements were published, within two (2) 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 Managers, through the Registrar to the Issue, shall notify the SCSBs and Sponsor Bank (in case of Applicants using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants, within one (1) day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from NSE Emerge, which our Company shall apply for after Allotment. If our Company / withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus.

CAPITAL STRUCTURE

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

(Except share data and unless otherwise provided, ₹ in Lakhs)

Particulars	Aggregate Value at Face value	Aggregate Value at Issue Price
A. AUTHORISED SHARE CAPITAL		
1,70,00,000 Equity Shares of ₹ 10/- each	1,700.00	-
B. ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE		
1,22,57,568 Equity shares having a face value of ₹ 10/- each	1225.76	-
C. PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS⁽¹⁾		
Issue of up to 43,83,600 Equity Shares of face value of ₹10 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share)	438.36	[●]
<i>Which comprises</i>		
D. RESERVATION FOR MARKET MAKER PORTION		
Up to 2,19,600 Equity Shares of face value of ₹10 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share including premium of ₹ [●] per Equity Share reserved as Market Maker Portion	21.96	[●]
E. NET ISSUE TO PUBLIC		
Up to 41,64,000 Equity Shares of face value of ₹10 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share to the public)	416.40	[●]
F. Of Which		
Allocation to Qualified Institutional Buyers: Not more than 20,82,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Qualified Institutional Buyers	208.20	
Allocation to Non-Institutional Investors: At least 6,24,600 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Non-Institutional Investors	62.40	[●]
At least 14,57,400 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Retail Investors	145.74	[●]
G. ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE ISSUE		
1,66,41,168 Equity Shares of ₹10/- each	1664.12	
H. SECURITIES PREMIUM ACCOUNT		
Before the Issue		5090.13
After the Issue		[●]

⁽¹⁾ The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on February 08 2024 and April 27, 2024 and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extra-ordinary General Meeting held on February 12, 2024 and April 29, 2024.

CLASS OF SHARES

As on the date of 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 Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Changes in Authorised Share Capital

The Authorised Capital has been altered in the following manner since incorporation

Date	From	To
On incorporation	1,00,000 Equity Shares of ₹10/- each aggregating ₹10,00,000	
April 25, 2018	1,00,000 Equity Shares of ₹10/- each aggregating to ₹ 10,00,000	15,00,000 Equity Shares of ₹10/- each aggregating to ₹ 1,50,00,000
August 29, 2023	15,00,000 Equity Shares of ₹10/- each aggregating to ₹ 1,50,00,000	1,50,00,000 Equity Shares of ₹10/- each aggregating to ₹ 15,00,00,000
December 18, 2023	1,50,00,000 Equity Shares of ₹10/- each aggregating to ₹ 15,00,00,000	1,70,00,000 Equity Shares of ₹ 10 each aggregating to ₹ 17,00,00,000

2. History of Equity Share Capital of our Company:

The following is the history of the Equity Share Capital of our Company:

Date of Allotment	No. of Equity Shares Allotted	Face Value (in ₹)	Issue Price (in ₹)	Nature of consideration	Nature of allotment	Cumulative Number of Equity Shares	Cumulative paid-up Equity Capital(in ₹)
At the time of incorporation	2	10	10	Cash	Subscription to MoA ⁽ⁱ⁾	2	20
April 25, 2018	5,00,098	10	10	Cash	Preferential Issue ⁽ⁱⁱ⁾	5,00,100	50,01,000
March 31, 2023	9,99,900	10	10	Cash	Preferential Issue ⁽ⁱⁱⁱ⁾	15,00,000	1,50,00,000
September, 16, 2023	22,37,294	10	17	Conversion of loan	Rights Issue ^(iv)	37,37,294	3,73,72,940
November 25, 2023	45,00,000	10	-	Other than Cash	Bonus Issue in the ratio of 3: 1 (i.e. 3 equity shares for every 1 equity share held ^(v))	82,37,294	8,23,72,940
December 26, 2023	2,80,000	10	40	Cash	Rights Issue ^(vi)	85,17,294	8,51,17,294
December 18, 2023	5,12,839	10	136	Cash	Preferential Issue ^(vii)	90,30,133	9,03,01,330
January 29, 2024	7,82,523	10	136	Cash	Preferential Issue ^(viii)	98,12,656	9,81,26,560
February 13, 2024	8,35,850	10	160	Cash	Preferential Issue ^(ix)	,106,48,506	10,64,85,060
March 18, 2024	16,09,062	10	160	Cash	Preferential Issue ^(x)	1,22,57,568	12,25,75,680

i. Initial Subscribers to Memorandum of Association of our Company:

Sr. No.	Name of Person	No. of shares Subscribed
1.	Subrahmanya Srinivasa Narendra Lanka	1
2.	Kuriyedath Ramesh	1
	Total	2

ii. Further Issue of 5,00,098 Shares on a preferential basis on April 25, 2018 of face value of ₹10 each at a price of ₹10 per Equity Share as per the details given below:

Sr. No.	Name of Person	No. of shares Allotted
1.	C2C Innovations Private Limited	5,00,000
2.	Subrahmanya Srinivasa Narendra Lanka	49

Sr. No.	Name of Person	No. of shares Allotted
3.	Kuriyedath Ramesh	49
	Total	5,00,098

- iii. Further Issue of 9,99,900 Shares on a preferential basis on March 31, 2023 of face value of ₹10 each at a price of ₹10 per Equity Share as per the details given below:

Sr. No.	Name of Person	No. of shares Allotted
1.	C2C Innovations Private Limited	5,50,000
2.	Subrahmanya Srinivasa Narendra Lanka	2,24,950
3.	Kuriyedath Ramesh	2,24,950
	Total	9,99,900

- iv. Rights Issue of 22,37,294 Equity Shares of face value of ₹ 10 each at a price of ₹ 17 per share (including a premium of ₹ 7 per share) on September 16, 2023 by way of conversion of outstanding loan as per details given below:

Sr. No.	Name of Person	No. of shares Allotted
1.	PVR Multimedia Private Limited	22,35,294
2.	Subrahmanya Srinivasa Narendra Lanka	1,000
3.	Kuriyedath Ramesh	1,000
	Total	22,37,294

- v. Bonus Issue of 45,00,000 Shares on November 25, 2023 of face value of ₹10 each in the ratio of 3 equity shares for every 1 equity share held (3:1) as on September 01, 2023 the record date as per the details given below:

Sr. No.	Name of Person	No. of shares Allotted
1.	C2C Innovations Private Limited	31,50,000
2.	Subrahmanya Srinivasa Narendra Lanka	3,75,000
3.	Kuriyedath Ramesh	3,75,000
4.	Maya Chandra	300
5.	Lakshmi Chandra	300
6.	Murtaza Ali Soomar	300
7.	PVR Multimedia Private Limited	300
8.	V2K Hospitality Private Limited	5,98,800
	Total	45,00,000

- vi. Rights Issue of 2,80,000 Equity Shares of face value of ₹ 10 each at a price of ₹ 40 per share (including a premium of ₹ 30 per share) on December 26, 2023 for cash as per details given below:

Sr. No.	Name of Person	No. of shares Allotted
1.	V2K Hospitality Private Limited	2,80,000
	Total	2,80,000

- vii. Preferential Issue of 5,12,839 Shares on December 18, 2023 of face value of ₹10 at a price of ₹136 (including a premium of ₹126 per share) as per the details given below:

Sr. No.	Name of Person	No. of shares Allotted
1.	Satinder Pal Singh	38,235
2.	Monika Batra	29,411
3.	Parul Jain	14,705
4.	Dinesh Pal	14,705
5.	Vipul Mehra	3,676
6.	Raj Kumar	15,073
7.	Arvind Kapur	18,382
8.	Mira Devi Gupta	11,029
9.	Anant Kirbat	14,705

Sr. No.	Name of Person	No. of shares Allotted
10.	Rina Bansal	14,705
11.	Dhirendra Rohilla	5,514
12.	Hitesh Sharma	14,705
13.	Sangeeta Dagur	11,029
14.	Abhishek Mahendra	11,029
15.	Haider Zakki Somar	18,382
16.	Jyoti Sharma	7,352
17.	Sanjeev Raman	13,602
18.	Usha Jain	7,352
19.	Prabhat Sharma	1,470
20.	Alka Mittal	3,676
21.	RCA Restructuring and Capital Advisor Private Limited	2,44,102
	Total	5,12,839

viii. *Preferential Issue of 7,82,523 Shares on January 29, 2024 of face value of ₹10 at a price of ₹136 (including a premium of ₹126 per share) as per the details given below:*

Sr. No.	Name of Person	No. of shares Allotted
1.	Vaidik Goel	70,000
2.	Neha Shyam	21,000
3.	Khushboo Aggarwal	50,000
4.	Shikhar Fabte	30,000
5.	Sanjeev Raman	12,132
6.	Rani Haryani	3,676
7.	Ravi Ramchand	7,352
8.	Rakesh Dutta	13,235
9.	Kamal Visaria	1,84,000
10.	Tansen D Chaudhary	22,058
11.	Falconstrikes Ventures Private Limited	11,029
12.	V2K Hospitality Private Limited	3,58,041
	Total	7,82,523

ix. *Preferential Issue of 8,35,850 Shares on February 13, 2024 of face value of ₹10 at a price of ₹ 160 (including a premium of ₹150 per share) as per the details given below:*

Sr. No.	Name of Person	No. of shares Allotted
1.	Ashish Jain	20,400
2.	Shubham Katta	24,000
3.	Raheel Lakhota	8,800
4.	Chetna Kankaria	10,000
5.	Shri Prakash Kabra	9,600
6.	Prabhat Investment Services LLP	44,000
7.	Urmila Kankaria	10,000
8.	Rekha Gupta	10,000
9.	Deepali Gupta	10,000
10.	Prem Lata Saboo	24,000
11.	Excellence Corporations Limited	30,000
12.	Rajat Goel	9,600
13.	Sandeep Jain and Sons	9,600
14.	Sarika Walia	10,400
15.	Mayank Goel	4,800
16.	Vijay Kumar	5,600
17.	Vikas Aggarwal	5,600
18.	Gaurav Kapur	24,000
19.	Narendra Kumar Daga	20,000
20.	Murli Janki and Sons	9,600
21.	Unialt Assets	90,000

Sr. No.	Name of Person	No. of shares Allotted
22.	Anuj Katta HUF	20,000
23.	Abhishek Rathi	20,000
24.	Rahul Bansal	10,000
25.	Bima Pay Technology	20,000
26.	Navin Singh	10,000
27.	Garima	10,000
28.	VKC Corporate Solutions	30,000
29.	Sumit Gupta	10,000
30.	Sanchit Gupta	10,000
31.	Haryana Refectories Private Limited	70,400
32.	Manish Kumar	29,600
33.	RNR Wealth Management	49,600
34.	Mukul Aggarwal	10,400
35.	Santosh Rani	20,000
36.	Gaurav Jain	9,600
37.	Deviyam Investment	10,000
38.	Atul Singh Kandari	62,500
39.	V2K Hospitality Private Limited	12,500
40.	Rajat Katuria	31,250
	Total	8,35,850

- x. *Preferential Issue of 16,09,062 Shares on March 18, 2024 of face value of ₹10 at a price of ₹ 160 (including a premium of ₹150 per share) as per the details given below:*

Sr. No.	Name of Person	No. of shares Allotted
1.	Lakshmi Chandra	6,250
2.	Maya Chandra	26,562
3.	V2K Hospitality Private Limited	20,000
4.	PVR Multimedia Private Limited	14,06,250
5.	Aakriti Shah	20,000
6.	Charu Rajesh Shah	4,800
7.	Chintan J Parikh (HUF)	6,400
8.	Darshana Shah	2,400
9.	Dimple Gupta	14,400
10.	Grishma Viral Jhaveri	4,000
11.	Keval Bharat Morakhia	3,200
12.	L K Haria (HUF)	4,000
13.	Mayur Popat Lal Gada	12,000
14.	Nairit Rajiv Gala	14,400
15.	Nilesh Chunilal Shah	3,200
16.	Kasturi Chandra Pamujula	20,000
17.	Piyush Kirti Purohit	3,200
18.	Talakshi Bangi Gada	11,200
19.	Popatlal B Gadda	11,200
20.	Rushil Parikh	2,000
21.	Siddhant Rajendra Dhawan	3,200
22.	Jasmeet Walia	10,000
	Total	16,09,062

3. We have not issued any Equity Shares for consideration other than cash except as mentioned below-

Date of Allotment	Nature of allotment	No. of Equity Shares allotted	Face Value (in ₹)	Issue Price (in ₹)	Nature of consideration	Reasons for allotment	Benefits accrued to our Company
September 16, 2023	Conversion of Unsecured Loan	22,37,294 Shares to PVR Multimedia Private Limited, 1,000 shares to Subrahmanya Srinivasa Narendra Lanka and 1000 shares to Kuriyedath Ramesh aggregating to 22,39,294 equity shares	10	17	Other than cash	Rights Issue of Shares	Reduction in Borrowings
November 25, 2023	Bonus Issue	31,50,000 to C2C Innovations Private Limited, 3,75,000 shares each to Subrahmanya Srinivasa Narendra Lanka and 1000 shares to Kuriyedath Ramesh , 300 shares each to Maya Chandra, Lakshmi Chandra, PVR Multimedia Private Limited, Murtaza Ali Soomar and 5,98,800 shares to V2K Hospitality Privatge Limited aggregating to 45,00,000	10	Not applicable	Other than cash	Bonus Issue	Capitalisation of Reserves

4. No Equity Shares have been allotted pursuant to any scheme approved under Section 230-234 of Companies Act, 2013.
5. Our Company does not have any Employee Stock Option Scheme as on the date of the Red Herring Prospectus and has accordingly not issued any shares pursuant to an Employee Stock Option Scheme.
6. Our Company has not revalued its assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
7. Except for the Preferential allotment on March 31, 2023, Bonus Issue on November 25, 2023 and the rights issues on September 16, 2023 and December 26, 2023, preferential allotments on December 18, 2023, January 29, 2024, February 13, 2024 and March 18, 2024, Our Company has not issued any Equity Shares during a period of one year preceding the date of this Red Herring Prospectus which is lower than the Issue

Price.

7. As on date of this Red Herring Prospectus, our Company has not issued preference shares and does not have any outstanding preference shares.
8. Our Shareholding Pattern: The table below presents the current shareholding pattern of our Company as on the date of this Red Herring Prospectus.

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

Category (I)	Category of Shareholder (II)	No. of Shareholders	No. of fully paid-up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying depository receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares underlying outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities No. (a)	No. of locked-in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								Class (Equity)	Total	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter and Promoter Group	7	67,77,956	Nil	Nil	67,77,956	55.29	67,77,956	67,77,956	55.29	-	-	-	-	-	-	67,77,956
(B)	Public	476	54,79,612	Nil	Nil	54,79,612	44.71	54,79,612	54,79,612	44.71	-	-	-	-	-	-	53,89,612
(C)	Non Promoter-Non Public		-	-	-	-											
(C1)	Shares underlying depository receipts		-	-	-												
(C2)	Shares held by employee trusts		-														
	Total	483	1,22,57,568	-	-	1,22,57,568	100.00	1,22,57,568	1,22,57,568	100.00	-	-	-	-	-	-	1,21,67,568

10. Other details of Shareholding of our Company:

a) As on the date of filing of this Red Herring Prospectus, our Company has 483 Equity Shareholders.

b) The list of Shareholders holding 1% or more of the paid-up Equity share capital of our Company, as on the date of filing of this Red Herring Prospectus:

Sr. No.	Name of Shareholders	Number of Shares	Percentage
1.	C2C Innovations Private Limited	21,00,000	17.13
2.	PVR Multimedia Private Limited	36,41,944	29.71
3.	V2K Hospitality Limited	7,26,113	5.92
4.	Subrahmanya Srinivasa Narendra Lanka	5,01,000	4.09
5.	Kuriyedath Ramesh	5,01,000	4.09
6	Ashish Kacholia	4,30,592	3.51
7	Mukul Agarwal	3,08,067	2.51
8	Sahasrar Capital Private Limited	2,02,200	1.65
9	Kamal Visaria	1,84,000	1.50
10	Kailash Katkar	1,70,000	1.39
11	Negen Undiscovered Value Fund	1,63,153	1.33
12	Ankush Kedia	1,65,000	1.35
13	Rakesh Laroia	1,35,200	1.10
14	Sanjay Katkar	1,35,000	1.10
	Total	93,63,269	76.38

c) The list of Shareholders holding 1% or more of the paid-up share Equity capital of our Company, as of 10 days prior to the date of filing of this Red Herring Prospectus.:

Sr. No.	Name of Shareholders	Number of Shares	Percentage
1.	C2C Innovations Private Limited	22,50,000	18.36
2.	PVR Multimedia Private Limited	36,41,944	29.71
3.	V2K Hospitality Limited	7,26,113	5.92
4.	Subrahmanya Srinivasa Narendra Lanka	5,01,000	4.09
5.	Kuriyedath Ramesh	5,01,000	4.09
6	Mukul Agarwal	3,08,067	2.51
7	Ashish Kacholia	2,80,952	2.29
8	Sahasrar Capital Private Limited	2,02,200	1.65
9	Kamal Visaria	1,84,000	1.50
10	Kailash Katkar	1,70,000	1.39
11	Negen Undiscovered Value Fund	1,63,153	1.33
12	Ankush Kedia	1,65,000	1.35
13	Rakesh Laroia	1,35,200	1.10
14	Sanjay Katkar	1,35,000	1.10
	Total	93,63,269	76.38

d) The list of Shareholders holding 1% or more of the paid-up share Equity capital of our Company, as of one year prior to the date of filing of this Red Herring Prospectus.:

Sr. No.	Name of Shareholders	Number of Equity Shares	Percentage
1.	C2C Innovations Private Limited	5,00,000	99.98
	Total	5,00,000	99.98

e) The list of Shareholders holding 1% or more of the paid-up share Equity capital of our Company, as of 2 years prior to the date of filing of this Red Herring Prospectus.:

Sr. No.	Name of Shareholders	Number of Equity Shares	Percentage
1.	C2C Innovations Private Limited	5,00,000	99.98
	Total	5,00,000	99.98

f) Shareholding of our Directors and Key Managerial Personnel:

The shareholding of our directors or Key Managerial Personnel or Senior Managerial Personnel as on the date of this Red Herring Prospectus is as under:

Sr. No.	Name of Shareholders	Number of Equity Shares	Percentage
1	Kuriyedath Ramesh	5,01,000	4.09
2	Murtaza Ali Soomar	400	Negligible
3	Lakshmi Chandra	6,650	0.05
4	Subrahmanya Srinivasa Narendra Lanka	5,01,000	4.09

11. Details of Shareholding of our Promoters and members of the Promoter Group in our Company

(a) As on the date of this Red Herring Prospectus, our promoters / members of the promoter group hold 69,27,686 equity shares equivalent to 56.52% of the issued, subscribed and paid-up equity share capital of our Company.

(b) The build-up of the equity shareholding of our Promoters and Promoter Group since incorporation of our Company is set forth in the table below:

C2C Innovations Private Limited

Nature of Transaction	Date of allotment and the date on which the equity Shares were made fully paid-up / acquisition	Number of Equity Shares	Face Value per Share	Issue Price / Transfer Price per Equity Share	% of Pre-Issue Paid up Capital	% to the Post Issue Paid Up Capital
Preferential Issue	25.04.2018	5,00,000	10	10	4.08	3.00
Preferential Issue	31.03.2023	5,50,000	10	10	4.49	3.30
Bonus Issue (3:1)	25.11.2023	31,50,000	10	-	25.70	18.93
Transfer to other non promoter shareholder	June 10, 2024	3,00,000	10	210	(15.91)	(11.72)
Transfer to other non promoter shareholders	Several dates	(16,50,000)	10	285		
Transfer to Ashish Kacholia – Public Shareholder	04.11.2024	(1,50,000)	10	450	(1.22)	(0.90)
Total		21,00,000			17.13	12.61

PVR Multimedia Private Limited

Nature of Transaction	Date of allotment and the date on which the equity Shares were made fully paid-up / acquisition	Number of Equity Shares	Face Value per Share	Issue Price / Transfer Price per Equity Share	% of Pre-Issue Paid up Capital	% to the Post Issue Paid Up Capital
Transfer from Kuriyedath Ramesh	01.06.2023	100	10	10	Negligible	Negligible
Bonus Issue (3:1)	25.11.2023	300	10	-	Negligible	Negligible
Rights Issue	16.09.2023	22,35,294	10	17	18.24	13.43
Preferential Allotment	18.03.2024	14,06,250	10	170	11.47	8.45
Total		36,41,944			29.71	21.88

Lakshmi Chandra

Nature of Transaction	Date of allotment and the date on which the equity Shares were made fully paid-up / acquisition	Number of Equity Shares	Face Value per Share	Issue Price / Transfer Price per Equity Share	% of Pre-Issue Paid up Capital	% to the Post Issue Paid Up Capital
Transfer from Kuriyedath Ramesh	01.06.2023	100	10	10	Negligible	Negligible
Bonus Issue (3:1)	25.11.2023	300	10	-	Negligible	Negligible
Preferential Allotment	18.03.2024	6250	10	170	0.05	0.04
Total		6,650			0.05	0.04

Maya Chandra

Nature of Transaction	Date of allotment and the date on which the equity Shares were made fully paid-up / acquisition	Number of Equity Shares	Face Value per Share	Issue Price / Transfer Price per Equity Share	% of Pre-Issue Paid up Capital	% to the Post Issue Paid Up Capital
Transfer from Kuriyedath Ramesh	01.06.2023	100	10	10	Negligible	Negligible
Bonus Issue (3:1)	25.11.2023	300	10	-	Negligible	Negligible
Preferential Allotment	18.03.2024	26,562	10	170	0.22	0.16
Total		26,962			0.22	0.16

Subrahmanya Srinivasa Narendra Lanka

Nature of Transaction	Date of allotment and the date on which the equity Shares were made fully paid-up / acquisition	Number of Equity Shares	Face Value per Share	Issue Price / Transfer Price per Equity Share	% of Pre-Issue Paid up Capital	% to the Post Issue Paid Up Capital
Subscriber to the Memorandum	-	1	10	10	Negligible	Negligible
Preferential Issue	25.04.2018	49	10	10	Negligible	Negligible
Preferential Issue	31.03.2023	2,24,950	10	10	1.84	1.35
Transfer to V2K Hospitality Limited	01.06.2023	(1,00,000)	10	10	(0.82)	(0.60)
Rights Issue	16.09.2023	1,000	10	17	Negligible	Negligible
Bonus Issue (3:1)	25.11.2023	3,75,000	10	-	3.07	2.25
Total		5,01,000			4.09	3.01

Kuriyedath Ramesh

Nature of Transaction	Date of allotment and the date on which the equity Shares were made fully paid-up / acquisition	Number of Equity Shares	Face Value per Share	Issue Price / Transfer Price per Equity Share	% of Pre-Issue Paid up Capital	% to the Post Issue Paid Up Capital
Subscriber to the Memorandum	-	1	10	10	Negligible	Negligible
Preferential Issue	25.04.2018	49	10	10	Negligible	Negligible
Preferential Issue	31.03.2023	2,24,950	10	10	1.83	1.35
Transfer to V2K Hospitality Limited	01.06.2023	(99,600)	10	10	(0.83)	(0.60)
Transfer to Lakshmi Chandra	01.06.2023	(100)	10	10	Negligible	Negligible
Transfer to Maya Chandra	01.06.2023	(100)	10	10	Negligible	Negligible
Transfer to Murtaza Ali Soomar	01.06.2023	(100)	10	10	Negligible	Negligible
Transfer to PVR Multimedia Private Limited	01.06.2023	(100)	10	10	Negligible	Negligible
Rights Issue	16.09.2023	1,000	10	17	Negligible	Negligible
Bonus Issue (3:1)	25.11.2023	3,75,000	10	-	3.07	2.25
Total		5,01,000			4.09	3.01

Murtaza Ali Soomar

Nature of Transaction	Date of allotment and the date on which the equity Shares were made fully paid-up / acquisition	Number of Equity Shares	Face Value per Share	Issue Price / Transfer Price per Equity Share	% of Pre-Issue Paid up Capital	% to the Post Issue Paid Up Capital
Transfer from Kuriyedath Ramesh	01.06.2023	100	10	10	Negligible	Negligible
Bonus Issue (3:1)	25.11.2023	300	10	-	Negligible	Negligible
Total		400			Negligible	Negligible

Notes:

- None of the shares belonging to our Promoters have been pledged till date.
- The entire Promoters' shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Red Herring Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations
- All the shares held by our Promoters were fully paid-up on the respective dates of acquisition of such shares

(c) Details of Shareholding of our Promoters, members of Promoter Group in our Company:

The following is the Equity shareholding of our Promoter and Promoter Group as of the date of filing this Red Herring Prospectus:

Sr. No.	Particulars	Number of Shares	Percentage
Promoters			
1	C2C Innovations Private Limited	21,00,000	17.13
2	PVR Multimedia Private Limited	36,41,944	29.71
3	Murtaza Ali Sommar	400	Negligible

Sr. No.	Particulars	Number of Shares	Percentage
4	Lakshmi Chandra	6,650	0.05
5	Maya Chandra	26,962	0.22
6	Subrahmanya Srinivasa Narendra Lanka	5,01,000	4.09
7	Kuriyedath Ramesh	5,01,000	4.09
	Total	69,27,686	56.52

13. Our Promoters, members of the promoter group and directors have not sold or bought any shares during the last 6 months before the date of this Red Herring Prospectus except for the allotments made to them by the Company and for the sale of 19,50,000 shares by our promoter C2C Innovations Private Limited on several dates at a price of ₹ 285 per share and 1,50,000 shares on November 04, 2024 at a price of ₹ 450 per share.

14. Promoters' Contribution and Lock-in

Pursuant to Regulations 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("Promoter's Contribution") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

- a) Our Promoter have given written consent to include such number of Equity Shares held by it as may constitute 20% of the post Issue Equity Shares Capital of our Company as Promoters' Contribution. Our Promoter has agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, from the date of filing this Red Herring Prospectus until the expiry of the lock-in period as specified below or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.
- b) The Equity Shares which are being locked in for 3 years from the date of Allotment in this Issue as minimum Promoters' Contribution are as follows*:

Date of Allotment / transfer of the Equity Shares	Nature of Transaction	Number of Equity Shares**	Face Value (₹)	Issue/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percentage of the pre-Issue paid-up capital (%)	Percentage of the post-issue paid-up capital (%)	Lock-in Period
C2C Innovations Private Limited								
April 25, 2018	Preferential Issue	5,00,000	10	10	5,00,000	4.08	3.00	3 years
November 25, 2023	Bonus Issue	15,00,000	10	-	15,05,000	12.23	9.01	3 years
TOTAL		20,00,000			20,05,000	16.36	12.05	
PVR Multimedia Private Limited								
March 18, 2024	Preferential Allotment	4,00,000	10	170	4,00,000	3.26	2.40	3years
TOTAL (B)					4,00,000	3.26	2.40	
Kuriyedath Ramesh								
March 31, 2023	Preferential Issue	1,25,000	10	10	1,25,000	1.02	0.75	3years
November 25, 2023	Bonus Issue (3:1)	3,75,000	10	-	3,42,000	2.79	2.05	3years
TOTAL (C)					4,62,500	3.81	2.80	
Subrahmanya Srinivasa Narendra Lanka								
March 31, 2023	Preferential Issue	1,25,000	10	10	1,25,000	1.02	0.75	3years
November 25, 2023	Bonus Issue (3:1)	3,75,000	10	-	3,42,000	2.79	2.05	3years
TOTAL (D)					4,62,500	3.81	2.80	

*** All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.*

- c) The Minimum Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI ICDR Regulations. The Equity Shares that are being locked in are not ineligible for computation of Promoter's Contribution in terms of Regulation 237 of the SEBI ICDR Regulations. In this connection, we confirm the following:
- d)
- The Equity Shares offered for Promoter's Contribution have not been acquired in the three years preceding the date of this Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;
 - The minimum Promoter's Contribution does not include Equity Shares acquired during the one year preceding the date of this Red Herring Prospectus at a price lower than the Issue Price;
 - No Equity shares have been issued to our promoter upon by the conversion of a partnership firm or a limited liability partnership firm into a company in the preceding one year and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Red Herring Prospectus pursuant to conversion from a partnership firm or a limited liability partnership firm;
 - The Equity Shares held by the Promoter and offered for minimum Promoter's contribution are not subject to any pledge.
 - All the equity shares held by the promoters and members of the promoter group are in dematerialised form-
 - Equity Shares for which specific written consent has been obtained from the respective shareholders has been included for inclusion of their subscription in the Promoter's Contribution subject to lock-in.
 - We further confirm that our Promoter's 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.

15. Details of Promoters' contribution locked in for 1 (one) year:

Unless provided otherwise under applicable law, pursuant to Regulation 238(b) and 239 of the SEBI ICDR Regulations, the promoters' holding in excess of minimum promoters' contribution shall be locked-in for a period of 1 (one) year from the date of Allotment or such other minimum lock-in period as may be prescribed under the SEBI ICDR Regulations.

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

16. Details of share capital locked in for one (1) Year

The entire pre-issue capital held by persons other than the Promoters shall be locked-in for a period of 1 (one) year from the date of Allotment.

17. Recording on non-transferability of Equity Shares locked-in

As required under Regulation 241 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

18. Other requirements in respect of lock-in

- a) Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged only with scheduled commercial banks or public financial institutions or a systematically important non-banking finance company or a housing finance company as collateral security for loans granted by such scheduled commercial banks or public financial institution or a NBFC-SI or a deposit accepting housing finance company, subject to the following:
- i. With respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.
 - ii. With respect to the Equity Shares locked-in as Promoter's Contribution for 3 years from the date of Allotment, the loan must have been granted to our Company or our Subsidiaries for the purpose of

financing one or more of the objects of the Issue and such pledge of the Equity Shares must be one of the terms of the sanction of the loan, which is not applicable in the context of this Issue.

- b) However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.
 - c) In terms of Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked-in as per Regulation 238 may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the Takeover Regulations.
 - d) Further, in terms of Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoter prior to the Issue and locked-in for a period of one year as per Regulation 239, may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock in with the transferee and compliance with the provisions of the Takeover Regulations.
19. Neither the Book Running Lead Managers viz. Mark Corporate Advisors Private Limited and Beeline Capital Advisors Private Limited nor their associates (as defined under the SEBI Merchant Bankers Regulations) hold any Equity Shares of our Company as on the date of this Red Herring Prospectus. None of the investors in the Company are related directly or indirectly to the BRLMs or their Associates.
20. The Book Running Lead Managers 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.
21. There are no Equity Shares against which depository receipts have been issued.
22. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Red Herring Prospectus until the Equity Shares have been listed. Our Company does not have any intention or proposal to alter its capital structure within a period of 6 (six) 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 whether preferential or bonus, rights or further public issue basis. However, Our Company is in expansion phase and may need additional capital to fund existing/ and or future organic and/ or inorganic expansion. Therefore, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the Issue appropriately in due compliance with the applicable statutory provisions.
23. Our Promoter, our Promoter Group, our Directors or their relatives or directors of our Promoter have not purchased, acquired, gifted or sold any securities of our Company during the period of six months immediately preceding the date of filing of the Red Herring Prospectus except for the acquisition of 100 shares by PVR Multimedia Private Limited, 100 shares by Lakshmi Chandra, 100 shares by Maya Chandra and 100 shares by Murtaza Ali Soomar by way of transfer from Mr Kuriyedath Ramesh and the bonus issue of 45,00,000 Equity Shares to all the shareholders on November 25, 2023 and the rights issue of 22,35,294 Equity shares to PVR Multimedia Private Limited, 1,000 shares to Subrahmanya Srinivasa Narendra Lanka and 1,000 shares to Kuriyedath Ramesh on September 16, 2023 by conversion of unsecured loan and the sale of 19,50,000 shares by C2C Innovations Private Limited to various non promoter shareholders and 1,50,000 shares on November 04, 2024 to a non-promoter shareholder.
24. There have been no financing arrangements whereby our Promoter, members of the Promoter Group, directors of our Promoter, our Directors or their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of the Red Herring Prospectus.
25. We shall ensure that transactions in Equity Shares by the Promoter and members of the Promoter Group, if any, between the date of filing the Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within 24 hours of such transactions being completed.
26. Our Company, our Directors and the Book Running Lead Managers have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the issue from any person.

27. 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*” on page 284 of this 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 (2) of SEBI ICDR Regulations, as amended from time to time.
28. An over-subscription to the extent of 10% of the issue can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the issue, as a result of which, the post-issue paid up capital after the issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoter and subject to lock- in shall be suitably increased; so as to ensure that a minimum of 20% of the post issue paid-up capital is locked in.
29. As on date of this Red Herring Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
30. All the Equity Shares of our Company are fully paid up as on the date of the Red Herring Prospectus. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares and thus all shares offered through this issue shall be fully paid-up.
31. As per RBI regulations, OCBs are not allowed to participate in this Issue.
32. Our Company has not raised any bridge loans against the proceeds of the Issue.
33. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
34. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
35. An applicant cannot make an application for more than the number of Equity Shares being issued through this issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
36. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoter to the persons who receive allotments, if any, in this issue.
37. Our Company has 483 shareholders as on the date of filing of this Red Herring Prospectus.
38. Our Promoter and the members of our Promoter Group will not participate in this Issue.
39. Our Company has not made any public issue since its incorporation.
40. There are no safety net arrangements for this public issue.
41. Please refer to the Chapter on “Our Management at Page 171 of this Red Herring Prospectus for the number of shares held by our Directors, KMPs and SMPs.
42. Except as disclosed below none of the promoter have purchased or sold any securities of our Company, through secondary transaction from the date of Draft Red Herring Prospectus to Red Herring Prospectus:

Date of Transfer	Name of Transfer or	No. of Equity Shares	Face Value (₹)	Issue/Transfer/Acquisition price per equity share (₹)	Nature of considerations	Name of Transferee	Nature of transaction
June 10, 2024	C2C Innovations Pvt Ltd	3,00,000	10.00	210.00	Cash	Ashish Rameshchandra Kacholia	Off Market Transfer
June 20, 2024		1,50,000	10.00	285.00	Cash	Mukul Aggarwal	Off Market Transfer

Date of Transfer	Name of Transfer or	No. of Equity Shares	Face Value (₹)	Issue/Transfer/Acquisition price per equity share (₹)	Nature of considerations	Name of Transferee	Nature of transaction
June 25, 2024		55,000	10.00	285.00	Cash	H&A Ventures	Off Market Transfer
June 26, 2024		95,000	10.00	285.00	Cash	Mr. Ankur Bansal	Off Market Transfer
July 02, 2024		90,000	10.00	285.00	Cash	H&A Ventures	Off Market Transfer
July 03, 2024		40,000	10.00	285.00	Cash	H&A Ventures	Off Market Transfer
July 08, 2024		1,70,000	10.00	285.00	Cash	H&A Ventures	Off Market Transfer
July 15, 2024		1,00,000	10.00	285.00	Cash	H&A Ventures	Off Market Transfer
July 22, 2024		1,00,000	10.00	285.00	Cash	Nairit Rajiv Gala	Off Market Transfer
August 02, 2024		1,50,000	10.00	285.00	Cash	H&A Ventures	Off Market Transfer
September 04, 2024		2,50,000	10.00	285.00	Cash	H&A Ventures	Off Market Transfer
September 18, 2024		50,000	10.00	285.00	Cash	H&A Ventures	Off Market Transfer
September 18, 2024		2,50,000	10.00	285.00	Cash	Ms. Priyanka Ruchas	Off Market Transfer
October 22, 2024		1,50,000	10.00	285.00	Cash	Ms. Priyanka Ruchas	Off Market Transfer
November 04, 2024		1,50,000	10.00	450.00	Cash	Ashish Rameshchandra Kacholia	Off Market Transfer
		21,00,000					

43. Except that We have issued shares in the physical form after conversion of our company into a public limited company and made further allotments without completing the earlier allotments, our Company confirms that is in compliance with The Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of this Red Herring Prospectus.

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OBJECTS OF THE ISSUE

The Issue

The Issue comprises Fresh Issue of up to 43,83,600 Equity Shares aggregating to ₹ [●] lakhs by our Company. We intend to utilise the proceeds of the net issue in the following manner:

1. Funding of capital expenditure towards purchase of fixed assets (both hardware and software) for our existing operations (the upgradation of the existing Experience Centre and set up of Training Centre at Bengaluru) and the proposed set up of Experience Centre at Dubai
2. Towards fit-outs at the new premises at both Bengaluru and Dubai
3. Payment of Security Deposit for the new premises at Bengaluru, Karnataka, India
4. To fund the working capital requirements of our Company; and
5. To fund expenditure towards general corporate purposes.

(collectively, the “**Objects**”).

Further, our Company expects that the proposed listing of its Equity Shares on the NSE Emerge, the SME Exchange of the NSE will enhance our visibility and brand image as well as provide a public market to the existing shareholders for the Equity Shares in India.

The main object clause of Memorandum of Association of our Company enables us to undertake the existing activities. Further, as there is no expansion of any capacity or a launch of a new product or entering a new market, there are no approvals from the Board of Directors of the Company.

Net Proceeds

The details of the proceeds of the Offer are summarized in the table below:

(₹ in lakhs)

Particulars	Amount**
Gross Proceeds of the Fresh Issue (“ Gross Proceeds ”)	[●]
Less: Issue related expenses in relation to Fresh Issue	[●]
Net Proceeds of the Fresh Issue	[●]

**To be finalized on determination of Issue Price and updated in the Prospectus prior to filing with the RoC.

Utilization of Net Proceeds

Our Company intends to utilize the Net Proceeds to meet the following Objects:

(₹ in lakhs)

Particulars	Amount
Towards purchase of Fixed Assets (both hardware and software) for our existing operations and Dubai Experience Centre	1473.10
Towards Fit-outs at our new premises at Bengaluru and Experience Centre at Dubai	458.00
Towards security deposit for our new premises at Bengaluru and Dubai	160.00
Funding working capital requirements of our Company	4600.00
General corporate purposes ⁽¹⁾	[●]*
Total	[●]*

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

(1) The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Means of finance

The fund requirements for the aforesaid Objects are proposed to be met entirely from the Net Proceeds and existing internal accruals. Accordingly, we confirm that there is no need for our Company 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 Fresh Issue under Regulation 230(1)(e) of the SEBI ICDR Regulations.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from

the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

Our Company’s historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company’s management. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “Risk Factors” on page 26 of this Red Herring Prospectus.

Details of the Utilisation of the Net Proceeds

1. Purchase of Fixed Assets (both hardware and software) for our existing operations and Dubai Experience Centre

We propose to acquire the following hardware and software for our existing facility at Bengaluru and the new Experience Centre to be set up at Dubai:

1. Computers, other hardware, software, networking firewalls, main servers and premises security systems
2. Hardware and Robotics for the existing Bengaluru Defence Experience Centre
3. Hardware and Robotics for the existing Bengaluru Digital Transformation Experience Centre
4. Computers, Training Materials, Software, Content for the Training Centre at Bengaluru
5. Hardware and Robotics for the new Experience Centre to be set up at Dubai
6. SAP gold partnership, Oracle partnership, Specific to IIOT and AI/ML development

The above hardware and software will enhance our operating capacity and ability to execute more orders quickly and with greater precision. **None of the computers, hardware, software and other equipment proposed to be acquired are second hand equipment.**

The details of the hardware and software proposed to be acquired are as under:

Sl.No	Hardware & Software	Qty	Cost per Unit	Date of Quotation	Expiry Date	Name of Vendor	Quotation Amount (₹)
1	Hardware and Robotics - Bengaluru Defence Experience Centre – Submarine DMOP	1	15,00,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	15,00,000
2	Hardware and Robotics - Bengaluru Defence Experience Centre – SMFC for WECDIS	4	12,50,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	50,00,000
3	Hardware and Robotics - Bengaluru Defence Experience Centre – ECPS – Laptop	2	17,50,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	35,00,000
4	Hardware and Robotics - Bengaluru Defence Experience Centre – Dual Multifunction Console	1	40,00,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	40,00,000
5	Hardware and Robotics - Bengaluru Defence Experience Centre – Central Server	1	75,00,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	75,00,000

Sl.No	Hardware & Software	Qty	Cost per Unit	Date of Quotation	Expiry Date	Name of Vendor	Quotation Amount (₹)
6	Hardware and Robotics - Bengaluru Defence Experience Centre – AI Servers with High End Graphics and GPUs	5	7,00,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	35,00,000
7	Hardware and Robotics - Bengaluru Defence Experience Centre – AI Server Packs	2	1,25,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	2,50,000
8	Hardware and Robotics - Bengaluru Defence Experience Centre – Cabling and Other Accessories	1	2,50,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	2,50,000
9	Fire Proof and Shock Resistant Chamber	1	35,00,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	35,00,000
10	Training Infrastructure - for the Training Centre at Bengaluru	-	-	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	2,66,500
11	Connectivity Infrastructure for the Training Centre at Bengaluru Training Server Student Computers Tables Chairs	3 50 50 55	2,50,000 80,000 10,000 4,500	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	7,50,000 40,00,000 5,00,000 2,47,500
12	Intranet Switch Setup onetime cost	3 1	15,000 2,50,000	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	2,95,000
13	User Licences for the Training Centre at Bengaluru	10	75,000	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	7,50,000
14	SAP Licences	1	25,00,000	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	25,00,000
15	Whiteboard	3	8,000	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	24,000
16	Training Material	1	5,00,000	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	5,00,000
17	Air conditioners	2	75,000	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	1,50,000
18	Internet	1	24,000	19/04/2024	31/12/2024	Entransys Private	24,000

Sl.No	Hardware & Software	Qty	Cost per Unit	Date of Quotation	Expiry Date	Name of Vendor	Quotation Amount (₹)
						Limited, Hyderabad	
19	Trainer (Defence Products)	12	2,50,000	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	30,00,000
20	Trainer (AIML)	12	2,50,000	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	30,00,000
21	Trainer (SAP etc)	12	2,50,000	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	30,00,000
22	Oracle	1	20,00,000	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	20,00,000
23	Visualisation Tool	10	5,00,000	19/04/2024	31/12/2024	Entransys Private Limited, Hyderabad	50,00,000
24	Computers for the Training Centre at Bengaluru – Laptops GPU Enabled	30	2,79,660 plus GST @ 18%	20/04/2024	31/12/2024	Yashas Computers	99,00,000
25	Computers for the Training Centre at Bengaluru – Servers	10	6,09,660 plus GST @ 18%	20/04/2024	31/12/2024	Yashas Computers	71,94,000
26	Computers for the Training Centre at Bengaluru – AWS Licenses	30	3,422 plus GST@ 18%	20/04/2024	31/12/2024	Yashas Computers	1,21,140
27	Computers for the Training Centre at Bengaluru – GITHUB	30	4,564 plus GST@ 18%	20/04/2024	31/12/2024	Yashas Computers	1,61,520
28	Computers for the Training Centre at Bengaluru – Office 365	30	1,677 plus GST@ 18%	20/04/2024	31/12/2024	Yashas Computers	59,370
29	Computers for the Training Centre at Bengaluru – Firewall	2	2,125 plus GST@18%	20/04/2024	31/12/2024	Yashas Computers	5,01,596
30	Computers for the Training Centre at Bengaluru – Project Management Tool	5	11,186 plus GST@ 18%	20/04/2024	31/12/2024	Yashas Computers	66,055
31	Computers for the Office at Bengaluru – Office 365	30	1,677 plus GST@ 18%	20/04/2024	31/12/2024	Yashas Computers	59,370
32	Computers for the Office at Bengaluru – SAP Partnership	1	32,05,932 plus GST @ 18%	20/04/2024	31/12/2024	Yashas Computers	37,83,000
33	Computers for the Office at Bengaluru – SAP Developer Licence	5	128643 plus GST@18%	20/04/2024	31/12/2024	Yashas Computers	7,58,990

Sl.No	Hardware & Software	Qty	Cost per Unit	Date of Quotation	Expiry Date	Name of Vendor	Quotation Amount (₹)
34	Computers for the Office at Bengaluru – AWS Licenses	30	3,422 plus GST@ 18%	20/04/2024	31/12/2024	Yashas Computers	1,21,140
35	Computers for the Office at Bengaluru – GITHUB	30	4,564 plus GST@ 18%	20/04/2024	31/12/2024	Yashas Computers	1,61,520
36	Computers for the Training Centre at Bengaluru – Firewall	2	2,12,541 plus GST@18%	20/04/2024	31/12/2024	Yashas Computers	5,01,596
37	Computers for the Training Centre at Bengaluru – Project Management Tool	5	11,186 plus GST@ 18%	20/04/2024	31/12/2024	Yashas Computers	66,055
38	Computers for the Training Centre at Bengaluru – Laptops One time	30	1,67,796 plus GST@ 18%	20/04/2024	31/12/2024	Yashas Computers	59,40,000
39	Hardware and Robotics for the new Experience Centre to be set up at Dubai – Server Hardware	2	6,41,250	20/04/2024	31/12/2024	Yash Technologies Bengaluru	12,82,500
40	Hardware and Robotics for the new Experience Centre to be set up at Dubai – Support Tools D B Schema, Visustin, Telerik	1	4,05,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	4,05,000
41	Hardware and Robotics for the new Experience Centre to be set up at Dubai – Manufacturing Equipment	1	1,14,75,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	1,14,75,000
42	Support Tools SQL Server Standard Edition -up to 50 users	2	4,05,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	8,10,000
43	Hardware and Robotics for the new Experience Centre to be set up at Dubai – Other Digital Measuring Equipment	1	30,37,500	20/04/2024	31/12/2024	Yash Technologies Bengaluru	30,37,500
44	Hardware and Robotics for the new Experience Centre to be set up at Dubai – Support Tools	5	33,750	20/04/2024	31/12/2024	Yash Technologies Bengaluru	1,68,750
45	Hardware and Robotics for the new Experience Centre to be set up	1	1,35,00,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	1,35,00,000

Sl.No	Hardware & Software	Qty	Cost per Unit	Date of Quotation	Expiry Date	Name of Vendor	Quotation Amount (₹)
	at Dubai – IOT Software						
46	Hardware and Robotics for the new Experience Centre to be set up at Dubai – IOT Hardware	20	1,48,500	20/04/2024	31/12/2024	Yash Technologies Bengaluru	29,70,000
37	Hardware and Robotics for the new Experience Centre to be set up at Dubai – IOT Hardware	5	47,250	20/04/2024	31/12/2024	Yash Technologies Bengaluru	2,36,250
48	Hardware and Robotics for the new Experience Centre to be set up at Dubai – IOT Hardware	1	3,37,500	20/04/2024	31/12/2024	Yash Technologies Bengaluru	3,37,500
49	Hardware and Robotics for the new Experience Centre to be set up at Dubai – IOT Hardware	20	47,250	20/04/2024	31/12/2024	Yash Technologies Bengaluru	9,45,000
50	Hardware and Robotics for the new Experience Centre to be set up at Dubai – IOT Hardware	5	58,050	20/04/2024	31/12/2024	Yash Technologies Bengaluru	2,90,250
51	Hardware and Robotics for the new Experience Centre to be set up at Dubai – IOT Hardware	20	16,875	20/04/2024	31/12/2024	Yash Technologies Bengaluru	3,37,500
52	Hardware and Robotics for the new Experience Centre to be set up at Dubai – IOT Hardware	30	20,250	20/04/2024	31/12/2024	Yash Technologies Bengaluru	6,07,500
53	Hardware and Robotics for the new Experience Centre to be set up at Dubai –Hardware Enclosure	20	13,500	20/04/2024	31/12/2024	Yash Technologies Bengaluru	2,70,000
54	Hardware and Robotics for the new Experience Centre to be set up at Dubai –Hardware Enclosure	05	10,125	20/04/2024	31/12/2024	Yash Technologies Bengaluru	50,625
55	Hardware and Robotics for the new Experience Centre to be set up	01	16,875	20/04/2024	31/12/2024	Yash Technologies Bengaluru	16,875

Sl.No	Hardware & Software	Qty	Cost per Unit	Date of Quotation	Expiry Date	Name of Vendor	Quotation Amount (₹)
	at Dubai –Hardware Enclosure						
56	Hardware and Robotics for the new Experience Centre to be set up at Dubai –Hardware Enclosure	20	10,125	20/04/2024	31/12/2024	Yash Technologies Bengaluru	2,02,500
57	Hardware and Robotics for the new Experience Centre to be set up at Dubai – Implementation	20 Man months	4,38,750	20/04/2024	31/12/2024	Yash Technologies Bengaluru	87,75,000
58	Hardware and Robotics for the new Experience Centre to be set up at Dubai –Detailed Design Charges	-	44,10,000	20/04/2024	31/12/2024	Yash Technologies Bengaluru	44,10,000
59	Engineering Support Services – Set up of Cyber Labs	1	1,27,80,000	Order placed	-	Simplyfi Softech India Private Limited, Bengaluru	1,27,80,000
	Total						14,73,10,102

2. Towards Fit-outs at our proposed premises at Bengaluru and the proposed Experience Centre at Dubai:

The Dubai Experience Centre would be located at Shade Nos – 23-01, Technology Park, RAKEZ, Ras al Khaimah, U.A.E. The rent would be 60,000 dirhams per year with an escalation of 10% after 3 years. The security deposit would be 3,25,000.00 Dirham which is Rs.75,00,000 approximately as on the date of this Red Herring Prospectus. This will be a 1500 sq ft fully fitted as per the specification of the Company. This has been estimated on the basis of the letter dated May 15, 2024 received from Solutions FZC, UAE the lessors of the property.

The new premises at Bengaluru will be at Unit No: 5CE, Neil Tower, 5th Floor, Plot No: 117, Road No: 3, EPIP Phase 1, Whitefield, Bengaluru – 560 066 and the estimates of the fitouts are as under:

Sl.No	Paerticulars	Date of quotation	Expiry date	Name of Vendor	Quotation Amount (₹)
1	Fit outs at Bengaluru – 20,000 sqft Interior Works	22/04/2024	25/12/2024	SM Interiors, Bengaluru	2,48,00,000
2	Fit outs at Bengaluru – 20,000 sqft – Electrical Work	22/04/2024	25/12/2024	SM Interiors, Bengaluru	1,10,00,000
3	Fit outs at Bengaluru – 20,000 sqft – HVAC	22/04/2024	25/12/2024	SM Interiors, Bengaluru	1,00,00,000
	Total				4,58,00,000

The fitouts will be for the new premises at Bengaluru which will be a natural expansion of the existing office premises and will also house a training centre and another Experience Centre. The company expects to double in staff size and more and being a technology company additional space is needed fitted with best hardware and software. To deliver software. The fit outs will include wall panelling, false ceiling, flooring, furniture like tables, chairs, cabinets, floorings, glass and wooden partitions, cupboards for which an amount of Rs.2,48,00,000 has been earmarked.

It is also intended to carry out lighting work, server room and install fire detection alarm systems for which an amount of Rs.1,10,00,000 (Electrical) has been earmarked.

An amount of Rs.1,00,00,000 has been earmarked for Heating, Ventilation and Air Conditioning (HVAC).

3. *Towards security deposit for the new premises at Bengaluru*

We propose to set up a new premises at Bengaluru in close proximity to our existing registered office and facility. Due to the increase in orders the Company intends to recruit a larger number of employees. Currently the Company has about 190 employees on its rolls (which will continue to grow) and the new employees would require working space and hence as a natural expansion we propose to acquire a new premises at Whitefield, Bengaluru. The Company also intends to establish a training centre and another Experience Centre at this premises so that the clients can experience the simulated product before placing an order.

The new premises which is to be located at Whitefield would be approximately 22,400 sq.ft and the security deposit that is to be deposited with the lessors is estimated to be ₹94.60 lakhs. This has been provided on the basis of the letter from Neil Rao Towers the lessors of the property.

4. *Funding working capital requirements of our Company*

Our business is predominantly working capital intensive and majority of its working capital requirements in the ordinary course of its business are met from internal accruals and loans that have been given by our promoters from time to time. Our Company operates in a highly competitive and dynamic market condition and may have to revise its working capital estimates from time to time on account of external circumstances, business or strategy and foreseeable opportunities.

The working capital ratio has been fluctuating over the years due to the turnover of the company being very low during the financial year ended March 31, 2022 due to Covid shutdowns and there has been a marked increase in the sales / order book for the FY 2023 and FY 2024. This has been characterised by delayed payments to the creditors in FY 2021 and FY 2022 which has normalised in the subsequent years. These are the reasons for the fluctuations in the working capital ratio:

The working capital has been negative for the year ended FY 2021 due to huge amount of trade payables being ₹ 437.52 lakhs. This includes trade creditors of Rs.416.90 and other expenses of Rs.20.62 lakhs. Of the total trade creditors an amount of Rs.253.77 was payable to KTI Intelligent Systems Limited and Rs.161.83 was payable to Realtime Techsolutions Private Limited, both of which are related parties to the Issuer Company hence an internal receivable. These payments have been pending since FY 2019 and as the turnover was not very encouraging during FY 2021, the company did not make payments to these **two related parties** and hence the total trade payables and other current liabilities was much higher than the current assets resulting in a negative working capital.

The company had bagged the Order from Malaysian Navy for two frigates in FY 2023 and the same is being executed from FY 2023. Further, some other orders have also been obtained which need more working capital in form of inventories, employee benefit expenses, etc. This is the reason for the higher working capital in FY 2023. We also have orders for year 2024- 25 to date of over Rs. 60 Cr and expect to close another Rs. 150 Cr in the coming months.

As of March 15, 2024, Our Company does not have any sanctioned or outstanding borrowing facility from banks to fund its working capital. Our Company requires additional working capital for executing the outstanding order book and undertake new orders.

Existing Working Capital Requirement

The details of our Company's working capital requirement and funding on the basis of audited standalone financial statements as of financial year ending March 31, 2023, March 31, 2022 and March 31, 2021, and the source of funding, on the basis of audited standalone financial statements of our Company, as certified by M/s. P K Chand & Co., Chartered Accountants through their certificate dated October 26 2024, are provided in the table below:

Particulars	As at March 31, 2022 (Actuals)	As at March 31, 2023 (Actuals)	As at March 31, 2024 (Actual)	As at March 31, 2025 (Projected)
CURRENT ASSETS*				
Inventories	4.00	130.40	597.00	1628.20
Trade receivables	181.60	899.00	4274.50	10673.60
Short Term Loans and Advances	204.20	192.60	1335.50	873.20
Other Current Assets	152.00	165.80	1737.00	1666.60
Total Current Assets (A)	404.90	1387.70	7944.00	14841.60

CURRENT LIABILITIES				
Trade payables	291.90	377.40	145.00	180.20
Other Current Liabilities	123.30	196.00	465.00	903.70
Short term provisions	0.00	0.90	0.90	0.90
Total Current Liabilities (B)	415.20	574.20	610.90	1084.70
Working Capital Requirement (A-B)	(10.30)	813.50	7333.10	13756.90
Incremental		823.80	6519.60	6423.80
Funding Pattern				
Short Term Borrowings	545.20	944.70	0.00	0.00
Shareholders fund	(555.40)	(131.20)	7331.10	9156.90
IPO Proceeds	0.00	0.00	0.00	4600.00

Particulars	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024 (Actual)	As at March 31, 2025 (Projected)
Inventories	43	59	53	45
Trade receivables	1910	408	382	295
Trade and other payables	7811	2770	50	23

Note: Pursuant to certificate dated October 26, 2024 issued by M/s.P K Chand & Co., Chartered Accountants

Justification of Holding Period of Trade Receivables:

(₹ in Lakhs, unless specified otherwise)

Particulars	FY22 (A)	FY23 (A)	FY24 (A)	FY25 (Est)
Revenue from Operations (A)	34.69	804.87	4,086.20	13,206.36
Trade Receivables (B)	181.58	899.03	4,274.50	10,673.63
No. of Days in a Year (C)	365	365	365	365
Holding Period (E)=(B)/(A) * (C)	1,911	408	382	295

As can be seen from the table above, our revenue has increased from Rs 34.69 Lakhs in FY 22 to Rs 804.87 Lakhs in FY 23, Trade receivable have also increased in similar proportion from 181.58 lakhs to Rs. 899.03 lakhs, impacting the Trade receivable to normalise to industry standard, which resulted in holding period of 408 days in FY 23. Based on the above and our order book & various contract under negotiation, the managements estimates the holding period to be 382 days in FY 24 & 295 days in FY 25.

Justification of Holding Period of Trade and Other Payables:

(₹ in Lakhs, unless specified otherwise)

Particulars	FY22 (A)	FY23 (A)	FY24 (A)	FY25 (Est)
Revenue from Operations	34.69	804.87	4,086.20	13,206.36
Cost of Goods Sold (A)	13.65	49.73	1,058.50	2,922.51
Trade Payables (B)	291.88	377.37	145.00	180.15
No. of Days in a Year (C)	365	365	365	366
Holding Period (E)=(B)/(A) * (C)	7,808	2,770	50	23

As can be seen from the table above, our Cost of Goods Sold has increased from Rs 13.65 Lakhs in FY 22 to Rs 49.73 Lakhs in FY 23, Trade Payables has increased from 291.88 lakhs to Rs. 377.37 lakhs, which resulted in holding period of 2,770 days in FY 24. Please note trade payables days are higher in FY22 & FY till FY 23 as it majorly includes payments to our related parties which were gradually paid off in FY 2024. Based on our order book & various contract under negotiations our purchases will increase, however to achieve better margins, efficient working and scalability, our Company has decided to gradually reduce the trade payable days from 50 days in FY 24 to 23 days in FY 25.

Justification of Holding Period of Inventories:*(₹ in Lakhs, unless specified otherwise)*

Particulars	FY22 (A)	FY23 (A)	FY24 (A)	FY25 (Est)
Revenue from Operations (A)	34.69	804.87	4,086.20	13,206.36
Inventory (B)	4.00	130.37	597.00	1,628.18
No. of Days in a Year (C)	365	365	365	365
Holding Period (E)=((B)/(A)) * (C)	42	59	53	45

As can be seen from the table above, our revenue has increased from Rs 34.69 Lakhs in FY 22 to Rs 804.87 Lakhs in FY 23, inventory have also increased in similar proportion from Rs. 4 lakhs to Rs. 130.37 lakhs, which resulted in holding period of 59 days in FY 24. Based on our order book & various contract under negotiations, the managements estimates the holding period to be 53 days in FY 24 & 45 days in FY 25

Rationale for increased projections of Working Capital Requirements:

Considering:

1. The Company has started the financial year 24 - 25 with the following - Order Spill from FY 24 of Rs. 3600 lakhs of which company will execute orders worth Rs 3000 lakhs in FY25 and new order intake till date in FY 25 is Rs 4700 lakhs Additionally the company is under various stage of discussion with potential order intake of 200 crores by FY 25.
2. The holding period of 382 days for Trade Receivables, 53 days for Inventories and 50 days for Trade and other Payables for FY 24, the management estimates the holding period of 295 days for Trade Receivables, 45 days for Inventories and 23 days for Trade and other Payables for FY 25, which are broadly in line with the holding period for FY 24.
3. Estimated increase in Other Current Liabilities to ₹903.70 Lakhs in FY 25 is primarily as a result of increase in Order Book position.
4. Decrease in Short Term Borrowings to Nil in FY 24 is on account of repayment of such short term borrowings.

would result in our Working Capital Requirements of Rs. 13756.90 Lakhs, which is proposed to be funded out of Shareholders Funds to the extent of Rs. 9156.90 Lakhs and Rs. 4600.00 Lakhs through Net Proceeds from the Rights Issue.

5. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] lakhs towards general corporate purposes and business requirements of our Company, subject to such amount not exceeding 25% of the gross proceeds of the Issue.

Our Company's management shall have flexibility in utilizing surplus amounts, if any, as may be approved by the Board from time to time and in compliance with applicable laws. In case of variation in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, which are not applied to the other purposes set out above.

6. Issue Related Expenses

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses of ₹ [●] lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Red Herring Prospectus/ Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

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

(₹ in lakhs)

Expenses	Estimated expenses ⁽¹⁾	As a % of the Total estimated Issue expenses	As a % of the Total Issue Size ⁽²⁾
Book Running Lead Managers Fee	[●]	[●]	[●]

Expenses	Estimated expenses ⁽¹⁾	As a % of the Total estimated Issue expenses	As a % of the Total Issue Size ⁽²⁾
Underwriting Commission	[●]	[●]	[●]
Brokerage and Selling Commission	[●]	[●]	[●]
Fees payable to the Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Statutory Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others (Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Issue and brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs and Miscellaneous Expenses) ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	[●]	[●]	[●]
Total	[●]	[●]	[●]

⁽¹⁾ Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price. Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.

⁽²⁾ Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and, Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows:

Portion for Retail Individual Bidders	0.10% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.10% of the Amount Allotted* (plus applicable taxes)

*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price. No additional uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. The Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.

⁽³⁾ No uploading / processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follow

Portion for Retail Individual Bidders	₹ 10/- per valid bid cum application form (plus applicable taxes)
Portion for Non-Institutional Bidders	₹ 10/- per valid application (plus applicable taxes)

⁽⁴⁾ The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows: as follows:

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	₹ 10/- per valid bid cum application form (plus applicable taxes)
Sponsor Bank	₹ 6 per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, other agreements and other applicable laws.

*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

⁽⁵⁾ The selling commission Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders*	0.10 % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.10% of the Amount Allotted* (plus applicable taxes)

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

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in- 1 accounts, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Bidders*	₹ 10/- per valid bid cum application form (plus applicable taxes)
Portion for Non-Institutional Bidders*	₹ 10/- per valid application (plus applicable taxes)

* Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed ₹ 1 lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹ 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, 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.

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE.

Proposed Schedule of Implementation

(₹ in Lakhs)

Sl.No	Particulars	Amount to be deployed in FY24-25
1	Towards purchase of Fixed Assets (both hardware and software) for our existing operations and Dubai Experience Centre	1473.10
2	Towards Fit-outs at our new premises at Bengaluru and Experience Centre at Dubai	458.00
3	Towards security deposit for our new premises at Bengaluru	160.00
4	Funding working capital requirements of our Company	4600.00
5	Towards General Corporate Purposes	●
6	Towards Issue Expenses	●
	Total	●

Funds Deployed and Source of Funds Deployed:

P K Chand & Co., Chartered Accountants vide their certificate dated November 05, 2024 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

(₹ in Lakhs)

Sl.No	Particulars	Amount
1	Issue Expenses	57.36
	Total	57.36

Appraisal

None of the Objects of the Fresh Issue for which the Net Proceeds will be utilized have been appraised by any bank.

Bridge Financing Facilities

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

Monitoring Utilization of Funds

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

Interim Use of Proceeds

Pending utilization for the purposes described above, our Company undertakes to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds and for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects of the Issue unless our Company is authorized to do so by way of a special resolution of its Shareholders and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The notice issued to the Shareholders shall simultaneously be published in the newspapers, one in English and one in Kannada, being the regional language of Karnataka, where our Registered Office is situated in accordance with the Companies Act, 2013 and applicable rules. Our Promoter will be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the Objects of the Issue, at such price, and in such manner,

in accordance with our Articles of Association, and the SEBI ICDR Regulations.

Other confirmations

No part of the Net Proceeds will be paid to our Promoter, Directors, our Group Companies or our Key Managerial Personnel, except in the ordinary course of business.

Our Company has neither entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel or our Group Companies in relation to the utilization of the Net Proceeds of the Issue.

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BASIS FOR THE ISSUE PRICE

The Issue Price and Price Band will be determined by our Company in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered in the Issue through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to the sections “*Our Business*”, “*Risk Factors*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 128, 26, 199 and 238 respectively of this Red Herring Prospectus, to have an informed view before making an investment decision.

Qualitative Factors

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

- Wide Range of Products and Solutions for Defence Applications;
- Strong R&D Capabilities with a Focus on Innovation;
- Well Positioned to Benefit from the Government’s “Atmanirbhar Bharat” and ‘Make in India’ Initiatives;
- Strong Relationships with a Diverse and Global Customer Base; and
- Experienced Management Team

For further details, please see “*Our Business- – Business Strengths*” on page 128 of this Red Herring Prospectus.

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Financial Statements. For details, see “*Restated Financial Statements*” on page 199 of this Red Herring Prospectus.

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

1. Basic and Diluted Earnings per Equity Share (“EPS”) at face value of ₹ 10 each, as per Restated Financial Statements:

Financial Year/period	Basic and Diluted EPS (in ₹)	Weight
Financial Year ended March 31, 2024	15.85	3
Financial Year ended March 31, 2023	14.29	2
Financial Year ended March 31, 2022	(11.91)	1
Weighted Average	10.70	
Six month period ended September 30, 2024*	7.94	

*Not annualised

Notes:

- (i) Basic and diluted earnings per equity share: Basic and diluted earnings per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended) with taking the effect of the following:

Bonus Issue of 45,00,000 Shares on November 25, 2023 of face value of Rs. 10 each in the ratio of 3 equity shares for every 1 equity share held (3:1) as on September 01, 2023 i.e., the record date.
- (ii) Basic earnings per share is calculated as restated profit/(loss) for the year/period attributable to equity shareholders divided by weighted average number of equity shares in calculating basic EPS.
- (iii) Diluted earnings per share is calculated as restated profit/(loss) for the year/ period attributable to equity shareholders divided by weighted average number of diluted equity shares in calculating diluted EPS.
- (iv) The weighted average basic and diluted EPS is a product of basic and diluted EPS and respective assigned weight, dividing the resultant by total aggregate weight.

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

Particulars	P/E ratio at Floor Price (number of times)	P/E ratio at the Cap Price (number of times)
Based on basic EPS for the financial year ended March 31, 2024	[●]	[●]
Based on diluted EPS for the financial year ended March 31, 2024	[●]	[●]

Industry P/E ratio

Industry P/E Ratio*	P/E Ratio
Highest & Lowest (Paras Defence and Space Technologies Limited)	116.89

We are unable to find exact listed peers which are engaged in defence suppliers that our company is engaged in. Thus, we have included those peers which are engaged in defence manufacturing for broad comparison purpose. Thus, the peers are not exactly comparable.

Note:

- i) The P/E ratio of our Company has been computed by dividing Issue Price with EPS.
- ii) P/E Ratio of the peer company is based on the Standalone Audited Results for the F.Y. 2023-24 and stock exchange data as on November 04, 2024.

3. Return on Net Worth (“RoNW”)

Financial Period	RoNW, as derived from the Restated Financial Statements (%)	Weightage
Financial Year ended March 31, 2024	16.21	3
Financial Year ended March 31, 2023	114.03	2
Financial Year ended March 31, 2022	Not ascertainable	1
Weighted Average	46.12	
Six month period ended September 30, 2024*	11.29	

* Not annualised

Notes:

- (i) Return on Net Worth ratio (%): Restated net profit for the year/period attributable to equity shareholders of our Company divided by the Restated Net Worth of our Company at the end of the year/period.
- (ii) Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, capital reserve and credit balance of the non-controlling interest.
- (iii) Weighted Average Return on Net Worth is a product of Return on Net Worth and respective assigned weight, dividing the resultant by total aggregate weight.

4. Net Asset Value (“NAV”) per Equity Share of face value of ₹ 10 each

(in ₹)

Financial Year Ended / Period Ended	NAV per equity share derived from the Restated Financial Statements
As on March 31, 2024	62.37
As on March 31, 2023	16.81
As on March 31 2022	(27.31)
Six month period ended September 30, 2024*	70.31
After the completion of the Issue	At the Floor Price: [●] At the Cap Price: [●]
Issue Price	[●]

* not annualised

Notes:

- (i) Issue price per Equity Share will be determined on conclusion of the Book Building Process.

- (ii) *Net Asset Value per Equity Share is calculated as restated net worth excluding revaluation reserves, capital reserve and credit balance of the non-controlling interest at the end of the year/period divided by total number of equity shares outstanding at the end of the year/period.*

The Issue Price is [●] times of the face value of the Equity Shares.

The Issue Price of ₹ [●] has been determined by our Company in consultation with the BRLMs, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with “Our Business”, “Risk Factors”, “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 128, 26, 199 and 238 respectively of this Red Herring Prospectus, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” on page 26 of this Red Herring Prospectus and you may lose all or part of your investments.

5. Industry Peer Group Comparison

Name of the Company	CMP [#] **	Basic EPS	Diluted EPS	P/E Ratio*	RONW (%)	NAV Rs. (per share)	Face Value Rs.(per share)	Total Income (Rs.in Lakhs)
C2C Advanced Systems Limited	[●]	15.85	15.85	[●]	16.06	62.38	10	4129.82
Peer-Group								
Paras Defence and Space Technologies Limited **	1,025.10	8.77	8.77	116.89	8.29	105.87	10	23243.45

[#] Issue Price of our Company is considered as CMP

*Source: www.bseindia.com for the peer group is as on November 04, 2024

Notes:

- (i) *Considering the nature, range of products/services, turnover and size of business of the Company, the peers are not strictly comparable. However, the above Company has been included for broad comparison.*
- (ii) *The figures of C2C Advanced Systems Limited are based on the Restated Financial Information for the year ended March 31, 2024.*
- (iii) *The figures for the peer group are for the year ended March 31, 2024 and from the financial statements filed with both the stock exchanges on standalone basis.*
- (iv) *Current Market Price (CMP) is the closing price of the peer group scrip as on November 04, 2024 on the BSE*
- (v) *NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and other equity (excluding Revaluation Reserves, if any) and as attributable to the owners of the Company.*
- (vi) *P/E Ratio for the peer has been computed based on the closing market capitalisation of respective peers as on November 04, 2024 as divided by the profit after tax for the financial year 2024.*
- (vii) *RoNW is computed as net profit after tax, as attributable to the owners of the Company divided by closing net worth. Net worth has been computed as the aggregate of share capital and other equity (excluding Revaluation Reserves, if any) and as attributable to the owners of the Company.*
- (viii) *C2C Advanced Systems Limited is a Book Built Issue and price band for the same shall be published 2 working days before opening of the Issue in English and Hindi national newspapers and one regional newspaper with wide circulation.*
- (ix) *The price band/floor price/Issue Price shall be determined by the company in consultation with the BRLMs on the basis of assessment of market demand from investors for the equity shares by way of Book Building and is justified based on the above qualitative and quantitative parameters.*

6. Key Performance Indicators (“KPIs”)

In evaluating our business, we consider and use certain KPIs, as disclosed below which have been used historically by our Company to review and analyse the business performance, which help us in analysing the growth of our various business verticals. The Bidders can refer to the below-mentioned KPIs to make an assessment of our Company’s performance and make an informed decision.

These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

The tables below set forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Issue Price.

Our Company considers the following KPIs to have a bearing for arriving at the basis for the Issue Price. The table below also sets forth a brief explanation of and the importance of these KPIs for our business and operations, along with details of KPIs as at/ for the financial years ended March 31, 2024 March 31 2023, March 31, 2022, and for six months ended September 30, 2024:

(₹ in lakhs except percentages and ratios)

Particulars	For the six month period ended September 30, 2024	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022
Revenue from Operations ⁽¹⁾	4,322.27	4,105.89	804.87	34.69
EBITDA ⁽²⁾	1372.48	1856.45	386.20	(208.30)
EBITDA Margin (in %) ⁽³⁾	31.75	45.21	47.98	(600.46)
Profit after tax ⁽⁴⁾	972.99	1227.69	287.52	(238.21)
PAT Margin (in %) ⁽⁵⁾	22.51	29.90	35.72	(686.68)
Net worth ⁽⁶⁾	8,618.72	7,645.83	252.14	(136.57)
Debt/Equity ⁽⁷⁾	0.15	-	3.75	(4.06)
RoNW (in %) ⁽⁸⁾	11.29	16.06	114.03	Not ascertainable
NAV (in ₹) ⁽⁹⁾	70.31	62.38	16.81	(27.31)

Certified by M/s. P K Chand & Co., Chartered Accountants, Statutory Auditors by its certificate dated November 04, 2024. This certificate has been designated as a material document for inspection in connection with the Offer. See "Material Contracts and Documents for Inspection" on page 353 of this Red Herring Prospectus.

- (1) Revenue from Operations: This represents the income generated by our Company from its core operating operation. This gives information regarding the scale of operations.
- (2) EBITDA: calculated as restated profit/(loss) before tax, plus interest, depreciation and amortization expense and finance costs. This gives information regarding the operating profits generated by our Company in comparison to the revenue from operations of our Company.
- (3) EBITDA Margin (in %): calculated as the percentage of EBITDA during a given year/period divided by Total Income. This gives information regarding operating efficiency of our Company.
- (4) Profit after tax: This gives information regarding the overall profitability of our Company.
- (5) PAT Margin (in %): calculated as the restated profit after tax and non-controlling interest attributable to equity shareholders of our Company divided by the Total income. This gives information regarding the overall profitability of our Company in comparison to Total Income of our Company.
- (6) 'Net worth' means aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of

depreciation and amalgamation, capital reserve and credit balance of the non controlling interest. This gives information regarding total value created by the entity and provides a snapshot of current financial position of the entity.

- (7) Debt/Equity: The total debt of our Company at the end of the year/period divided by the net worth of our Company at the end of the year/period. This provides information about how much debt a company is using to finance its assets relative to the value of shareholders' equity
- (8) RoNW (in %): Restated profit after tax and non-controlling interest attributable to equity shareholders for the year/period attributable to equity shareholders of our Company divided by the net worth of our Company at the end of the year/period. This gives information regarding profitability of our Company on the shareholders' funds deployed in the business.
- (9) Net Asset Value per Equity Share is calculated as Restated net worth excluding revaluation reserves, capital reserve and credit balance of the non-controlling interest at the end of the year/period divided by the number of equity shares outstanding at the end of year/period and adjusted bonus and split.

All the KPIs disclosed above have been approved by the Audit Committee. The Audit Committee has confirmed and taken on record that (a) no KPIs have been shared by our Company with any investors in the three years prior to filing of the Red Herring Prospectus, and (b) verified details of the aforementioned KPIs have been included in this section. Further, the KPIs herein have been certified by M/s. P K Chand & Co., Chartered Accountants, Statutory Auditors, pursuant to their certificate dated November 04, 2024.

We have described and defined all above KPIs, wherever applicable, in “Definitions and Abbreviations” section on page 1. For details of other financial and operating metrics disclosed elsewhere in this Red Herring Prospectus, see “Our Business” and “Other Financial Information - Non-GAAP financial measures” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 128, 16 and 238 respectively.

Our Company confirms that it shall continue to disclose all the KPIs included in this section titled, “Basis for Issue Price”, on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges or such period as may be required under the SEBI ICDR Regulations.

7. Comparison of KPIs with listed industry peers

(Rs.in lakhs)

Key Performance Indicators	C2C Advanced Systems Limited			Paras Defence and Space Technologies Limited		
	March 31, 2024	March 31, 2023	March 31, 2022	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations ⁽¹⁾	4,105.89	804.87	34.69	23243.45	21427.96	18000.01
EBITDA ⁽²⁾	1,832.52	386.20	(208.30)	6036.06	6361.40	5449.07
EBITDA Margin (in %) ⁽³⁾	44.63	47.98	(600.46)	26.09	29.69	30.27
Profit after tax ⁽⁴⁾	1,239.54	287.52	(238.21)	3423.25	3592.82	2690.86
PAT Margin (in %) ⁽⁵⁾	30.19	35.72	(686.68)	14.73	16.77	14.95
Net worth ⁽⁶⁾	7,645.83	252.14	(136.57)	41290.11	37938.27	34386.92
Debt/Equity ⁽⁷⁾	-	3.75	(4.06)	0.08	-	0.08
RoNW (in %) ⁽⁸⁾	16.21	114.03	Not ascertainable	8.29	9.47	7.83
NAV (in ₹) ⁽⁹⁾	62.38	16.81	(27.31)	105.87	97.28	88.17

Source: Annual Reports of the respective companies / www.bseindia.com/www.nseindia.com:

8. Weighted average cost of acquisition, Floor price and Cap Price

a) Price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)

The details of the issuances of Equity Shares excluding issuance of bonus shares during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s), in a single transaction or multiple transactions combined together over a span of 30 days are as follows:

The details of allotment of 9,99,900 Equity shares on March 31, 2023 and 22,37,294 Equity shares on September 16, 2023 by way of Preferential Issue and Rights Issue respectively are as follows:

Sr no.	Date of allotment	Names of allottees	No. of securities allotted	Face Value (Rs.)	Issue Price per equity share (Rs.)	Nature of consideration	Total consideration (Rs. In lakhs)
1.	March 31, 2023	C2C Innovations Private Limited	5,50,000	10.00	10.00	Cash	99.99
		Subrahmanya Srinivasa Narendra Lanka	2,24,950				
		Kuriyedath Ramesh	2,24,950				
2.	September 16, 2023	PVR Multimedia Private Limited	22,35,294	10.00	17.00	Conversion of loan	380.33
		Subrahmanya Srinivasa Narendra Lanka	1,000				
		Kuriyedath Ramesh	1,000				
Weighted Average Cost of Acquisition							14.84

b) Price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where the Promoter, members of the Promoter Group are a party to the transaction, during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

For the purpose of disclosure under part (a) and (b) above, 'primary transaction' refers to a primary issue of Equity Shares or securities convertible into Equity Shares, excluding shares issued under a bonus issuance of shares and 'secondary transactions' refer to any secondary sale or acquisition of Equity Securities (excluding gifts).

c) Primary and secondary transactions in the last three years preceding the date of this Red Herring Prospectus

Since there have been transactions in the Company under point a) and b) above, information for the last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions, is not applicable.

a) Weighted average cost of acquisition, Floor price and Cap Price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor price* (i.e. ₹ [●])	Cap price* (i.e. ₹ [●])
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18	14.84**	[●] times	[●] times

months preceding the date of filing of this Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days			
Weighted average cost of acquisition for last 18 months for secondary sale/ acquisition of shares equity/convertible securities), where promoter/ promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	NA	[●] times	[●] times
(a) Based on primary issuances	14.84#	[●] times	[●] times
(b) Based on secondary transactions	#	[●] times	[●] times

Certified by M/s P K Chand & Co., Chartered Accountants, Statutory Auditors by its certificate dated November 04, 2024.

** To be updated at Prospectus stage*

#Weighted average cost of acquisition has been computed for five transactions after considering the impact of the corporate actions: bonus issuance made by the Company.

**To be included at Prospectus Stage*

The Offer Price will be determined by our Company in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to the sections “Our Business”, “Risk Factors”, “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 128, 26, 199 and 238 respectively of this Red Herring Prospectus to have an informed view before making an investment decision.

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STATEMENT OF SPECIAL TAX BENEFITS

P. K. CHAND & CO.
Chartered Accountants



F-21 B, Sector-27, Noida-201301, INDIA
Ph. : 0120-4202226, +91-9811188432
Fax : 0120-4202227
Email : admin@pkchand.com

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
C2C Advanced Systems Limited
No.86, Wings of Eagle, SS Commercial Estate,
Varthur Road, Nagavarapalaya Main Road,
C V Raman Nagar,
Bengaluru- 560093 Karnataka, India

Mark Corporate Advisors Private Limited
404/1, The Summit Business Bay
Sant Janabhai Road *Service Lane)
Off Western Express Highway, Vile Parle (East)
Mumbai 400 057

Beeline Capital Advisors Private Limited
B/1311-1314, Shilp Corporate Park
Near Rajpath Club, Rajpath Rangoli Road,
Sarkhej - Gandhinagar Hwy,
Ahmedabad, Gujarat – 380054, India.

(‘Mark Corporate Advisors Private Limited’ and ‘Beeline Capital Advisors Private Limited’ both jointly referred to as the “**Book running lead manager (BRLM)**” or “**Lead Manager**”)
Dear Sirs,

INDEPENDENT AUDITOR’S CERTIFICATE IN RESPECT OF STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO C2C ADVANCED SYSTEMS LIMITED (THE ‘COMPANY’) AND ITS SHAREHOLDERS UNDER THE INDIAN TAX LAWS:

1. This certificate is issued in accordance with the terms of our arrangement letter dated February 12, 2024 executed between us, the Company and the BRLM for the purpose of the proposed initial public offering of equity shares of face value of Rs. 10 each (the ‘Equity Shares’) of the Company (such offering, the ‘Offer’) under Chapter - II of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (the ‘SEBI ICDR Regulations’) and related rules and regulations issued by the Securities and Exchange Board of India (‘SEBI’).
2. A statement containing details of possible special tax Benefits available to the Company and its shareholders under the Income tax Act, 1961 (read with income tax rules, circulars, notifications), as amended (hereinafter referred to as the ‘Income Tax Regulations’) has been prepared by the management of the Company and signed by the authorized signatory of the Company (hereinafter referred to as ‘the Statement’) is annexed, which we have initialed for identification purposes only.
3. We understand that the Company is required to disclose such details in the Red Herring Prospectus (the ‘RHP’) and Prospectus (the ‘Prospectus’, and together with the RHP, the ‘Offer Documents’).

Management’s Responsibility

4. The preparation of the Statement is the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The management

Website : www.pkchand.com



is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

5. The Management is also responsible for ensuring adherence that the details in the Statement are correct.

Independent Auditor's Responsibility

6. Pursuant to the SEBI ICDR Regulations and the Companies Act 2013, as amended ('Act'), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible special tax benefits available to the Company and to its shareholders as of date, in accordance with the Income Tax Regulations as at the date of our report.
7. We have relied upon a representation from the Management of the Company that the Company does not have any subsidiary.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Inherent Limitations

10. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.
 - a) The accompanying statement does not cover any general tax benefits available to the Company and its shareholders. Further, any benefits available under any other law within or outside India have not been examined by us and covered by this Statement.
 - b) The 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 Offer.
 - c) Further, we give no assurance that the Revenue authorities/ Courts will concur with our views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

Opinion

11. In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available to the Company and the shareholders of the Company, in accordance the Income Tax Regulations as at the date of our report.
12. The contents of the enclosed statement are based on information and explanations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company, which we have relied upon.



is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

5. The Management is also responsible for ensuring adherence that the details in the Statement are correct.

Independent Auditor's Responsibility

6. Pursuant to the SEBI ICDR Regulations and the Companies Act 2013, as amended ('Act'), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible special tax benefits available to the Company and to its shareholders as of date, in accordance with the Income Tax Regulations as at the date of our report.
7. We have relied upon a representation from the Management of the Company that the Company does not have any subsidiary.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
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12. The contents of the enclosed statement are based on information and explanations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company, which we have relied upon.



ANNEXURE 1

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO C2C ADVANCED SYSTEMS LIMITED (THE 'COMPANY') AND ITS SHAREHOLDERS:

Direct Tax - under the Income tax Act, 1961 (read with income tax rules, circulars, and notifications), as amended (hereinafter referred to as the 'Income Tax Regulations'):

There are no special tax benefits available to the Company and its Shareholders under Income Tax Regulation.

Notes:

1. The above Statement set out 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. This Statement 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/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time.

For C2C Advanced Systems Limited

Murtaza Ali Soomar
(Director)
DIN: 05194435

Place: Delhi
Date: February 12, 2024

SECTION V: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this chapter has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information. Since no industry report has been obtained by the Company by paying for the same and the date has been sourced from public sources, there is no specific reference to threats and challenges that will be faced by the Company and its services.

GLOBAL ECONOMY – OVERVIEW

The global recovery from the COVID-19 pandemic and Russia's invasion of Ukraine remains slow and uneven. Despite economic resilience earlier this year, with a reopening rebound and progress in reducing inflation from last year's peaks, it is too soon to take comfort. Economic activity still falls short of its pre pandemic path, especially in emerging market and developing economies, and there are widening divergences among regions. Several forces are holding back the recovery. Some reflect the long-term consequences of the pandemic, the war in Ukraine, and increasing geoeconomic fragmentation. Others are more cyclical in nature, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events.

Global growth is forecast to slow from 3.5 percent in 2022 to 3.0 percent in 2023 and 2.9 percent in 2024. The projections remain below the historical (2000–19) average of 3.8 percent, and the forecast for 2024 is down by 0.1 percentage point from the July 2023 Update to the World Economic Outlook. For advanced economies, the expected slowdown is from 2.6 percent in 2022 to 1.5 percent in 2023 and 1.4 percent in 2024, amid stronger-than-expected US momentum but weaker-than-expected growth in the euro area. Emerging market and developing economies are projected to have growth modestly decline, from 4.1 percent in 2022 to 4.0 percent in both 2023 and 2024, with a downward revision of 0.1 percentage point in 2024, reflecting the property sector crisis in China. Forecasts for global growth over the medium term, at 3.1 percent, are at their lowest in decades, and prospects for countries to catch up to higher living standards are weak. Global inflation is forecast to decline steadily, from 8.7 percent in 2022 to 6.9 percent in 2023 and 5.8 percent in 2024. But the forecasts for 2023 and 2024 are revised up by 0.1 percentage point and 0.6 percentage point, respectively, and inflation is not expected to return to target until 2025 in most cases.

Risks to the outlook are more balanced than they were six months ago, on account of the resolution of US debt ceiling tensions and Swiss and US authorities' having acted decisively to contain financial turbulence. The likelihood of a hard landing has receded, but the balance of risks to global growth remains tilted to the downside. China's property sector crisis could deepen, with global spillovers, particularly for commodity exporters. Elsewhere, near-term inflation expectations have risen and could contribute—along with tight labour markets—to core inflation pressures persisting and requiring higher policy rates than expected. More climate and geopolitical shocks could cause additional food and energy price spikes. Intensifying geoeconomic fragmentation could constrain the flow of commodities across markets, causing additional price volatility and complicating the green transition. Amid rising debt-service costs, more than half of low-income developing countries are in or at high risk of debt distress. There is little margin for error on the policy front.

Central banks need to restore price stability while using policy tools to relieve potential financial stress when needed. Effective monetary policy frameworks and communication are vital for anchoring expectations and minimizing the output costs of disinflation. Fiscal policymakers should rebuild budgetary room for manoeuvre and withdraw untargeted measures while protecting the vulnerable. Reforms to reduce structural impediments to growth—by, among other things, encouraging labour market participation—would smooth the decline of inflation to target and facilitate debt reduction. Faster and more efficient multilateral coordination is needed on debt resolution to avoid debt distress. Cooperation is needed as well to mitigate the effects of climate change and speed the green transition, including by ensuring steady cross-border flows of the necessary minerals.

(Source : <https://www.imf.org/en/Publications/WEO/Issues/2023/10/10/world-economic-outlook-october-2023>)

Indian Economy – Overview

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Real GDP at constant prices in the second quarter of 2022–23 is estimated at US\$ 1.94 trillion (Rs. 160.06 trillion), showing a growth of 7.2% as compared to the First Revised Estimates of GDP for the year 2021–22 of US\$ 1.81 trillion (Rs. 149.26 trillion), indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. In FY22, India's service exports stood at US\$ 254.4 billion. Furthermore, India's overall exports (services and merchandise) was estimated at US\$ 770.18 billion in FY23. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April–December 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10–15 years, backed by its robust democracy and strong partnerships. India's appeal as a destination for investments has grown stronger and more sustainable as a result of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

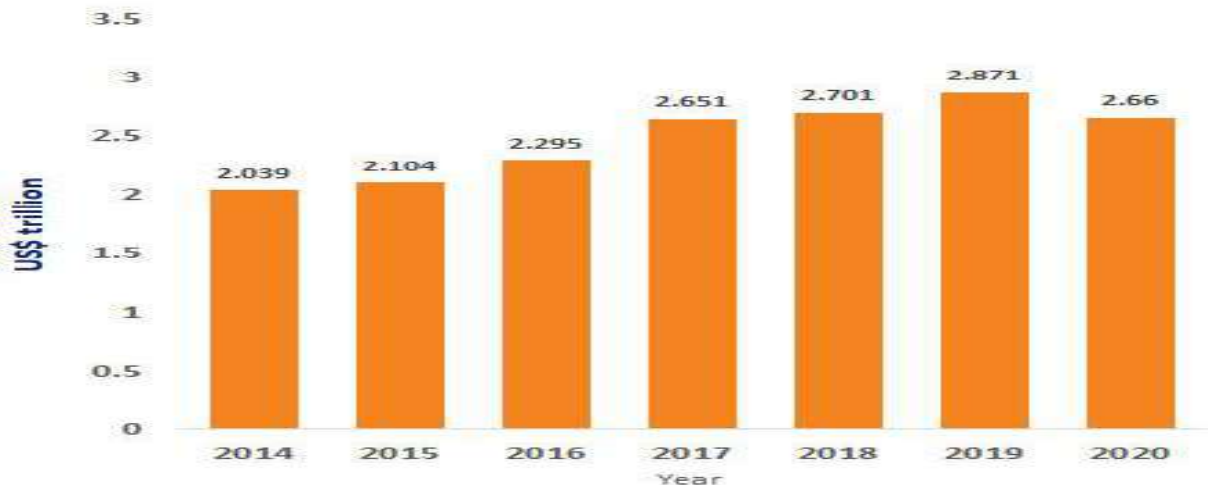
Market Size

India's nominal gross domestic product (GDP) at current prices is estimated to be at US\$ 3.31 trillion (Rs. 272.41 trillion) in FY22. Additionally, the Nominal GDP at current prices in Q3 of 2022–23 was US\$ 874.84 billion (Rs. 71.82 trillion), as against US\$ 792.3 billion (Rs. 65.05 trillion) in 2021–22, estimating a growth of 10.4%. With 115 unicorns valued at more than US\$ 350 billion, as of February 2023, 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 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8–8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at US\$ 1.3 billion, 0.2% of GDP in the fourth quarter of FY23.

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

India's Gross Domestic Production



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.

The Road Ahead

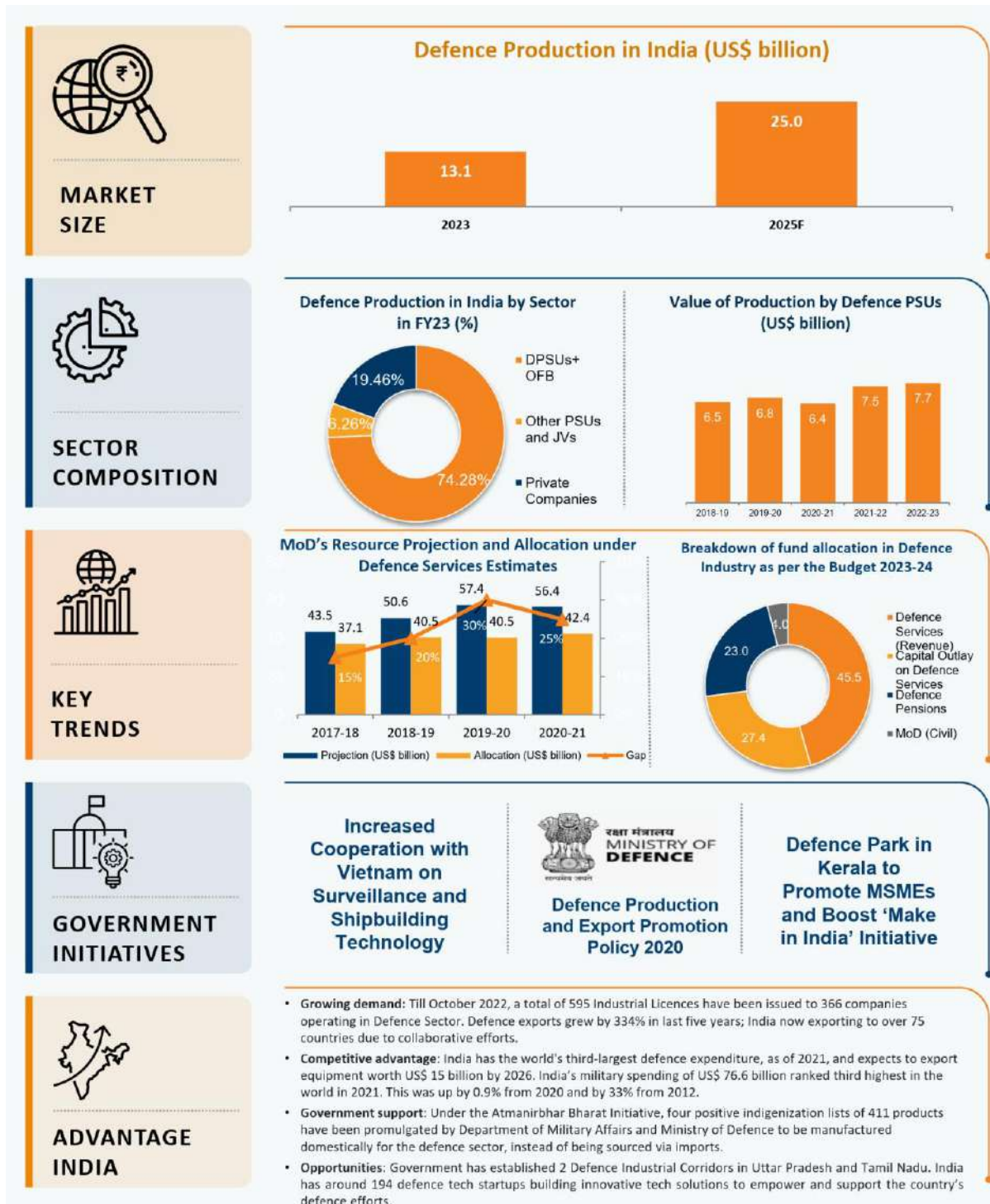
In the second quarter of FY23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation 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 June 2023 (Provisional), CPI-C inflation was 4.81%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

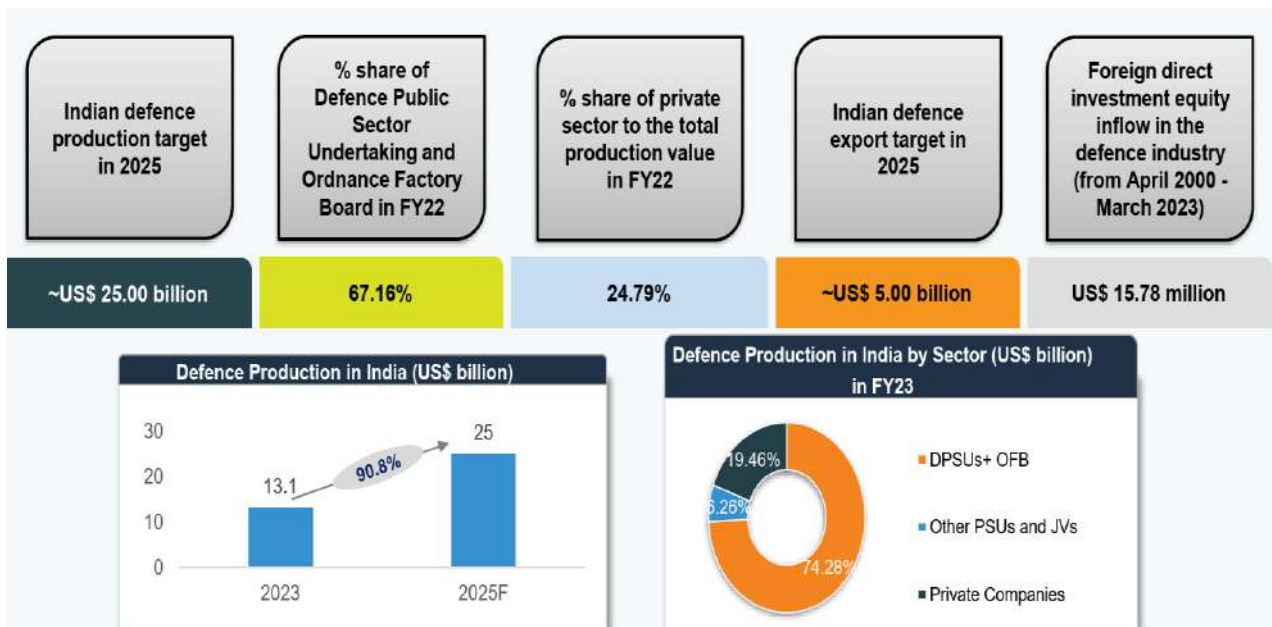
Defence Manufacturing Industry – Infographic (August 2023)



Introduction

The Indian Defence ecosystem is a confluence between the Government and the defence manufacturing industry. Ministry of Defence has set a target of achieving a turnover of US\$ 25 million in aerospace and defence manufacturing by 2025, which includes US\$ 5 billion in exports.

- The government has set a target of achieving defence manufacturing worth Rs. 1,75,000 crore (US\$ 21.14 billion), including defence exports of Rs. 35,000 crore (US\$ 4.22 billion) by 2024-25.
- The Union Budget for Financial Year 2023-24 envisages an outlay of Rs. 5,93,537.64 crore (US\$ 72.2 billion), which is 13.18 % of the total budget. This includes an amount of Rs. 1,38,205 crore (US\$ 16.8 billion) for Defence Pensions. The total Defence Budget represents an enhancement of Rs. 68,371.49 crore (US\$ 8.3 billion (13%) over the Budget of 2022-23.
- Over the next 5-7 years, the Government of India plans to spend US\$ 130 billion for fleet modernisation across all armed services.



Source: Department for Promotion of Industry and Internal Trade, Press Information Bureau, Make in India, Union Budget 2023-24

Advantage India

Over last decade, the defence, security and aerospace sectors in India have assumed position of immense strategic importance. Realizing the vital importance, the Indian government under the leadership Hon. PM Modi has laid out the goal of joining the select group of top global producers of defence, security and aerospace equipment and systems by the year 2025. The Government is embarked on serious reforms through various policy initiatives encouraging private sector to take the lead in building a globally competitive Military Industrial complex.

India's defence and security sector is on a cusp of explosive growth. In addition, the internal and external security challenges of the country and the world continue to increase exponentially. Given this background, the need to build capacity in architecting, design and development of mission critical systems with unwavering focus on imbibing emerging technologies, cannot be over emphasised.

The true measure of a nation's security lies in its ability to design and develop solutions that enable Defence and security architecture use advanced technologies to meet its strategic objectives. The Indian defence and security sector must usher into an era of self-reliance (Atmanirbharta) through homegrown innovations and partners who have a stake in participating in this growth.

This self-reliance must encompass the entire gamut of systems and sub-systems including, emerging areas as Integrated platforms (system of systems) for delivering situational awareness, mission planning, and command & control of diverse systems and sub-systems across multiple domains and theatres. Collaborations with global systems developers is critical as it will be mutual win-win as Indian resources can lower their costs for global sales while India gets competent to support their endeavours. Indian Defence will invest over US\$ 220 billion in acquiring platforms, technologies and Software over the next 7-8 years.

(Source: Bloomberg <https://www.bloomberg.com/news/articles/modi-vo...>)

1. Competitive Advantage

- India's military spending of US\$ 76.6 billion ranked third highest in the world in 2021. This was up by 0.9% from 2020 and by 33% from 2012.
- The Government of India opened the defence industry for private sector participation to provide impetus to indigenous manufacturing.
- As per the Union Budget 2022-23, 25% of defence R&D budget has been earmarked for private industry and start-ups which will pave the way for innovation of new defence technologies in India.

2. Growing Demand

- Demand growth is likely to accelerate with rising concerns of national security.
- Till October 2022, a total of 595 industrial licences have been issued to 366 companies operating in the defence sector.
- Defence exports grew by 334% in the last five years; India now exports to over 75 countries due to collaborative efforts.
- The Ministry of Defence has set a target of achieving defence exports worth Rs. 35,000 crore (US\$ 4.27 billion) by 2024.

3. Opportunities

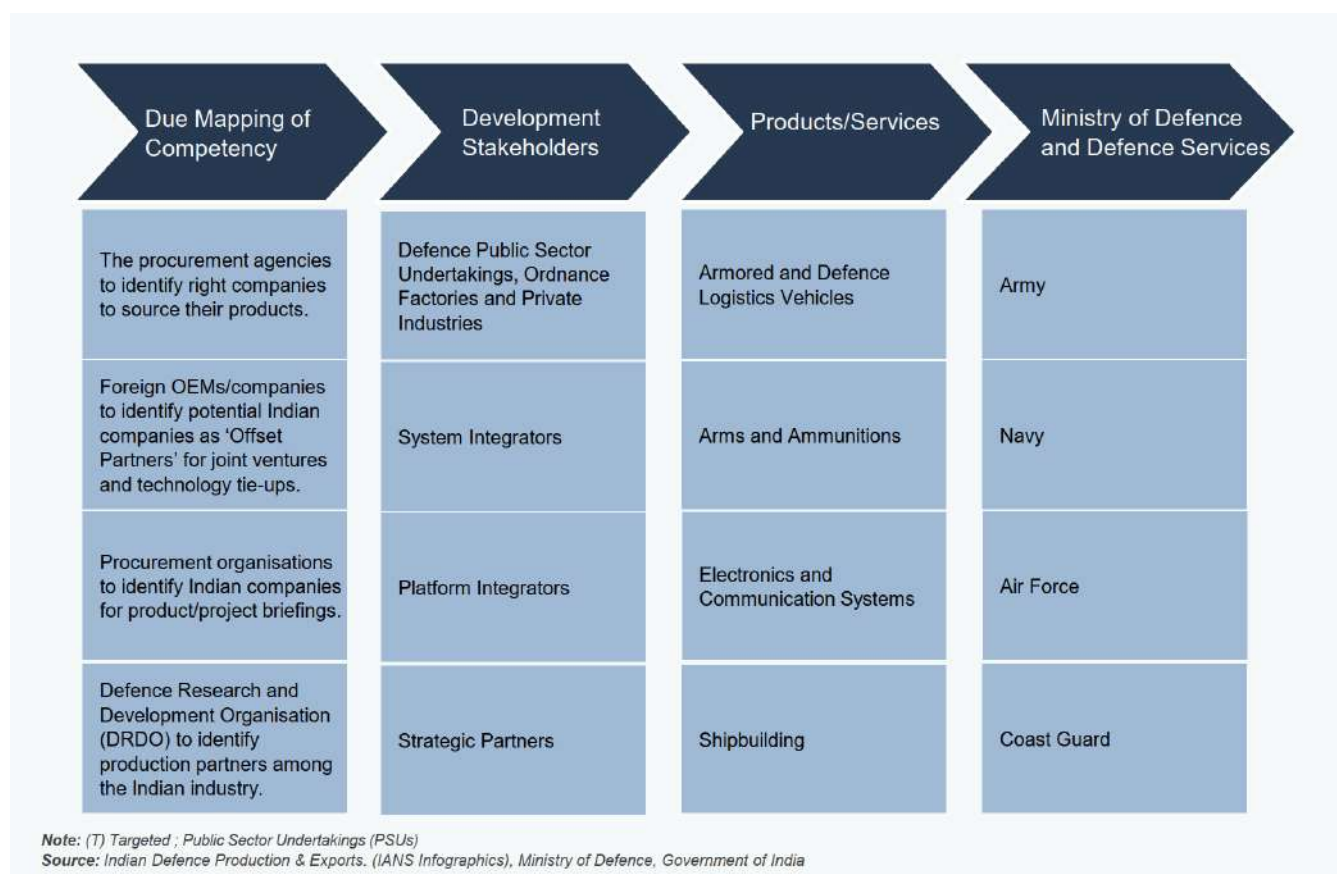
- Government has established two Defence Industrial Corridors in Uttar Pradesh and Tamil Nadu.
- India has around 194 defence tech startups building innovative tech solutions to empower and support the country's defence efforts.

4. Government Support Investment

- With Government initiatives, the expenditure on defence procurement from foreign sources which used to be 46% of the overall expenditure has reduced to 36.7% in the last four years i.e. 2018-19 to 2021-22.
- Under the Aatmanirbhar Bharat Initiative, four positive indigenization lists of 411 products have been prepared by Department of Military Affairs and Ministry of Defence to be manufactured domestically for the defence sector, instead of being sourced via imports.
- SRIJAN portal launched to promote indigenization. 19,509 defence items, have been displayed on the portal for indigenization.

Source : Union Budget 2022-23, Make in India, Srijan defence

Defence Manufacturing Landscape



Indian Defence Production Value

The value of defence production in the country crossed Rs. 1 lakh crore (US\$ 12 billion) for the first time on the back of key reforms to spur growth in the sector that holds vast potential. The figure stood at Rs. 1,08,330 crore (US\$ 13.07 billion) in FY23 compared to Rs. 95,000 crore (US\$ 11.47 billion) in FY22 and Rs. 54,951 crore (US\$ 6.63 billion) five years ago. The Indian defence sector is one of the world’s largest and most profitable industries, with a 10-year pipeline of over US\$ 223 billion in aerospace and defence capital expenditure and a projected medium-term investment of US\$ 130 billion. The Draft Defence Production and Export Promotion Policy (DPEPP) was published in 2020, with the ambitious goal of increasing defence turnover from approximately Rs. 80,000 crore (US\$ 10 billion) in 2019-20 to approximately Rs. 1,75,000 crore (US\$ 21.87 billion) by 2025, including the export of Rs. 35,000 crore (US\$ 4.37 billion). Among the large defence programs expected to be shifted to “Buy Global – Manufacture in India” are 114 multirole fighter aircraft (MRFA), with a gradual increase in domestic production. The FDI maximum in defence manufacturing under the automatic route has been raised from 49% to 74% (for new investments requiring an industrial licence), allowing foreign firms to establish manufacturing units with a greater degree of ownership and control.

Defence Exports

Defence exports grew by 334% in last five years and India now exports to over 75 countries due to collaborative efforts. The Central government aims to take India’s defence exports up to US\$ 5 billion by 2024-25. Defence Production and Export Promotion Policy 2020 (DPEPP): The present 'Defence Production & Export Promotion Policy (DPEPP) 2020' is positioned as Ministry of Defence's overarching guiding document to provide a focused, structured and significant thrust to defence production capabilities of the country for self-reliance and exports. The policy has the following goals:

- To achieve a turnover of Rs. 1,75,000 crore (US\$ 25 billion) including export of Rs. 35,000 Crore (US\$ 5 billion) in Aerospace and Defence goods and services by 2025.
- To develop a dynamic, robust and competitive Defence industry, including Aerospace and Naval Shipbuilding industry to cater to the needs of Armed forces with quality products.
- To reduce dependence on imports and take forward "Make in India" initiatives through domestic design and development.
- To promote export of defence products and become part of the global defence value chains.
- To create an environment that encourages R&D, rewards innovation, creates Indian IP ownership and promotes a robust and self-reliant defence industry.



Defence Import

Indian government endeavours to boost indigenous defence manufacturing. India ranks fourth among 12 Indo-Pacific nations in self-reliant arms production capabilities, according to a study released this month by the Stockholm International Peace Research Institute (SIPRI). Hindustan Aeronautics Ltd, Indian Ordnance Factories, Bharat Electronics, Mazagaon Docks and Cochin Shipyard are among the major Indian arms servicing companies. Ashok Leyland, one of the largest suppliers of trucks to the Indian Army, is the only company ranked in the top 50 in the Indo-Pacific. To support the domestic defence industry the government aims to ensure transparency, predictability, and ease of doing business by creating a robust eco-system and supportive government policies. Towards this end the government has taken steps to bring about de-licensing, de-regulation, export promotion and foreign investment

liberalisation. Ministry of Defence has also notified three 'Positive Indigenisation lists' comprising of 310 defence equipment to be manufactured locally. Additionally, to promote export and liberalise foreign investments FDI in Defence Sector has been enhanced up to 74% through the Automatic Route and 100% by Government Route. ▪ The government has also announced two dedicated Defence Industrial Corridors in the States of Tamil Nadu and Uttar Pradesh to act as clusters of defence manufacturing that leverage existing infrastructure, and human capital.

(Source: Department of Defence Production, Ministry of Defence, Ministry of Defence, Government of India)

Notable Trends in the Defence Sector

1. Focus on Defence Startups

- According to government data, India has around 194 defence start-ups building innovative tech solution. The government has set a target of US\$ 21.3 billion (Rs. 1.75 lakh crore) of defence production by 2025, which includes export of US\$ 4.3 billion (Rs.35,000 crore).
- Indian and American startups will now be able to co-develop and co-produce advanced technologies, including in areas of space artificial intelligence, under the India-United States Defence Acceleration Ecosystem (INDUS-X).

2. Presence of Private Sector in Defence Manufacturing

- The Indian private sector has grown since opening of the defence sector and evolved from producing components and sub-systems, to developing complete equipment and systems, system of systems and platform level solutions.
- This is clearly visible from the quantum [more than 90%] of defence exports by private defence companies.

3. Developing AI based Capabilities

- The Radio Trunk System (RTS), Radio Local System, Artillery Combat Command and Control System (ACCCS) also called as 'SHAKTI', wireless message transfer unit (WMTU), Advanced Tactical Communication Systems for the Army such as Army Radio Engineered Network (AREN), Army Static Switched Communication Network (ASCON), Troposcatter Communication Systems, SATCOM, Battlefield Management System (BMS) etc. are some of the CAIR's products which have significantly improved military communication in the border areas.

4. Leverage IT for Efficient Defence Production Operations

- SRIJAN portal launched to promote indigenization. 19,509 defence items, have been displayed on the portal for indigenization.
- Development of an indigenisation portal for all defence PSUs and ordnance factories can ensure seamless search experience for stakeholders for processes such as online registration of vendors expressing interest for indigenising a product.

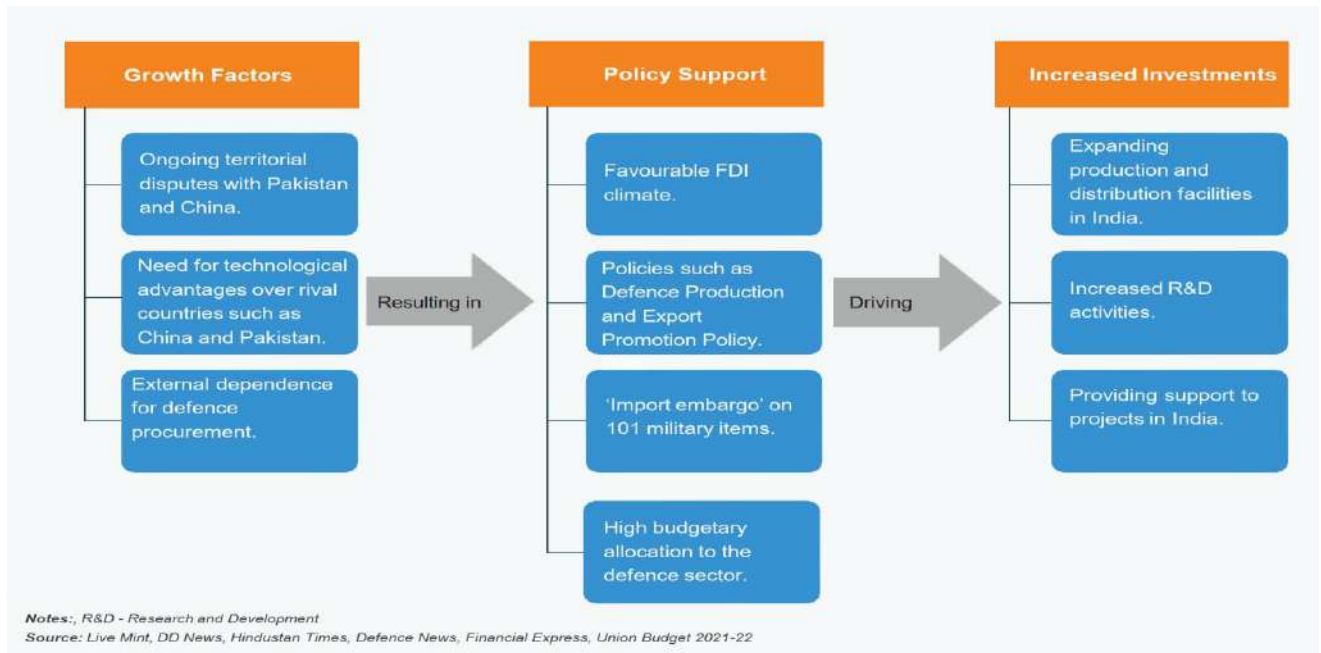
5. Local Designing and Development of Products

- Indigenous production of defense equipments is at the core of 'Make in India' programme.
- Key defence manufacturing companies are currently focussing on designing and developing various indigenous weapons and essential products to boost domestic manufacturing capabilities and align with Hon'ble Prime Minister's vision of Aatmnirbhar Bharat.
- Under the 'Aatmanirbhar Bharat' campaign, the Indian Aerospace and Defence sector has been identified as one of the key focus areas. There have been various policy changes signalling the end of an era of import dependence and aim to promote India as the most preferred global manufacturing destination for foreign OEMs/Tier-1 vendors.
- The government has set a target of achieving defence manufacturing worth Rs. 1,75,000 crore (US\$ 21.14 billion), including defence exports of Rs. 35,000 crore (US\$ 4.22 billion) by 2024-25.

- To achieve the desired growth, the two main cornerstones will be indigenization and self-reliance in defence manufacturing.
- There have been substantial changes introduced in the defence policy framework in 2020. Raising the levels of Indigenous Content to a minimum of 50 per cent across various categories, introducing new categories like ‘Buy (Global – Manufacture in India)’ under Defence Acquisition Procedure, 2020 (DAP 2020) thus increase the government’s focus on indigenisation, transfer of technology and encouraging private sector participation to be in line with the industry needs.
- Thrust on Modernisation & Infrastructure Development Sustained in Union Budget 2023: In the Union Budget 2023-24, the Capital Investment Outlay has been increased steeply for the third year in a row by 33% to US\$ 121 billion (Rs. 10 lakh crore), which would be 3.3% of GDP. This will be almost three times the outlay in 2019-20.
- As per the Union Budget 2023-24, the Capital Allocations pertaining to modernization and infrastructure development of the Defence Services has been increased to US\$ 19.7 billion (Rs. 1,62,600 crore) representing a rise of US\$ 1.2 billion (Rs. 10,230 crore) (6.7%) over 2022-23. Also, the increase in the Capital Budget since 2019-20 has been US\$ 7.2 billion (Rs. 59,200 crore) (57%). This increase is a reflection of the Government’s commitment towards sustainable augmentation in the area of modernization & infrastructure development of the Defence Services.
- Recognising the crucial role of Research, Innovation and Technological development towards capacity building of the Armed Forces as well as fueling India’s Mission of Aatmanirbharta:
 - To foster innovation, encourage technology development and strengthen the Defence Industrial ecosystem in the country, iDEX and DTIS have been allocated US\$ 14 million (Rs. 116 crore) and US\$ 5.4 million (Rs. 45 crore) in the Union Budget 2023-24, respectively representing an enhancement of 93% for iDEX and 95% for DTIS over 2022-23. This will fulfill the Ministry of Defence’s vision to leverage ideas from bright young minds across the country.
 - The Union Budget 2023-24 has announced a National Data Governance Policy to unleash innovation and research by start-ups and academia. This will enable access to anonymized data which will further boost the Defence Start-ups and iDEX scheme.
 - Additionally, the Union Budget 2023-24 has also announced that the revamped Credit Guarantee scheme for MSMEs which will take effect from 1st April 2023 through infusion of US\$ 1.09 billion (Rs. 9,000 Crore) in the corpus. This will enable additional collateral-free guaranteed credit of US\$ 24.3 billion (Rs. 2 lakh crore). Further, the cost of the credit has also been reduced by about 1 per cent. This scheme will give a further fillip the MSMEs associated with the Defence Sector.
- The two defence corridors in Uttar Pradesh and Tamil Nadu have signed 158 memorandums of understanding (MoUs) with industries representing investments worth US\$ 2.92 billion (Rs. 23,933 crore). The Central government aims to take India’s defence exports up to US\$ 5 billion by 2024-25.

(Source: Press Information Bureau, Union Budget 2023-24, News Articles)

Growth Drivers for Defence Manufacturing in India



Developments in the Defence Manufacturing Industry

1. Thrust on Modernisation & Infrastructure Development Sustained in Union Budget 2023

- In the Union Budget 2023-24, the Capital Investment Outlay has been increased steeply for the third year in a row by 33% to US\$ 121 billion (Rs.10 lakh crore), which would be 3.3% of GDP. This will be almost three times the outlay in 2019-20.
- Accordingly, the Capital Allocations pertaining to modernization and infrastructure development of the Defence Services has been increased to US\$ 19.7 billion (Rs. 1,62,600 crore) representing a rise of US\$ 1.2 billion (Rs. 10,230 crore) (6.7%) over 2022-23. Also, the increase in the Capital Budget since 2019-20 has been US\$ 7.2 billion (Rs. 59,200 crore) (57%). This increase is a reflection of the Government's commitment towards sustainable augmentation in the area of modernization & infrastructure development of the Defence Services.
- The Capital Budget of Border Roads Organisation (BRO) has been increased by 43% to US\$ 607.8 million (Rs. 5,000 crore) in 2023-24 as against US\$ 425.8 million (Rs. 3,500 crore) in 2022-23. Also, the allocation under this segment has doubled in two years since 2021-22. This will boost the Border infrastructure thereby creating strategically important assets like Sela Tunnel, Nechipu Tunnel & Sela-Chhabrela Tunnel and will also enhance border connectivity.

2. Major Milestones in Fighter Jets and Missiles

- DRDO developed supersonic missile assisted torpedo (SMART) system was successfully launched from Wheeler Island in Odisha. The system is a next generation missile-based standoff torpedo delivery system. It has been designed to enhance anti-submarine warfare capability far beyond the conventional range of the torpedo. The system will further enhance the strength of our Navy and promote self-reliance in defence, harnessing of expertise and capabilities.

3. Agnipath

- The AGNIPATH scheme for recruitment of youth in the Armed Forces was launched in June, allowing patriotic youth (Agniveers) to don the sacred uniform and serve the country for a period of four years. The scheme has been designed to enable a youthful profile of the Armed Forces and bring about a transformational shift towards a more tech-savvy military.

4. INS Vikrant – Red letter day for ‘Aatmanirbhar Bharat’

- India’s first indigenous aircraft carrier INS Vikrant was commissioned by the Prime Minister at Cochin Shipyard Limited in September 2022. The commissioning showcased the country’s growing prowess of indigenous manufacturing and a major milestone in the path towards ‘Aatmanirbhar Bharat’.
- With 76% indigenous content, the 262.5 m long and 61.6 m wide ship is equipped with state-of-the-art equipment/systems, designed for a crew of around 1,600 officers and sailors.

5. Light Combat Helicopter “Prachand”

- The LCH is the first indigenous Multi-Role Combat Helicopter which has potent ground attack and aerial combat capability.
- It possesses modern stealth characteristics, robust armour protection and formidable night attack capability.
- Onboard advanced navigation system, guns tailored for close combat and potent air to air missiles make the LCH especially suited for the modern battlefield. It is capable of operating from high altitude terrain and carrying out precision strike at high altitude targets.

6. Missile Destroyers / Frigates

- Two frontline warships of the Indian Navy – ‘Surat’ and ‘Udaygiri’ were launched at Mazagon Docks Limited, Mumbai in May. ‘Surat’ is the fourth Stealth-Guided Missile Destroyer of P15B class, while ‘Udaygiri’ is the second Stealth Frigate of P17A class.
- Project 15B class of ships are the next-generation stealth guided-missile destroyers of the Indian Navy which are follow-on class of the weapon intensive P15A (Kolkata Class) Destroyers.
- P17A Frigates are warships that are follow-on class of the P17 (Shivalik Class) Frigates with improved stealth features, advanced weapons & sensors and platform management systems.
- Y-12705 (Mormugao), the second ship of Project 15B, was delivered to Indian Navy in November, while fifth Stealth Frigate ‘Taragiri’ of P17A was launched in September. 2023.
- Indian Navy received a fully indigenised fuze YDB-60 for underwater Rocket RGB 60 in March, 2023 manufactured for the first time by a private Indian industry.

7. C-295 transport aircraft manufacturing facility

- The Prime Minister laid the foundation stone of C-295 transport aircraft manufacturing facility - the country’s first in the private sector – in Vadodara, Gujarat in October 2023 . The facility will manufacture C-295 aircraft for the Indian Air Force through collaboration between Tata Advanced Systems Limited and Airbus Defence and Space S.A., Spain.
- This is the first project of its kind in which a military aircraft will be manufactured in India by a private company. The total cost of the project is US\$ 2.6 billion (Rs. 21,935 crore). The aircraft can be used for civilian purposes as well.
- 40 aircraft will be manufactured at the facility, while 16 aircraft will be delivered in flyaway condition, as per the contract signed between Ministry of Defence with M/s Airbus Defence and Space S.A.

8. Bilateral Cooperation, Agreements and Dialogues

- India-US 2+2 Dialogue: The dialogue reviewed bilateral cooperation across domains and discussed ways to further bolster the ties. The Raksha Mantri and External Affairs Minister Mr. S Jaishankar expressed India’s desire to take the partnership towards co-development and co-production with US companies. He called for increased investments by US defence companies in India under the ‘Make in India’ programme.
- India-Japan 2+2 Ministerial Dialogue: The Raksha Mantri, along with the External Affairs Minister, participated in the 2nd India-Japan 2+2 Ministerial Dialogue in Tokyo in September 2022. A wide spectrum

of bilateral and regional issues of mutual interest were discussed during the meeting. Extensive discussions were held on ways to enhance maritime cooperation, including maritime domain awareness. There was consensus on both sides that a strong India-Japan relationship is very important for a free, open, rule-based and inclusive Indo-Pacific based upon sovereignty and territorial integrity of nations.

- India-France Annual Defence Dialogue: Minister of Defence of India, Mr. Rajnath Singh, held the 4th India-France Annual Defence Dialogue with Minister of Armed Forces of the French Republic Mr Sebastien Lecornu in New Delhi in November. They discussed means to strengthen maritime cooperation and increase the scope and complexity of bilateral exercises. One of the key areas of discussion was defence industrial cooperation with a focus on 'Make in India'. Future collaborations and potential co-production opportunities were deliberated upon.
- India-Maldives 4th Defence Cooperation Dialogue: India and the Maldives conducted the 4th Defence Cooperation Dialogue (DCD) in Male, Maldives on March 19, 2023. During the interaction, the two nations reviewed the ongoing bilateral defence cooperation activities and both sides apparently expressed satisfaction at the increasing engagements.
- India-Malaysia 10th Sub-Committee on Military Cooperation: The 10th meeting of Sub Committee on Military Cooperation between India and Malaysia was held in New Delhi on July 27, 2023. During the meeting, the existing defence cooperation between the two countries both sides explored effective and practical initiatives to further expand the bilateral defence engagements.
- India-Australia 8th Defence Policy Talks: The 8th India-Australia Defence Policy Talks (DPT) was held at Canberra in Australia on July 24-25, 2023. During the Defence Policy talks, both sides reviewed the bilateral defence cooperation between the two countries and explored new initiatives to further strengthen and deepen bilateral defence engagements. The discussions also focused on identifying ways to strengthen partnership in co-development and co-production of defence equipment.

9. AI in Defence

- 75 newly-developed Artificial Intelligence (AI) products/technologies were launched by the Raksha Mantri, Mr. Rajnath Singh, during the first ever 'AI in Defence' symposium and exhibition organized by Ministry of Defence in New Delhi.
- The products fall under various domains such as AI Platform Automation; Autonomous/Unmanned/Robotics systems; Block Chain-based Automation; Command, Control, Communication, Computer and Intelligence, Surveillance and Reconnaissance; Cyber Security; Human Behavioural Analysis; Intelligent Monitoring Systems; Lethal Autonomous Weapon Systems; Logistics and Supply Chain Management, Operational Data Analytics; Manufacturing and Maintenance; Simulators/Test Equipment and speech/voice analysis using Natural Language Processing.
- As on March 1, 2023, 40 projects have been completed and over 106 projects are targeted to be completed by March, 2024.

10. IAF Weapon Systems Branch

- In a historic step for the Indian Air Force, Government approved the creation of a new branch 'Weapon Systems (WS) branch'. It would entail unification of all weapon system operators under one entity dedicated to the operational employment of all ground-based and specialist airborne weapon systems.
- The branch would encompass operators in four specialised streams of Surface-to-Surface missiles, Surface-to-Air missiles, Remotely Piloted Aircraft and Weapon System Operators in twin/multi-crew aircraft. The branch will contribute immensely by enhancing the war fighting capability of the Indian Air Force.

11. Submarine Launched Ballistic Missile

- INS Arihant carried out a successful launch of a Submarine Launched Ballistic Missile in October 2022. The missile was tested to a predetermined range and impacted the target area in the Bay of Bengal with very high accuracy. All operational and technological parameters of the weapon system have been validated.

12. **Brahmos Extended Range Version**

- In May 2022, India successfully fired the Extended Range Version of BrahMos Air Launched missile from Su-30 MKI fighter aircraft. The launch from the aircraft was as planned and the missile achieved a direct hit on the designated target in the Bay of Bengal region.

13. **Prithvi-II**

- A successful training launch of a Short-Range Ballistic Missile, Prithvi-II was carried out in June from the Integrated Test Range, Chandipur, Odisha. The missile is a proven system and is capable of striking targets with a very high degree of precision.

14. **Vertical Launch Short Range Surface-to-Air Missile**

- Vertical Launch Short Range Surface to Air Missile (VL-SRSAM) was successfully flight-tested by DRDO and Indian Navy from an Indian Naval Ship at ITR, Chandipur. The system will further strengthen the Indian Navy for neutralising various aerial threats at close ranges including sea-skimming targets.

15. **Agni**

- India carried out a successful training launch of Intermediate Range Ballistic Missile, Agni-3 from APJ Abdul Kalam Island, Odisha in November. It was part of routine user training launches carried out under the aegis of the Strategic Forces Command. The launch was carried out for a predetermined range and validated all operational parameters of the system. Earlier, in June, a successful training launch Agni-4 was carried out. It, too, validated all operational parameters as also the reliability of the system. The successful test reaffirms India's policy of having a 'Credible Minimum Deterrence' Capability.
- A successful training launch of a Medium-Range Ballistic Missile, Agni-1 was carried out by the Strategic Forces Command from APJ Abdul Kalam Island, Odisha on June 01, 2023.

16. **Phase-II Ballistic Missile Defence interceptor**

- DRDO conducted a successful maiden flight-test of Phase-II Ballistic Missile Defence interceptor AD-1 missile with large kill altitude bracket from APJ Abdul Kalam Island off the coast of Odisha in November.
- The flight-test was carried out with participation of all BMD weapon system elements located at different geographical locations.

17. **Man Portable Anti-Tank Guided Missile**

- In January 2022, DRDO successfully flight tested the final deliverable configuration of Man Portable Anti-Tank Guided Missile. The indigenously developed anti-tank missile is a low weight, fire & forget missile and is launched from a man portable launcher, integrated with thermal sight.
- The missile impacted the designated target and destroyed it.

18. **Enabling Industry**

- The present industry base supporting DRDO consists of 1,800 MSMSEs along with DPSUs and large-scale industries.
- DRDO has undertaken major initiatives through various policies to involve Indian industry as development cum Production Partners, offering its technology to industry at nominal cost and providing free access to its patents Policy for free access of DRDO patents by the Indian industry has been promulgated.
- Technology Development Fund (TDF) Scheme also funds industries, especially start-ups and MSMEs up to an amount of US\$ 6 million (Rs. 50 crore) for innovation, research and development of defence technologies in the field of defence and Aerospace.
- Till now, 64 projects have been awarded under TDF scheme to various MSMEs, start-ups and large industries amounting to total projects cost of approx. US\$ 34 million (Rs. 280 crore). DRDO has two

dedicated laboratories, Centre for Artificial Intelligence and Robotics (CAIR), Bengaluru and DRDO Young Scientist Laboratory (DYSL)-AI, Bengaluru for application-oriented research in AI.

Opportunities in Defence Manufacturing

1. Make in India Initiative

Government's emphasis on 'Make in India' initiative in the Defence sector provides huge opportunities for domestic players to enhance their indigenisation efforts. Under the Atmanirbhar Bharat Initiative, four positive indigenization lists of 411 products have been promulgated by Department of Military Affairs and Ministry of Defence to be manufactured domestically for the defence sector, instead of being sourced via imports. Government of India has planned replacement of aircraft fleet of the defence forces including Cheetah and Chetak helicopters with Naval Utility Helicopter, indigenous Light Utility Helicopter (LUH) manufactured by HAL under "Buy (Indian- IDDM)" project and Russian built Ka-226T as "Buy & Make (Indian)". The defence minister, Mr. Rajnath Singh handed over two 'Made in India' platforms, a Fast Patrol Vessel and a Landing Craft Assault ship, to the Maldives National Defence Forces, during a visit to the country in May, 2023.

2. Government Policy Support

FDI in the defence sector is allowed up to 74% through automatic route (from earlier 49%) for companies seeking new industrial licenses. FDI beyond 74% and up to 100% will be permitted under the Government route.

3. Technological Modernisation via Public Private Partnership

75 newly-developed Artificial Intelligence (AI) products/technologies are inaugurated. These products are expected to open up new business avenues for the Defence PSUs. ■ DRDO's Technology Development Fund (TDF) for MSMEs & Startups to indigenize cutting-edge defence technologies. 163 Technologies being indigenized, US\$ 30 million funds sanctioned, 1,703 experts and 5,020 companies engaged.

4. Start-up India

As per the Union Budget 2022-23, 25% of defence R&D budget has been earmarked for private industry and start-ups which will pave the way for innovation of new defence technologies in India.

5. Self – Reliance

The present 'Defence Production & Export Promotion Policy (DPEPP) 2020' is positioned as Ministry of Defence's overarching guiding document to provide a focused, structured and significant thrust to defence production capabilities of the country for self-reliance and exports.

(Source: IBEF Report on Defence Manufacturing Industry with References from: Ministry of Defence, Government of India, Defence Reports, Press Releases, Press Information Bureau, Department for Promotion of Industry and Internal Trade (DPIIT), Hindustan Times, Defence News, Financial Express, Union Budget 2023-24, Make in India, InvestIndia) (<https://www.investindia.gov.in/sector/defence-manufacturing>)

Conclusion

India's defence manufacturing is poised on a transformational cusp. Many of the impediments of the past which retarded progress in the past are being addressed. The MoD has set ambitious targets for indigenisation and its recent policies are aimed at revitalising this sector with a focus on innovation, technology development, exports, enhancing existing capacity and improving efficiencies in defence manufacturing. Restructuring within the MoD towards improving efficiency and quality is an encouraging development, The entry of the private sector also bodes well for the future. However, there are still areas where the pace of change could be accelerated. The emergence of India as a defence manufacturing hub not only to meet its own security requirements for India but for the entire region will depend on the MoD's ability and inclination to walk the talk in ensuring that its progressive policies are implemented in both, letter and spirit.

(Source : [Indiafoundation.in/articles-and-commentaries/indias-progress-as-a-defence-manufacturing-hub/](https://indiafoundation.in/articles-and-commentaries/indias-progress-as-a-defence-manufacturing-hub/) Article by Commodore Anil Jai Singh, Vice President of the Indian Maritime Foundation)

OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the detailed financial and other information included in this Red Herring Prospectus, including the information contained in the section titled "Risk Factors" on page no 26 of this Red Herring Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the detailed information about our Company and its financial statements, including the notes thereto, in the section titled "Risk Factors, "Financial Statement" on page nos. 26 and 199 respectively, of this Red Herring Prospectus.

Unless otherwise stated or the context otherwise requires, in relation to business operations, in this section of this Red Herring Prospectus, all references "we", "us", "our", "C2C" and "our Company" are to "C2C Advanced Systems Limited". Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements.

Background

At C2C Advanced Systems we draw our passion and strength from a deep and abiding commitment towards making India a leading player in the domain of cutting edge technologies systems for defence, security and aerospace sectors. The need to partner with global players is the most urgent need to accelerate innovations.

Our promoters / Key Managerial Personnel have over two decades of monetary and intellectual investments and innovation built capabilities that have been accepted in India and the global markets. This is an ongoing and long term journey.

Our success in selling and execution of our "Combat Management System" (CMS) to Royal Malaysian Navy against stiff competition from most established global Platform players is a testament to our capabilities. This remains as one of the most successful capability demonstration in Intelligent platform from India.

Current systems in the Indian military will need retrofits and upgrades and C2C Advanced Systems has the ability to re-engineer and revamp such legacy systems and bring them to current needs in warfare.

C2C Advanced Systems as the pre-eminent domain agnostic technology company focused on "Intelligent Platform" is in a very unique position to dominate this space. We have a technological advantage over our existing competitors, as reflected in our higher margins and globally competitive offerings.

Our expertise in architecture design, data acquisition, data analytics and modelling, AI/ML has dual use in the civilian applications. The rigorous requirements placed by Military requirements allows us to innovate for the highest levels of performance.

Our expansion strategy is to build our next domain in "Digital transformation" which is based on sensors in applications such as Industry 4.0 and transportation.

We have built a revenue generating practice that focuses on three areas which are applicable in Defence/ Security as well as in Industry 4.0.

Our business model on Digital transformation centre around four main deliveries:

- Virtual supply chain : We deliver software development based on real-time and continuous data that is delivered by various sensors and generate usable data that is actionable immediately.
- Virtual logistics: We deliver using commercial off the shelf (COTS) electronic boards and complex engineering to integrate and deliver in a engineered enclosure which can withstand harsh environmental conditions (Sub systems)
- Virtual maintenance : We integrate various subsystems to deliver systems that extract real time data and deliver situational awareness that Defence leadership can take action on (Systems)
- Application of AI/ML technologies across all offerings and as standalone product development and engineering

The knowledge learnt from the civilian applications in AI/ML can be applied to Defence/security. Machine learning, Deep learning and Artificial Intelligence applications have made great strides in Industrial systems. These applications are centered around logistics management, supply chain systems and preventive maintenance. In addition, great strides have been made in managing workforce through automation in HR processes including

managing personnel needs. Much of this this work has taken place in the Civilian sector. Military systems need upgrades and all the algorithms and machine learning technologies are equally applicable in Military which has high levels of sophisticated machinery that power the Sea, Air, Land and autonomous systems. C2C advanced systems will utilize some of the knowledge built in the civilian sector to enhance the systems that it will deliver to the Military.

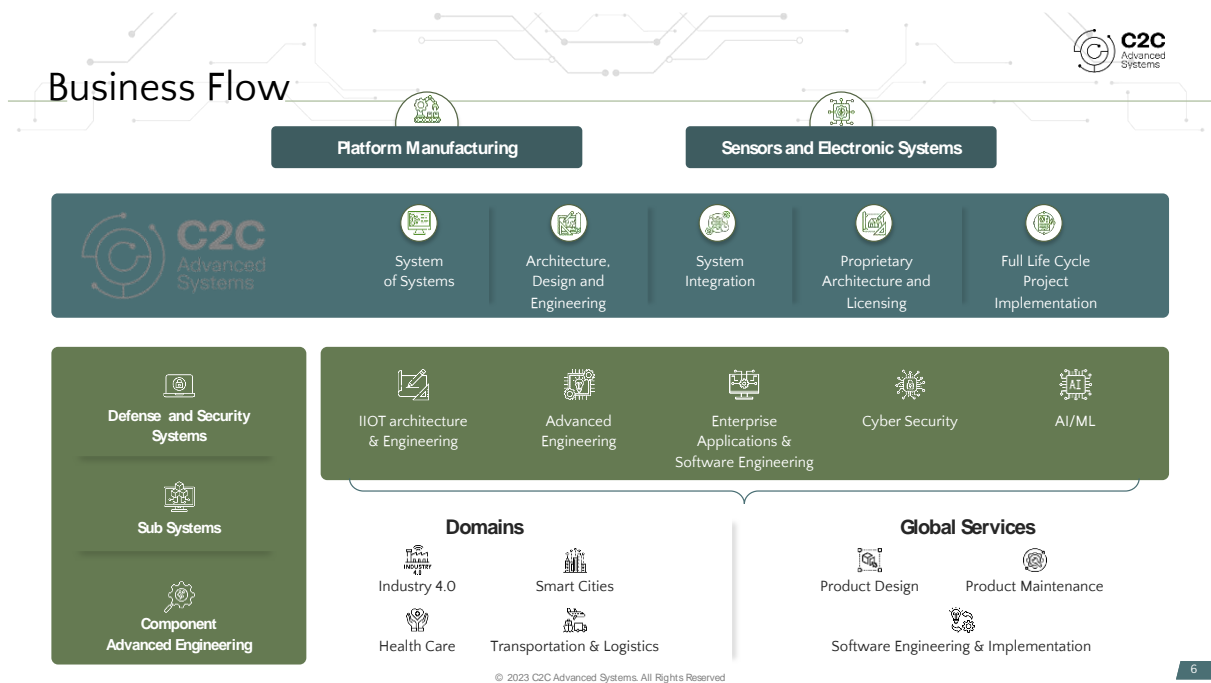
Our Business model in Defence security

C2C Advanced Systems does not manufacture metal or electronic components. Our Intelligent platforms enable the operationalization and provide data analytics to ensure efficient situational awareness and command and control.

Our architecture, engineering and design is agnostic to legacy, current and future platforms. One of the key areas of our architecture enable upgrading legacy platforms whose metal life is longer than the electronics or the system that run both.

We have in-house expertise to continue to develop our products and new innovations which have annuity income stream over long life cycle of the platforms, systems and sub systems we deliver.

Our in-house architecture, engineering and design of the entire stack software makes us a unique company in the market place. We have presented below our business flow:



Overview of our Business

Our Company was incorporated as a private limited company, under the name and style of "C2C – DB Systems Private Limited", pursuant to a Certificate of Incorporation dated February 21, 2018, issued by the RoC, Bengaluru, Karnataka. The name of our Company was subsequently changed to “C2C Advanced Systems Private Limited” vide a fresh Certificate of Incorporation dated May 12, 2022 and pursuant to the conversion of our Company in to a public limited company, the name of our Company has been changed again to "C2C Advanced Systems Limited” on December 22, 2023.

C2C Advanced Systems Limited is a vertically integrated Defence electronics solutions provider catering to the indigenously developed defence products industry in India. We at C2C have developed several offerings which cater to the entire spectrum of defence platform both in the air and in the sea. We have design capabilities across the entire spectrum of strategic defence solutions including processors, power, radio frequencies (“RF”), radars and microwave, embedded software and firmware. Our core competencies include hardware design and development, software design and development, firmware design and development, mechanical design and development, product prototype design and development, functional testing and validation, environment testing and verification and engineering services opportunities. We have end-to-end capabilities to build and deliver complete systems, with our

design and manufacturing capabilities being completely in-house. Our key domain expertise includes C4I systems for effective situational awareness and decision support, AI/ML based big data analytics, enterprise integration of real time data from IIOT and embedded/FPGA designs.”

Our Company specializes in delivering bespoke software, hardware and firmware solutions which are driven by our own Intellectual Property and third-party partners. We have a technology-led focus on design and development of advanced systems and sub-systems. We specialize in delivering customized software and software enabled systems that control mission critical defence applications for military and security apparatus in India and globally.

Our products are based on our intellectual property and are unique to the Indian Defence. Our revenues are derived from the sale of proprietary (ours and third party) technologies and services.

We are one of the few vertically software integrated defence intelligent platform provider catering to the indigenously developed and global defence technology industry. We develop programs which is used by defence establishments across the world including the Indian Navy for various strategic defence solutions like ensuring combat worthiness, protection of vulnerable and strategic assets across the country and facilitates military commanders and organizational leaders to make decisions, allocate resources, and direct forces effectively.

We also provide software for developing ‘dual use’ systems and sub-systems designed to achieve comprehensive transformation of industrial organizations by integrating digital technologies, data analytics, and smart systems into various aspects of industrial processes to improve efficiency, productivity, and overall business operations.

Our turnover has grown at a rapid pace on year on year basis between 2022-23 and the nine month period ended December 31, 2023. Based on the order book this growth is likely to continue. Our offerings cater to the entire spectrum of defence and aerospace platforms – Space, Air, Land, Sea and Autonomous Systems.

We have design capabilities across the entire spectrum of defence, security and aerospace software intensive systems and sub-systems. Our core competencies include System Integration, Architecture, Design and Development of system and application software, development of special to type product prototypes, intensive testing and validation, environment testing and verification and associated engineering services. We have been at the forefront of product development in mission critical applications. Our key expertise includes C4I systems for effective situational awareness and decision support, AI/ML based big data analytics, enterprise integration of real time data from IIOT and embedded/FPGA designs.

Leveraging our key expertise in design and development of mission critical systems, we have made significant forays in developing ‘dual-use’ solutions with focus on Industry 4.0 products with focus on providing AI/ML based advanced analytics solutions to our esteemed customers in civilian sector in the realm of manufacturing.

At C2C Advanced Systems, the management team has over 100 Man years of deep domain knowledge of the Military systems- past present and the future. This includes over 35 years each for our two leadership team members and over 25 years experience in 6 of our mid management team. We offer a diverse range of technology platforms both proprietary and third party and the architecture, design and execution. We offer product engineering and technology professional services to empower our clients with superior outcomes. We have in-house design and quality standards that deliver software and hardware integrated products and services.

Core Competencies

On this strength this unique innovation driven design and development capabilities of software intensive systems and sub-systems has established C2C-AS as one of the country’s leading private players in the area of situational awareness and decision support systems/sub-systems and is one of the vendors for all our clients. Some of our unique core competencies built over the years include:

- Strict adherence to international standards for software, hardware and system integration life cycles stages.
- Focus on capturing detailed interface requirements between modules and sub-systems keeping in view the crucial importance of modularity, scalability and architectural robustness.
- Design and development of AI/ML interventions to meet specific requirements of the customers and integrating these solutions with existing systems for maximum effectiveness.
- Ability to substantially transform legacy systems by adopting latest technological paradigms.
- Well-trained software and hardware professionals to meet specific needs of our esteemed customers.

Business Model

At C2C Advanced Systems, we understand that every client has unique requirements. Thus, we offer the flexibility to adapt our products and services to meet our customers' specific needs – including specialized skills to support technology creation or requirement of comprehensive professional services that lead to managed solutions. We build with current generation technologies and continuously adopt future trends in our capabilities.

Our capabilities and core competencies across the entire spectrum of products and services in our key domains of expertise provides us significant competitive advantage globally in terms of overall development time and cost and also allows us to offer competitive pricing to our esteemed customers. We have end-to-end capabilities to build and deliver complete systems owing to our design, development and manufacturing capabilities being completely in-house.

Our Revenues

We derive most of our revenues under the contracts from the Government arms and associated entities such as defence public sector undertakings and government organizations involved in space research. Our customer base includes Government organizations, and notable Indian public and private sector companies which include several defence public sector companies, Research organizations belonging to Government, several large platform suppliers in India and globally and a few overseas Naval establishments. The percentage-wise revenue derived from our top 10 customers for the fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022 and for the six month period ended September 30, 2024 is as follows:

Particulars	Revenue			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Top 10 customers	43,20,34,236, (99.95%)	40,36,08,795	8,04,87,039 (100%)	34,68,550 (100%)
Total	43,20,34,236	40,36,08,795 (100%)	8,04,87,039 (100%)	34,68,550

Our revenue from operations was ₹ 4,322.37 lakhs for the period ended September 30, 2024, ₹4105.89 lakhs, ₹ 804.87 lakhs and ₹ 34.69 lakhs for the fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively. Our profit after tax was ₹ 972.99 lakhs for the period ended September 30, 2024, and ₹ 1,239.54 lakhs, ₹ 287.52 lakhs and ₹ (238.21) lakhs for the fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

Our domestic revenue on the basis of contracts with prime contractors to GOI and other contracts for the fiscal years ended March 31, 2024, March 31, 2023, March 31 and March 31, 2022 and for the six month period ended September 30, 2024 is as follows:

₹ in lakhs

Particulars	Revenue (%)			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Prime contractors to GOI	314.86(7.29%)	57.61(1.42%)	88.51 (11.00%)	14.27 (41.13%)
Non GoI Contracts	4,005.48 (92.71%)	3,978.47 (98.58%)	716.36 (89.00%)	20.42 (58.87%)
Total	4320.34 (100.00%)	4,036.08 (100.00%)	804.87 (100.00%)	34.69 (100.00%)

Our revenue on the basis of domestic contracts and overseas contracts for the for the fiscal years ended March 31, 2024, 2023 and March 31, 2022 and for the six month period ended September 30, 2024 is as follows:

₹ in lakhs

Particulars	Revenue (%)			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Domestic Sales	316.90 (24.75%)	1016.26 (7.33%)	90.07 (11.19%)	34.69 (100.00%)
Overseas Sales	4,005.46 (92.67%)	3,089.62 (75.25%)	714.80 (88.81%)	0.00 (0.00%)
Total	4322.37 (100.00%)	4105.89 (100.00%)	804.87 (100.00%)	34.69 (100.00%)

The countries to which we have exported our products in the last 3 years and for the period ended September 30, 2024 are Malaysia, United States of America, and Singapore. We sell our products in the states of Tamil Nadu, Karnataka, West Bengal and Uttarakhand.

Our product/service wise revenue for the last five financial years is as under:

Rs in Lakhs					
Particulars	FY20(A)	FY21(A)	FY22(A)	FY23(A)	FY24(A)
Revenue Summary					
Global	435.00	25.00	-	714.80	2398.00
IP Driven/License					-
Defence projects					1466.00
Project Services					932.00
% of total sales-Global	81.31%	23.17%	0.00%	88.81%	57.95%
Domestic	100.00	83.00	35.00	90.10	1740.00
IP Driven/License					-
Defence projects					1518.00
Project Services					222.00
% of total sales Domestic	18.69%	76.83%	100.00%	11.19%	42.05%
Total revenues	534.90	108.00	35.00	804.90	4106.00

Our Order Book

Our order book as of March 15, 2024 is ₹ 6527.45 lakhs and our Order Book for FY 2025 is as under:

Type of Order	Domestic	Global	Percentage to total orders
IP led orders		15,62,20,000	23.93%
Defense project led orders	15,33,74,401	6,95,00,000	34.14%
Defense service led orders		17,67,13,845	27.07%

Type of Order	Domestic	Global	Percentage to total orders
Digital Transformation orders		9,69,37,500	14.85%
Total	15,33,74,401	49,93,71,345	
	23.51%	76.49%	
Total order book- top 10 clients	65,27,45,746		
Type of Order	Domestic	Global	Percentage to total orders
IP led revenue orders		15,62,20,000	29.79%
Defense project led orders	9,30,64,374	6,95,00,000	31.00%
Defense service led orders		14,99,01,345	28.59%
Digital Transformation orders		5,56,87,500	10.62%
Total	9,30,64,374	43,13,08,845	
	23.51%	76.49%	
Total order book-top 5 clients	52,43,73,219		

Our Strengths

Wide Range of Products and Solutions for Defence Applications

We offer a wide range of products and solutions for defence applications. As of September 30,2024, we have a range of products and solutions with variations in each category. We believe that offering high-quality products and operational execution focused on continual improvement supports our ability to offer a wide range of products and solutions.

Our wide range of products and solutions catering to specific customer needs enable us to successfully service the defence sector in India and across the globe. This allows our customers to source most of their requirements from a single vendor and enables us to expand our business from our existing customer base, as well as address a larger base of potential customers. Our ability to provide end-to-end solutions to our customers ranging from designing, developing, manufacturing and testing increases our capability to meet specific and exclusive requirements of our customers.

With our experience in design and development of C4I systems for effective situational awareness and decision support, AI/ML based big data analytics, enterprise integration of real time data from IIOT and embedded/FPGA based systems/sub-systems, we have the ability to architect, design, develop and deploy software intensive systems and solutions based on ‘System of Systems’ approach. We also focus on strict adherence to international standards for software, hardware and system integration life cycles stages, on capturing detailed interface requirements between modules and sub-systems keeping in view the crucial importance of modularity, scalability and architectural robustness and accordingly design and develop tailored AI/ML interventions to meet specific requirements of the customers and integrating these solutions with existing systems for maximum effectiveness.

Strong R&D Capabilities with a Focus on Innovation

We place strong emphasis on R&D which has helped us develop a wide range of products and solutions in the defence and manufacturing reorganisation consulting sector. We have invested in precision manufacturing infrastructure and human resource in our dedicated Experience Centre at Bengaluru, Karnataka. Our Experience centre is an interactive space that is designed to showcase an immersive near-live experience of deployment; first hand experience of operating a Combat Management System in an Operations room environment. The available functions range from

Aircraft Carrier, Frigates, Destroyers, Off Shore Patrol Vessels and Missile Boats as individual platforms or as part of a fleet.

We believe that through R&D, we have developed design and technological capabilities, which allow us to develop new products and solutions, undertake process innovation and improve existing portfolio. It has also facilitated in developing technology for future requirements and further helps us in expanding our role in the defence sector. We believe that our focus on R&D also distinguishes us as a leading company in the Indian defence industry since most of our products and components are designed, developed and manufactured by us in India. We believe our comprehensive R&D efforts will be a crucial strength towards ensuring that we remain competitive in the years to come.

Well Positioned to Benefit from the Government’s “Atmanirbhar Bharat” and ‘Make in India’ Initiatives

India is witnessing path-breaking reforms in the defence sector. The Ministry of Defence has announced the Defence Acquisition Procedure which has come into effect from October 1, 2020. This procedure focuses on significantly boosting indigenous production and turning India into a global manufacturing hub of weapons and military platforms. This procedure has been aligned with the vision of the Government’s Atmanirbhar Bharat (self-reliant India) initiative and to empower Indian defence industry through ‘Make in India’ projects. We believe that this policy will provide a significant boost to indigenous manufacturing companies such as ours and that with our domain expertise, R&D and manufacturing capabilities, we are poised to take full benefit of the same. For instance, the Department of Military Affairs, MoD has prepared a list of 101 items for which there would be an embargo on the import (“Import Embargo List”), as set out in its press release dated August 9, 2020. Through a second positive indigenisation list notified on May 31, 2021 to which a list of 108 items were added, the Government’s resolve to give preference to domestic suppliers and manufacturers in arms purchases is clear.

The second list lays special focus on weapons and systems, which are currently under development or under trials and are likely to translate into firm orders in the future. The ‘Second Positive Indigenisation List’ comprises complex systems, sensors, simulator, weapons and ammunition, such as **Helicopters, Next Generation Corvettes, Air Borne Early Warning and Control (AEW&C) systems, Tank Engines, Medium Power Radar for Mountains, MRSAM Weapon Systems** and many more such items to fulfil the requirements of the Indian armed forces. This second list is planned to be implemented progressively with effect from Dec. 2021 to Dec. 2025.

Some of the products listed in the Import Embargo List such as **Corvettes, Air Borne Early Warning and Control (AEW&C) systems, Tank Engines, Medium Power Radar** are currently manufactured by us. This not only helps us increase our foothold as a supplier for products which are currently manufactured by us, but also gives an opportunity to expand our existing products portfolio by using R&D.

Strong Relationships with a Diverse and Global Customer Base

We have a diversified customer base which ranges from private platform players, Government arms and government organizations involved in defence research, to various defence public sector undertakings. We also cater to international customers including global Navy clients. We believe that our established of experience in designing, developing and manufacturing systems and sub-systems for diverse customers in defence sector has enabled us to develop a deep understanding of the sectors and customers’ requirement. Our partnership with overseas technology companies also enables us to serve as manufacturing partner for global customers of such companies.

A key focus of our business is on providing high quality products and solutions which are designed, developed and/or manufactured to meet the specific requirements of our customers at competitive pricing. We are committed to enhancing customer satisfaction by continually improving the effectiveness of our quality management system to drive organisational performance. We also aim to provide our customers with quality after-sales service by efficiently handling after sales support requirements. By doing so, we believe that we are able to deepen our customer relationships to become their preferred suppliers. We are also continually innovating and working on offering value added and technologically advanced products and solutions to our customers.

We believe that our long-standing relationship with our customers and goodwill in the industry will help us to become their most preferred supplier in a likely event of exponential increase of demand. We have also increased our presence across India and in Canada, United States of America, Malaysia, Singapore, United Kingdom and France throughout the project life cycle including after sale services.

Experienced Management Team

An experienced and mature management team is a major driving force behind the sustained performance of C2C Advanced Systems over the years. Senior management team members are either with our Company for a long time or are industry veterans bringing in high level of domain expertise and extensive intra-industry relations.

The management team is led by our Promoters, Commander Narendra Lanka, Commodore Kuriyedath Ramesh and Murtaza Soomar.

Further, our key management personnel and senior management personnel possess extensive management skills, operating experience and industry knowledge and are able to formulate business strategies, take advantage of the market opportunities and also execute them in an effective manner. Our key management personnel are committed to our long-term growth and have shown their ability to steer us through different economic cycles.

In addition, we believe that our middle management team and our skilled work force comprising of 107 technologists and engineers and skilled employees provide us with the depth of expertise and managerial skills required to manage our business. We believe that our qualified and experienced management team and technically skilled employee base have contributed to the growth of our operations and the development of in-house processes and competencies. For details, see the section entitled “Our Management” on page 171 of this Red Herring Prospectus.

Our Business Strategy

We envisage long term growth by building long term relations with customers. Our strategy will be to focus on capitalizing on our core strengths and expanding the operations of our business. We intend to focus on our existing projects with specific emphasis on the following factors as business and growth strategy:

Strengthen our Foothold in India’s Expanding Market

In addition to benefiting from the overall growth that is expected in India’s economy and defence sector, we believe we can strengthen our foothold in Indian market by continuing to focus on our competitive strengths and increase our market penetration. We believe we can expand our market share by focusing on increasing our products and solutions portfolio, enhancing our existing capabilities and indigenising advanced foreign technologies. Recent initiatives of the Government i.e. “Atmanirbhar Bharat Abhiyan”, the Defence Acquisition Procedure and “Make in India” reflects its focus on ‘self-reliance’ wherein indigenisation and innovation is enabled through processes of ‘Make’, ‘Design and Development’ and ‘Strategic Partnership’. We believe that expanding our products and solutions portfolio by designing, developing and/or manufacturing new products and solutions will enable us to establish new customer base. Apart from the above, we believe we can also capture an increased market share by expanding our presence across various cities in India, especially from the perspective of marketing and after sales services.

At present, India is one of the largest importers of defence equipment with majority of its defence needs being met through imports, though India’s arms imports have decreased in the recent years. The Government of India aims to develop a strong self-reliant domestic industry in the defence sector with substantial participation from the private sector, including MSMEs and start-ups to reverse the trend of imports. In this regard, the Government has taken several initiatives like the Make-In-India programme, creation of an eco-system for the development of technologies through innovation by MSMEs / start-ups, etc. With the support of the Government, the Indian industry is expected to move up in the value chain and deliver quality products, systems and services to the defence forces.

Toward MoD's big push for the Atmanirbhar Bharat initiative, MoD has put an import embargo on 400 plus items from Aug 2020 and published four positive indigenisation lists of Services with timelines to boost the indigenisation of defence production. Under these changing business scenarios, it behoves us to focus on enhancing our interaction levels and building long-term relationships with emerging strategic partners, users and other key stake holders in the Indian defence and security industry.

Leveraging our Market Skills and Relationships

Our Company believes that our business is a by-product of relationships. This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to enhance the growth by leveraging our relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

Strengthening our Business through Effective Branding, Promotional and Digital Activities

We seek to increase our brand awareness through marketing initiatives, new product lines and brand extensions, effective online marketing strategies. Brand reputation is considered the top criteria in decision-making, with word of mouth, feedback from customers playing a crucial role. Our marketing and advertising initiatives are directed to increase brand awareness to cater to new customers. We plan to effectively utilize our website, social networking sites and other online platforms of communication to build consumer knowledge of our brands.

Delivering Excellence through Innovation

To harness the favourable business environment in the country at present, our long-term strategy comprises of five key areas of focus that will facilitate realization of our vision and mission. These key focus areas are centred around and draw strength from our core operational philosophy of; ‘Delivering Excellence through Innovations’. The key focus areas are:

- Sustain and enhance our business in ‘Situational Awareness and Decision Support Systems and Sub-Systems’ domain.
- Leverage our core competencies to develop dual-use opportunities delivering solutions to customers in civil domains.
- Develop capabilities in AI/ML based advanced analytics domain to add substantial value across entire range of our products and services.
- Develop and expand our international business.
- Ensure continual development of our human resource to harness their full potential.
- Enhance financial performance and deliver sustainable growth in shareholder value.

Our Expertise

We have been at the forefront of product development in mission critical applications. Our key domains expertise includes C4I systems for effective situational awareness and decision support, AI/ML based big data analytics, enterprise integration of real time data from IIOT and embedded/FPGA designs.

C4I Systems (Command, Control, Computing, Communication Intelligent systems)

At the core of our C4I systems are the command and control functions, which facilitate military commanders and organizational leaders to make decisions, allocate resources, and direct forces effectively. The communication backbone provide robust communication capabilities, enabling seamless information exchange between various units, platforms, and personnel. This includes voice, data, and video communications. Our C4I systems aim to integrate different elements seamlessly, creating a cohesive and interoperable environment. This integration enhances the overall efficiency of operations.

The phenomenal advancements made in the field of high-speed computing and information technology to process and analyse voluminous data have been effectively used by us to provide an edge to our C4I systems. This includes data storage, retrieval, and processing capabilities to support decision-making. Our C4I systems also incorporate intelligence components, allowing organizations to collect, process, analyse, and disseminate intelligence information to support operational planning and execution.

In Défense and security of the country, accurate situational awareness is necessary for quick coordination and effective responses to rapidly changing operational scenarios. C2C Advanced systems has built using in-house development of underlying technologies, products, platforms and systems. C4I systems integrate the command and control needs together with communications and computer systems to digitized battlefield C4i by applying advanced technologies in combination with commercial-off-the-shelf (COTS) hardware and software packages.

Our systems employ a building-block approach to link various needs and in a net centric environment. We use tactical computers, digital maps, message handling systems, border surveillance, advanced communication controllers and modems as well as various components to develop software based situational awareness platforms.


We also provide software infrastructure and applications for mobile and airborne platforms, for the individual soldier, and for headquarters Command and Control (C2) applications. Based on these core technology building blocks, we offer our customers comprehensive integrated solutions of C4I for land, sea air and autonomous systems.

The systems process, manage and present massive amounts of data arriving from various sources into a user-friendly format. We also provide a full range of simulators and customizable training programs.

Our C4i solutions includes:

- Computers: Tactical computing solutions for various mission critical applications for all levels of fighting forces.
- Communications: Tactical communication systems that enable timely and relevant information dissemination to all facets of the force, from the individual soldier to vehicle commanders, deployed command posts and general headquarters. These communications solutions encompass radio, IP and satellite equipment and systems. Tactical internet is enabled by systems such as our Tactical Multimedia Router (Elbit TMR™), a unique military-grade triple-play IP routing solution for mobile and deployed command posts.
- Command and Control: Our capabilities on a networked basis, allows maximizing power and accuracy while minimizing the risk of friendly fire and collateral damage. These interconnected systems enable modern forces to synchronize their response with speed, precision and intelligence. Fully aware that advanced C4i is the key determinant in effective response on acts of terrorism
- Intelligence: We use variety of sensors such as radars, sonars, Infra-red, satellite sensors, visual, voice and sensors for intelligence gathering as well as tools for process and evaluate threats.
- C4i is the acronym for the above.
- This innovation driven, integrated modular systems provide warriors with greater situational awareness, enhanced force coordination and a shortened sensor-to-shooter decisions.

Defense Systems






NAVAL

To Float, To move & To fight




Combat management systems



Integrated platform management



Integrated bridge systems



Navigational systems



Data link

AIRBORNE



Air defense platforms | ISR systems | Reconnaissance platforms | Drone command & control | Anti drone systems



Radar



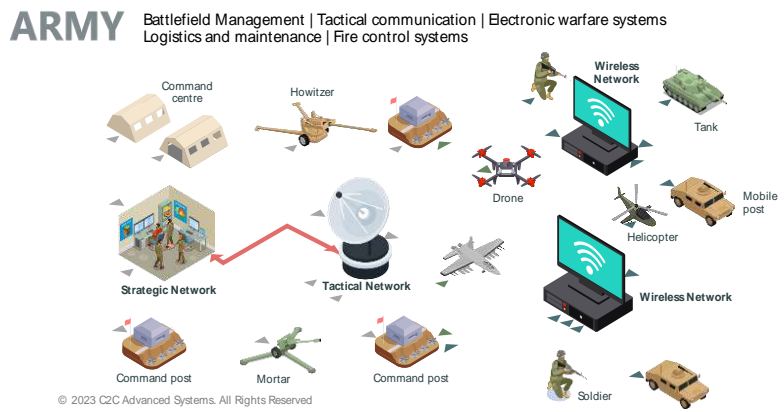
Eo/Ir Camera



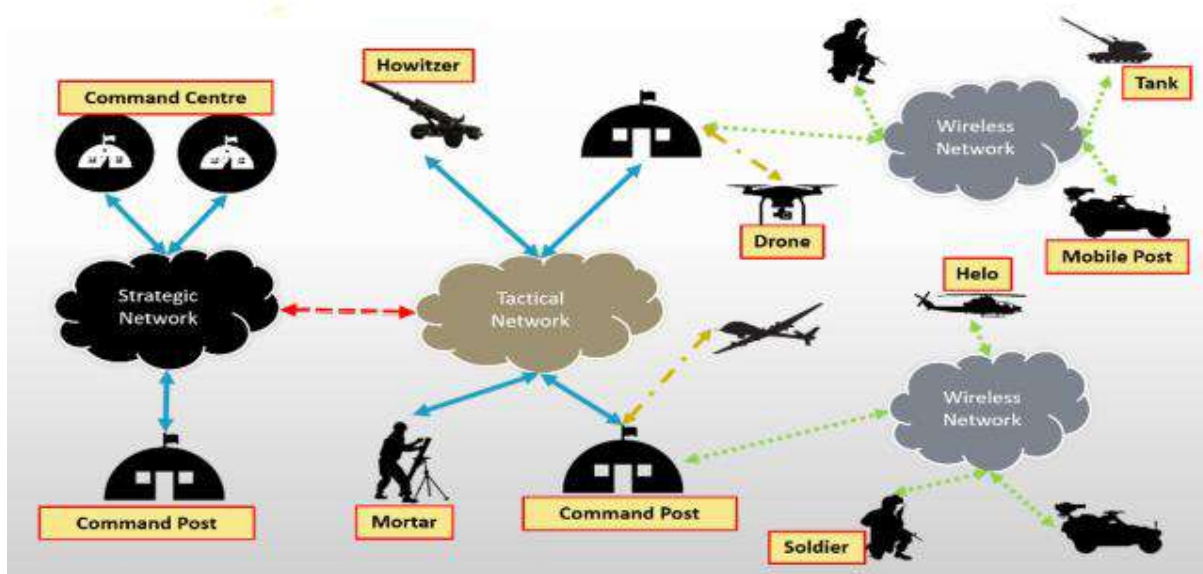
Mission Computer



Other Sensors



C4 I Systems



Combat Management System

One of our highly significant achievements has been successful delivery of new-generation Combat Management System (CMS) for two Malaysian Navy frigate. Design and development of state-of-the-art Combat Management Systems (CMSs) for warships and submarines is considered one of the most complex endeavours in the realm of C4I systems. It also calls for sustained honing of competencies in the field of system and software engineering and comprehensive domain knowledge.

Supported by a host of advance analytics and decision support features, the CMSs have become an integral part of modern warships and submarines ensuring highest degree of combat-worthiness of the platforms at all times. With the successful delivery of two CMS projects to the Malaysian Navy, C2C Advanced System has joined the select band of companies capable of designing, developing and deploying CMSs. With many new CMS projects in the pipeline, we remain deeply committed to delivering the utmost value to our esteemed customers in this niche technological domain.

Combat Management Systems delivers “real time knowledge superiority” over potential adversaries, shorten decision-making cycles and execute rapid and accurate weapon engagement in any task. It also ensures optimum response to changing events. It is an open and fully distributed architecture, with Commercial Over The Shelf (COTS) building blocks,

The system has high levels of redundancy protecting the system from any single failure. CMS systems can be used from small patrol boats to frigates to aircraft carriers and for commanding Naval airborne systems- both manned and autonomous.

The Combat Management System (CMS) in the Marine environment (Navy) has to perform the following key functions:

Situational Awareness. Realtime awareness of the battle environment at sea which includes surface, subsurface and air. Sensors like radars, electro-optical systems and sonar, communication, Satellite data provide the data that requires processing to provide situational awareness.

Intelligence. Convert the above disparate data into actionable intelligence through processing, interpretation, collation, evaluation to deliver a common operational picture.

Planning and decision-making. Commanders can rapidly make actionable plans for decision-making and implementation, in a continuously changing and complex battle environment.

Weapon systems command and control. An effective CMS will also direct the weapon systems through their sensors to engage and destroy any incoming threat or deliver munitions to destroy the enemy targets.

The entire system will be part of a network-centric warfare (NCW) where each system becomes a separate node point with similar node points on other vessels.

CMS is a software-intensive system has the flexibility to operate in a complex naval battle environment, interact with other sub-systems elements on the ship and also be interoperable with other vendor systems of vessels of own navy as well navies of friendly countries. It should be able to cope with mass information with minimum crews. CMS is simple in concept but extremely complex in the architecture and design. C2C Advanced systems is one of very few global companies which has proven its current generation CMS by implementing for two Naval ships for the Royal Malaysian Navy.

Combat Management System (CMS)



Integrated Platform Management System (IPMS)

- Fully automated platform control and monitoring system encompassing all propulsion, power generation & distribution and damage control machineries and systems.
- Highly modular and scalable system architecture with ability to integrate diverse origin machineries, sensors and systems.
- Comprehensive platform automation capabilities directed towards ensuring unprecedented levels of operational effectiveness.

Today's warships have highly automated systems for the ship survivability and operational effectiveness. Integrating these capabilities at the platform level can deliver optimized operational effectiveness. The C2C Advanced systems Integrated Platform Management Systems (IPMS) provides integrated monitoring and control of ship propulsion, electrical functions, auxiliaries and damage and stability control systems.

In addition to the automation of these platform systems, the additional features can be integrated in the IPMS such as:

- Training Systems for effective operations
- Stability and Battle Damage Control System
- Closed Circuit Television (CCTV) System with Image recognition with AI/ML algorithm and applications
- Virtual Maintenance (VM) Systems

System Architecture – C2c advanced system architecture for IPMS is a real time distributed digital control systems. Our open architecture system is built around multifunction control consoles and Remote sensors and processors. For data acquisition and control. The consoles provide the Human Machine Interfaces (HMI) at an efficient operation at the crew level. The isbuilt highly redundant data bus..

Open system architecture allows for the use of a variety of data networks in accordance with customer requirements.

Human Machine Interfaces - The HMI architecture and design is sophisticated for application in modern generation fighting ships design that is consistent with its application in a sophisticated warship. Portability is built for operating units for support emergency situations.

This provided a very high level of survivability, because total platform control can be exercised from several widely separated locations on the ship.

Or Tiled, Layered Graphics (TLG) approach facilitates the automatic decluttering of information at the various levels of zoom, ensuring easily readable displays at all times. TLG also provides a novel form of navigation through the ability to pan and zoom in a "world view" of the ship. Alternatively, a structured windows approach is used with four windows that can be displayed simultaneously on the screen, allowing the operator to manage several different systems at once.

Data Acquisition and Control - Our systems that can interface to as few as 100 signals and to a virtually infinite number of sensors and actuators. Our IPMS manages vast array different signals and provides efficient data acquisition and further processing through our proprietary data analytics capability.

Our architecture is based on Commercial over the counter (COTS) open architecture electronic modules that integrate both signal conditioning and processing functions. The sensors acquires data, performs check for limit violation, transmit the data to other IPMS subsystems as required, process automatic control sequences, output control signals to actuators.

The automatic propulsion control and power management software is built in to control software for other platform machinery and systems. These units are rugged and can withstand the most stringent environmental conditions.

Gas Turbine Engine Controller – Our systems integrate with gas turbine engine controllers for a variety of gas turbines used on modern warships. The IPMS architecture with its capability for Virtual maintenance capabilities has significantly reduced life cycle costs by supporting the Engine Control Module

Data Logging, Trending, and Reporting - the IPMS on a real time records the changes in sensor data and the control commands together with the date and time stamps for each value and can be analyzed on board and shore facilities to help build AI/ML algorithms.

On-Board Training Systems - The IPMS can include advanced simulation capabilities whereby the operator consoles can also operate in training mode.

Battle Damage Control System – This allows early damage recognition and effective coordination of damage control actions and can include any or all of the following features:

Damage plotting:

The Commanding Officer, Engineering Officer, and the Damage Control Assistant receive in real-time the complete, up-to-date picture of the damage situation giving them the information edge they need to effectively command the ship.

Ship stability system:

This allows the ship to sail and maintain stability

Digital CCTV System: Integrated a digital closed-circuit television system provides video monitoring of the ship's machinery and other critical locations. This is connected to the multifunctional consoles to deliver real time intelligence on damages, malfunctions and flooding etc.

Virtual Maintenance System: Monitoring vibrations of specialized engine and drive systems is integrated with the IPMS to provide periodic monitoring of equipment health. Predictive and virtual maintenance are critical elements will allow the ships to repaired faster and turnarounds

Integrated Platform Management System (IPMS)



Integrated Vessel Management System (IVMS)

- A unique offering from C2C AS to provide an Integrated Vessel Management System (IVMS) comprising key functionalities of IBS, IPMS and CMS systems.
- Cost effective solution for small ships and crafts.
- Retains all crucial features of unique system architectural approach of C2C AS : Scalability, Modularity, High-performance and Reliability



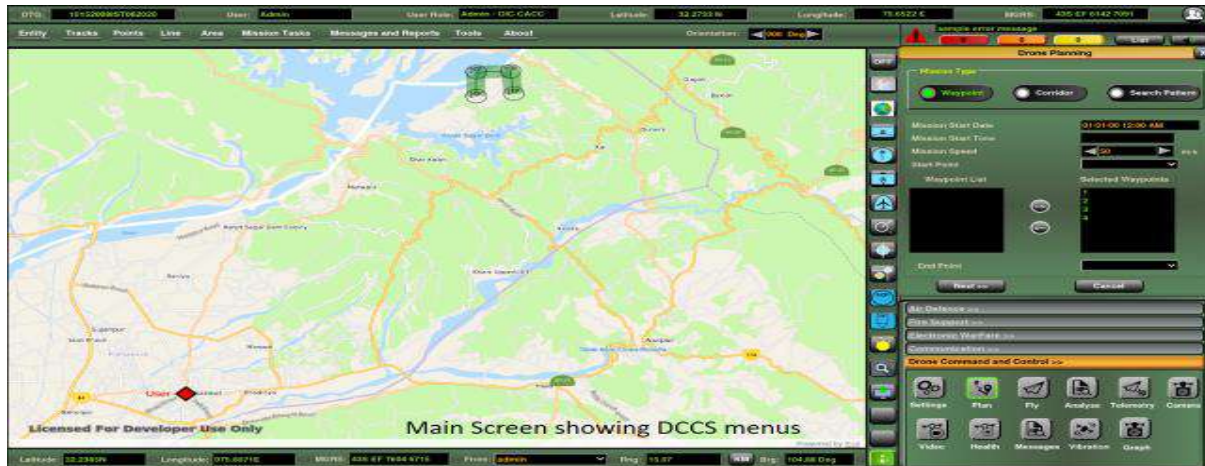
Drone Command & Control System (DCCS)

Our Drone Command & Control System (DCCS) is a component of the Air Defence Sub-system. Air Defence Sub-systems means ground-based air defence systems and solutions designed for use by armed forces and they include:

- Radar distribution systems
- Radar excitation unit air borne fighters
- Intelligence, surveillance and reconnaissance systems with data processing

- Stationary critical asset protection systems
- Modular multi-mission mobile air defence systems
- Command and control systems for air defence
- Anti-aircraft gun fire control units for air defence systems
- Multi-spectrum sensor network solutions
- Electro-optic target tracking sensors integration

Track data from Radars and other sensors is used to create a composite and correlated Air Situation Picture. Threat Evaluation algorithms assesses the threat and decisions in respect of functionalities pertaining to Search, Surveillance, Reconnaissance, and Target Engagement. The system can carry out planning for a large variety of drones based on availability. It can also plan for drone swarms and integrated operations between the Drones. All information with respect to the Drones viz. endurance, range, height ceiling, speed, radar cross section etc., are taken into consideration during the planning operations. All these enable creation of a detailed drone flying mission.



Anti-Drone Command & Control System

One of our recent achievements in the domain of C4I systems has been design and development of Anti-Drone Command & Control System. Our system caters for a complete response range using Smart Radio Frequency Jammer (Inhibitor) to protect vulnerable assets, namely: defence and strategic assets across the country, national monuments, airports, border posts, large outdoor conventions, crowded market places, hospitals, schools, etc..

Drones are inexpensive to design and manufacture, and widely adopted and deployed as the first line of Défense and for offense that can cause serious damage to adversaries. Swarm drones, Kamikaze drones, surveillance drones require highly sophisticated hardware and software driven command and control and situational awareness platform.

Drones can threaten security in a variety of ways, including:

- Surveillance by adversaries
- Airspace obstruction
- Unauthorized media
- Destructive payloads

As drones have become more sophisticated and cost significantly lower than the manned systems, the need to counter adversarial drones has become important.

C2C Advanced systems has developed proprietary anti/counter-drone command and control (CUAS C2) solution to protect against the persistent and escalating threat from drones. By leveraging AI and machine learning (ML), C2C's solution provides continuous, autonomous interrogation and verification of drones.

Drone X

Smart Radio Frequency Jammer (Inhibitor)

- Multi-brand RF Jammer: GPS, control and telemetry channels
- Directional Antennas focus the power in the direction of UAV
- Co-mounted with EO cameras
- Operator interlocks to ensure safe operation
- UAV Mission Planning
- UAV Control
- UAV Video Analysis

We Offer A Complete Response Range

Drone Defence :
Phased approach to drone defence

Detect : Radar track, Radar Detect
Track : Optical Tracker, Optical Search
Disrupt : RF Disrupt, RF Inhibit

Intellectual Property

We currently do not have any registered trade marks or logo. However the following have been developed by us as a part of our intellectual property:



Technology Portfolio

Technology portfolio- Naval and Marine		
Architecture/Design/Products	Application	Solution
To Float. To Move To Fight Stability & Damage control systems	Naval systems Naval- Destroyers, corvettes, Frigates, Mine countermeasure vessels, Offshore patrol vessels, Coast Guard	Data Coverage systems
Integrated Navigation and tactical systems		Digital tactical conference table ECDIS/WCEDIS Digital Maritime operations plotter
Combat management system Integrated bridge system -Navy Integrated platform management system Drone Command and Control system		Integrated navigational suite for boats Chart server and clients
		Radar data distribution unit Gun fire management system Navigation data panel Display control system CCTV system Inertial navigation system Conning system Gunfire predictor system
Tactical Communication systems		Ships helicopter operations control Tactical data link
Battlefield simulation		Simulator architecture and design



Technology Portfolio

Land/Air based		
Battlefield management system communication systems	Tactical Data link	Mechanized columns, Brigade operations
		Combat air patrols ISR platform
		Electronic warfare Airbase and headquarter
		Theatre level
		Net centric theater management system
UAV/Counter UAV	Command and control system	Net centric Situational awareness platform for land based columns
		Net Centric Theater level awarness platform for filed commanders, decision makers
		Fracticide avoidance system
		Operation and logistics planning system
		Training simulators
		Mission control and planning system
		ISR Control systems
		Integrated command and control system
		Net centric operations
		Interoperability system
		Net centric interoperable system for mission planning for joint operation of army Navy and Airforce
		UAV mission planning

Engineered solutions		
Signal Processing	End-End Radar Solution- Rvideo Suite	Radar Processing Units Soft Scan Converter Video Extraction & Distribution Radar Interface Cards Display Cards Radar Situational Display Radar Plot Extraction & tracking Radar Video Compression/ Decompression Radar Chart Solution
Display Processing	BSU Radar I/o Display Cards RADAR / SONAR Video Display Integration	
EO/ Video Processing	Advanced Data Processing solutions Advanced Image/ Video Processing solutions	Platform Stabilizers Motion Controllers Trackers and Positioners IR Thermal Image processing and Fusion Video recording Video Extraction Video tracking Video Track processing
NETWORK Reliability Solution	Redundant Network Interface Card- RNIC	
Simulators	CMS Simulator GIS simulator DMFC Simulators Radar Simulators Flight Control Simulators Any Customized Virtualization	
Customized System Design & Integration	MVME Radar Solution	
COTS Ruggedization	Reverse Engineering on requirement bases	
Form Fits/ Retro Fits		

System Design & Engineering
Structural Design
Structural & Thermal Analysis
Testing and Validation
Engineering Software software solutions
System Software
IEEE12207 International Standard System and Software Engg with Software Life Processes
BSP Firmware and Device Driver Development for Specific Applications
RTOS Based Application Development
Multi CPU, Multi I/Os, Multi Bus, Multi OS Software Integration
Specialized GUI Developments and HMI Designs
Integration Middleware (Data Distribution System)
Customized Embedded Control Softwares
GIS based applications
Product
Mother boards
CoMe
Chasis
OTT

Our Products

The products that are supplied by the Company are

1. Combat Management System
2. C4I Systems
3. Anti Drone Command and Control System
4. Air Defence Sub-systems
5. Integrated Platform Management Systems
6. Integrated Vessel Management System

These are in the form of code which is supplied to the clients who use them on their equipment.



Hardware Engineering Capability

In House Design and Architecture

Aviation/Marine Grade

Compliant to MIL Std 810, 461F, JSS 55555

Structural Analysis

Obsolescence Management through
Hardware upgrade



Radar Beam Steering Unit



- Designed towards PA Radars
- Air-to-Air Heat exchangers
- Rugged conduction Cooled PS unit
- Computer
 - PowerPC with high speed Parallel IOs
 - customized Array Cards to handle PCMs
 - VME Form factor
 - Lynx OS
- Fully qualified to MIL-STD-810F/JSS 55555
- Field Deployable / Water Proof/Dust Proof

VPX ATR

- Customized Computing , control and Network Backbone ATRs
 - Latest VPX Technology
 - Customized product
 - 10Gb high speed links
 - 3.5 Inch Panel PC , rugged



SECURE EARTH GROUP



- designed towards Naval Submarine
 - High Shock /48g with spiral shock mounts
 - ARINC standard Tray
 - MIL-STD-810G
 - EMI/EMC 461F

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COTS Rugged: Routers



- CISCO 2821 based
- Configuration
 - 16 Copper Ports /100Mbps
 - 16 V.35 Ports
 - 4 FXS
 - 4 FXO
- Built-in Climatic Controller (SACC)
- 19 Inch Rack mount
- Deployed in Army Communication Systems
- Qualified to JSS 55555 L2H
- Different Configurations available

SECURE EARTH GROUP

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COTS Rugged: Ethernet Switches



- CISCO 2960 based
- Configuration
 - 24 Copper Ports /100Mbps
 - 18 Copper and 6 Fiber available
- Built-in Climatic Controller (SACC)
- 19 Inch Rack mount
- Deployed in Navy and Army Communication Systems
- Qualified to JSS 55555 Naval and Ground
- Different Configurations available

SECURE EARTH GROUP

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COTS Rugged: HP Work Station



- Rugged military version of HP XW9400 high-end workstation computer.
- AMD Opteron 2212 2.0 GHz processor, 8GB RAM, 4xSATA, NVidia Quadro Gx card
- Interfaces such as Ethernet, USB, Fire wire, Sound, etc.
- Fully sealed all aluminium 19" 5HU chassis
- MIL-STD-461
- EMI/RFI/EMC: MIL-STD-461E
- Vibration: 20-50 Hz, PSD 0.02g²/Hz falling to 0.001g²/Hz at 500 Hz
- Shock: Up to 25G/ 6ms, Half Sine (Non Operating)

SECURE EARTH GROUP

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Misc. Ruggedized Products



Datalink Systems ¾ ATR
•3U cPCI based
•Supports Data Acquisition and Control



3.5" Panel PC
•ARM based
•2x SIO, 16x GPIO, 7 Function Keys, Audio Out
•Used in applications for controlling SBCs

SECURE EARTH GROUP

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Upgraded DMFC



- Sleek Console for hatch entry
- 20 Inch , dual multi function display , high resolution: 1600x1200
- Function Keyboard, Switches and Indicators
- Rugged ASCII Keyboard and trackball
- Computer
 - Intel Core i7 based Front end Processor
 - High end Graphics
 - VME Form factor , rugged enclosure
- Designed to MIL-STD-810F/JSS 55555

SECURE EARTH GROUP

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Naval Chart Display



- 40 Inch rugged display
 - 3M DST touch
 - Graphics card with 1900x1200 Resolution
- Rugged ASCII Keyboard with Touchpad
- Computer
 - Includes 2 Independent systems for Gx Server & NAS server application
 - Intel Core i7 based Front end Processor
- Fully qualified to MIL-STD-810F/JSS 55555

SECURE EARTH GROUP

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Our business model for Digital Transformation

(Industry 4.0 based Virtual Supply Chain, Logistics and Maintenance)

Leveraging our core expertise in design and development of software intensive 'system of systems', we at C2C have made significant forays into developing 'dual use' systems and sub-systems designed to achieve comprehensive transformation of industrial organizations. In the context of Industry 4.0, such a transformation, which is aptly known as 'Digital Transformation', represents the fourth industrial revolution, characterized by the use of advanced technologies to create "smart factories" and connected ecosystems. Its essence being integration of digital technologies, data analytics, and smart systems into various aspects of industrial processes to improve efficiency, productivity, and overall business operations.

Some of the defining features of Digital Transformation within the framework of Industry 4.0 are:

- Interconnected Devices and Systems: IIoT Integration: Industry 4.0 involves the extensive use of the Industry Internet of Things (IIoT), where physical devices and machinery are embedded with sensors and connected to the internet to enable real-time data exchange.
- Big Data Analytics: Digital Transformation leverages big data analytics to process and analyse vast amounts of data generated by connected devices. This facilitates informed decision-making and predictive analytics for better operational insights.
- Smart Manufacturing: Digital Transformation embraces smart manufacturing, where production processes are digitally optimized and automated. This includes the use of robotics, autonomous systems, and intelligent machines to enhance efficiency and flexibility.
- Integration of Physical and Digital Systems: Digital Transformation in Industry 4.0 involves the integration of cyber-physical systems, where the physical production processes are closely connected and synchronized with digital systems and networks.
- Advanced Robotics and Automation: Robotics in Manufacturing, Automation robotics, and autonomous systems are integral components of Industry 4.0, leading to more efficient and flexible manufacturing processes. Collaborative robots (Cobots) work alongside human workers in a coordinated manner.
- Cloud Computing-Cloud-Based Solutions: Industry 4.0 leverages cloud computing for storage, processing, and accessing data from anywhere. Cloud-based solutions enable scalability, accessibility, and real-time collaboration.

- Augmented Reality (AR) and Virtual Reality (VR): AR and VR technologies are used for training, maintenance, and design processes. They enhance worker skills, improve maintenance procedures, and contribute to more effective product design and prototyping.
- Digital Twin Technology: Digital twins, which are virtual representations of physical objects or systems, play a crucial role in Industry 4.0. They enable monitoring, analysis, and optimization of physical assets and processes in real time.
- Cyber Security Measures: Security in Connectivity: As industries become more interconnected, there is an increased focus on robust cyber security measures to protect sensitive data, prevent unauthorized access, and ensure the integrity of industrial systems.
- Supply Chain Digitization: Digital Transformation in Industry 4.0 extends to supply chains, where there is a focus on end-to-end visibility, traceability, and optimization through the use of digital technologies.
- Customization and Flexibility: Industry 4.0 enables more flexible and customizable production processes, allowing companies to respond quickly to changes in market demands and customer preferences.

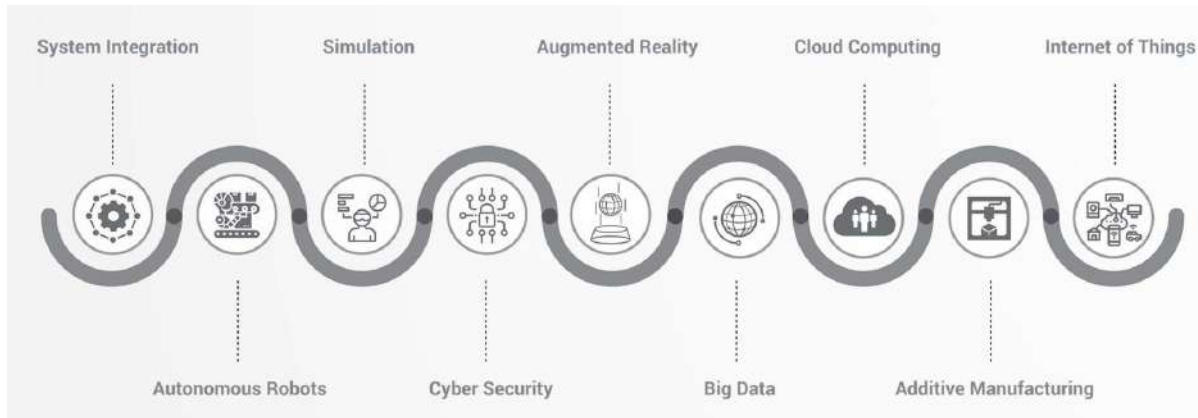
Digital transformation and Implementation and Services

IIOT integration with ERP is a natural extension to our capabilities. IIOT based on sensors is applicable in defence and in dual use in Industry 4.0/Transportation/Logistics applications. With extensive experience, we pride ourselves in delivering ERP solutions focused on real time data derived Virtualization of Logistics, Supply Chain and Maintenance and other business solutions as an integral part of the end customers' overall business value chain. This, in turn, drives us to align our solutions and services to vision and objectives of the organizations concerned, ultimately resulting in bringing substantial value to our end customers in terms of optimised business operations and improved decision making. Our solutions and services in this domain include:

- Virtualization of Logistics, Supply Chain and Maintenance as key focus
- AI/ML in these key areas
- ERP Strategy and Deployment including HANA Migration
- ERP Program Management and Change Management
- ERP Review Services
- ERP IT Strategy and Risk Assessment
- ERP Custom Solutions
- Comprehensive Annual Maintenance Contracts
- Deliverables include: Requirement gathering including 'as is' and 'to be' eco system, Mapping Business Processes, Data Migration, Unit and Integration Testing and highly effective Application Management Service (AMS).

Business Application Services

- Software Development & Maintenance
- UI/UX Engineering & Dashboards
- Enterprise Cloud Solutions
- Enterprise Mobility Solutions
- Electronic Documentation (IETM Level 4.0)
- Special Purpose System Integration Solutions
- Sensor based Smart security Solution for key urban needs



AI/ML based Advance Data Analytics

One of the key expertise domains of C2C Advanced Systems is our ability to deliver highly reliable, scalable and modular AI/ML powered systems and solutions that bring substantial value to our end customers in terms of optimised business operations and improved decision making. In short, we make our customers' data to result in smarter operations and thereby increasing profitability and excellence in what they do. Some of key areas of our specialization on this domain are:

- **AI/ML Based Big Data Analytics Frameworks.** Harnessing the power of big data for informed decision-making and improved operational efficiency.
- **AI/ML based Advanced Analytics Layer for Situational Awareness and Decision Support Systems.** Highly efficient Situational Awareness and Decision Support Systems with advanced AI/ML capabilities specifically designed to improve situational awareness for decision making on real time basis.
- **Image and Video Analytics.** Image and Video analytics for object identification and classification, change detection, anomalous behaviour, movement detection, etc.
- **Natural Language Processing Systems.** Enable machines to understand, interpret, and respond to a variety of human languages effectively. Typical solutions include:
 - **Language Translators.** Break down language barriers with AI-powered translation services for global communication.
 - **Sentiment Analysis.** Gain valuable insights from customer sentiments to drive better products and services.
 - **Social Media Monitoring.** Monitor and analyse social media data to enhance brand reputation and understand customer perception.
 - **Chatbot Solutions.** Implement interactive and efficient chatbot for seamless customer support and engagement.
 - **Document Summarization.** Automatically summarize large volumes of text for faster information extraction. Also caters for: Text Categorisation, Text Clustering, Named Entity Extraction and Alert Generation.
 - **Email Filtering.** Ensure inbox efficiency and security with AI-based email filtering solutions.
- **AI/ML Solutions as a Service.** Artificial intelligence (AI) consulting is a proven way to get expert guidance on leveraging AI technologies and effective AI integration into business operations. As an experienced AI consulting partner, C2C can support our customers in realizing effective AI/ML based solutions to meet their specific needs by providing consultancy services including human resource through various life cycle stages.

Experience and product development centres

As a company we are unique in India to conceptualize and build Experience Centre where our platforms can be showcased and the battlefield and environment simulated with real data so that the clients have real time experience and allow for changes in the design to suit their particular needs.

The first -hand experience and the close interaction with our clients allows us to market and sell our systems effectively and globally.

Defence and security

C2C Advanced Systems' Experience Centre at Bengaluru is one of the most treasured assets of the company. Our Experience Centre is a testament to our commitment to innovation and excellence. This facility is not just a showcase of our technology but also a dynamic space designed to engage our customers and empower our software professionals.

Our Experience Centre is built with the core objective of providing our prospective customers with hands-on experience of our cutting-edge technology proprietary projects encompassing the entire spectrum of our key domains, viz. Situational Awareness and Decision Support C4I Systems, AI/ML based Data Analytics Platforms, Enterprise integration IIOT Systems and Embedded Systems.

In addition, the Experience Centre also serves the crucial purpose of training our young software professionals enabling them to understand the fine nuances of the key domains in our areas of expertise. This goes a long way towards ensuring that all our team members have a comprehensive understanding of end users' expectations and aspirations. We have also been extensively using the Experience Centre to train our customers' representatives resulting in greatly reducing their learning curve vis-à-vis the new systems thus imparting impetus to the final acceptance of our products.

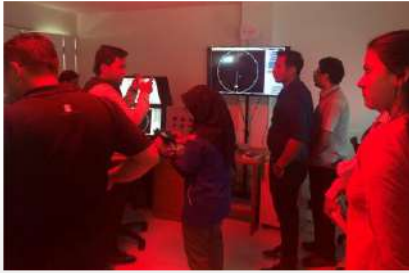
Over the years, we have added a number of representative systems to our Experience Centre. Primary among them are Combat Management System (CMS) Integrated Platform Management System (IPMS), Battle Field Management System (BMS), Aircraft Reconnaissance System, Drone Command and Control system, Small Craft Tracker, Ship Stability Software, Misc. Navigational Aids, Radar Tracking System, AI/ML based Data Analytics Framework for Predictive Maintenance & Object Detection and Identification and miscellaneous Enterprise integration with IIOT based systems/sub-system.

Various factors which have contributed immensely towards ensuring that C2C Advanced Systems' Experience Centre remains vitally relevant are:

- Strict adherence towards ensuring that the all the reference systems at the Experience Centre remain truly representative and bring out key characteristics and inherent strengths of our design and development practices – which are based on internationally approved standards.
- Ensuring that the systems remain hardware and software agnostics at all times thereby providing our esteemed customers a wide range of choices.
- Unwavering focus on simulating entire range of functionalities of the target systems
- Continual upgradation of all the systems and sub-systems to cater for new technologies, interfaces and functionalities to remain relevant at all times.
- Strict adherence to various stages of system and software life cycles stages based on international standards.
- Ability to tailor demonstrations based on the specific needs and interests of each customer.
- Focus on collating feedback from customers to understand their impressions and areas for improvement

We intend to replicate this center in Dubai for global customers. We are yet to identify the premises for the Dubai Experience Centre.

CMS Experience Center



- First Hand experience of operating a CMS system in an OPS room environment
- Customers can customise the requirements based on their concept of operations
- Pick and choose functions from our compendium of functions
- Available functions range from operations of an Air Craft Carrier , Frigates , Destroyers , Off Shore Patrol Vessels and Missile Boats as individual platforms or as a fleet

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Digital transformation experience and product development centre

We intend to create a Digital transformation centre in Bengaluru and Dubai to support Virtual supply chain, logistics and preventive maintenance as part of Digital transformation practice.

The intent is to showcase the efficiencies and cost savings that will accrue for the Defence and security applications and Industry 4.0.

The hardware and the software will replicate the current the current generation sensors, data analytics, AI/ML and integration into Enterprise Systems.



demonstration will cover the following aspects of the

- **Virtual Preventive maintenance**

Sensors from field equipment, maritime and airborne provide continuous real time data to ensure performance of the systems. This would be available to analyze and provide corrective measures including advanced maintenance planning

- **Virtual Logistics**

Availability of the equipment and resources is key to delivery of battle field results. The combat management systems provide real time analytics to support the planning process to ensure optimal delivery of support equipment through virtual logistics

- **Virtual supply chain**

Critical component and war fighting need optimization achieve quick results. Our military platforms provide the data analytics to provide the commanders real time information to deliver supplies when needed and with speed.

- The digital transformation chain will continuously update the enterprise systems to ensure real time visibility to the decision makers. We integrate the real time data analytics with enterprise systems to achieve high levels of operational efficiency.

Our digital transformation practice is applicable in Industry 4.0 as the processes and the analytics are similar.

Our Order Book

Set forth below are details of our order book as on September 30, 2024

Particulars	Number of Orders	Value (₹ in Lakhs)
IP led revenue Orders	4	1562.20
Defense project led Orders	5	2228.74
Defense Service led Orders	3	1767.14
Digital Transformation Orders	2	969.37
Total		6527.45

Our Customers and Suppliers

We have long standing relationships with most of our customers. Our customer base ranges from, government organizations involved in defence and space research to various defence undertakings both in the public and private sector.

Typically, the procurement by government related entities takes place through a tender process. In the tender process, the customer initially issues an Expression of Interest (“EOI”) publicly and usually on its website. As a response to the EOI, bidders such as our Company, send proposals bidding for the particular contract, typically without specific price information. Based on such proposals, the customer then issues a request for information (“RFI”) with specific requirements, pursuant to which only certain suppliers apply who can satisfy such requirements. The customer then issues a request for quotation or tender documents, pursuant to which suppliers send the detailed proposal including the price quote. Thereafter, the customer conducts a technical evaluation and price evaluation. The lowest bidder

satisfying the technical criteria (L1 and in some cases L1 and L2) is decided based on all costs including logistics, warranty and servicing. Finally, the customer issues a purchase order based on which the supplier will provide the products and services. Under the terms of the purchase orders we receive, bullet payments which refer to One time (lumpsum/bigger amount) payment to reduce total liability, are made at the time of delivery on proof of dispatch, proof of receipt and inspection of the products. The final products are delivered as per the delivery schedule under the purchase orders. Our customers mention specifications of the products and we are required to supply the products in accordance with such specifications.

We provide a warranty period for our products (typically 12 months from the date of acceptance of products). Any manufacturing defects in our products during the warranty period are required to be repaired or replaced by us at our expense. Depending on the customer, we are also required to provide performance bank guarantee. Any delay in the supply of goods may lead to the levy of liquidated damages or invocation of the performance bank guarantee by our customers. The value of the performance bank guarantees ranges from 5% to 10% of the contract value.

Raw Materials

Mechanical: The aluminium is sourced from various vendors available in the market. The raw material thereafter is processed through various machining firms in industrial areas.

Electrical/ Electronic / Mechanical Connectors: Some of the boards are ab-initio designed in house and fabricated and assembled in house. Special purpose boards are procured through various suppliers either within India or from outside India.

Capacity

The installed/utilized capacity of our machines cannot be specified as the same is dependent on the nature of the product, its design and specifications, raw material, and other relevant details. Since we are engaged in designing, developing, manufacturing and testing of a wide range of defence engineering products and solutions, which are customised to order placed by our customers, an estimate with respect to installed or utilised capacity cannot be specified.

Our Representative Offices

Currently we have no representative offices. We have already set up a branch office at USA and intend to set up branch offices in Singapore, United Kingdom, Dubai and Malaysia in the near future.

Infrastructural Facilities

Electricity

Our Experience Centre, our facilities, the Registered and Corporate office draw electricity from the local power distribution companies' system. In addition, all of them, are equipped with diesel generators which provide back-up power in certain areas in the event of break downs or power grid failure.

Water

Our water requirements are met by the State water boards in Bengaluru.

Quality Management System

Quality is at the core of everything we do. We employ rigorous processes and adhere to the highest quality standards to ensure the delivery of quality products and services to our clients worldwide. Drawing upon our deep domain knowledge, we possess the capability to architect, engineer, and build software systems tailored to specific hardware, both at the system and sub-system levels. We are a CMM Level 3 and ISO 9001-2015 certified company. As on October 30, 2024 we employed 107 personnel for quality control functions across our operations.

Quality

We implement stringent testing protocols for both software and hardware components to ensure the reliability, security and performance of C4I Systems, AI/ML models, and Industry 4.0 products. We continuously adhere to industry-specific and regulatory certification standards to meet the quality requirements of defence systems and Industry 4.0 applications. We also foster a culture of continuous improvement, incorporating feedback from clients and stakeholders to enhance product quality and meet evolving industry standards.

Competition

While there are several companies which manufacture certain of the products that we sell in various geographical markets, we do not have any direct competitor for our business. We believe that since the parameters of competition are less firmly established than in certain other types of businesses, it is difficult to predict how the competitive landscape of our business will develop over the long term. General competitive factors in the market, which may affect the level of competition over the short and medium term, include product features, design, quality, price, delivery, general customer experience, time to market, availability of after-sale and logistics support, and relationships between producers and their customers.

For risks in relation to the competition we face, see “Risk Factors– *“We operate in a competitive business environment. Failure to compete effectively against our competitors and new entrants to the industry in any of our business activities may adversely affect our business, financial condition and results of operations.”*” on page 26 of this Red Herring Prospectus.

Sales and Marketing

Our sales and business development team forges strategic alliances with defence organizations, technology integrators, and industry partners to enhance the market presence and broaden the reach of C4I Systems. They work closely with clients to understand their unique needs and offer tailored solutions, showcasing the capabilities of AI/ML-based Data Analytics and Industry 4.0 products for competitive advantage. The team also continuously explores opportunities for international expansion, targeting regions with growing demand for advanced defence systems and Industry 4.0 solutions.

The process of acquisition of business from government undertakings is as under:

The expression of interest takes place through a tender process. In the tender process, the customer initially issues an Expression of Interest (“EOI”) publicly and usually on its website. As a response to the EOI, bidders such as our Company, send proposals bidding for the particular contract, typically without specific price information. Based on such proposals, the customer then issues a request for information (“RFI”) with specific requirements, pursuant to which only certain suppliers apply who can satisfy such requirements. The customer then issues a request for quotation or tender documents, pursuant to which suppliers send the detailed proposal including the price quote. Thereafter, the customer conducts a technical evaluation and price evaluation. The lowest bidder satisfying the technical criteria (L1 and in some cases L1 and L2) is decided based on all costs including logistics, warranty and servicing. Finally, the customer issues a purchase order based on which the supplier will provide the products and services.

The process of acquisition of business from non-government undertakings is through presentations made by our marketing department and discussions with our prospective clients.

Marketing

Our Marketing is through **leadership** by establishing the company as a thought leader in the field through whitepapers, webinars, and participation in industry conferences, showcasing expertise in C4I Systems, AI/ML, and Industry 4.0; by leveraging digital marketing channels to promote innovative products, share success stories and engage with the target audience through social media, content marketing and online advertising and by conducting live demonstrations and simulations to highlight the capabilities of C4I Systems and the transformative impact of AI/ML and Industry 4.0 products

Human Resources

As of October 30, 2024, we employed 190 employees and breakdown of our full-time employees is as under:

Functional Departments	Number of employees
Technical	155
Sales / Purchases / Quality	15
HR	16
Corporate Finance, Administration and support services	12
Management	2
Total	190

The employees in the Defence Project Delivery Department work on the projects which are to be delivered to defence establishments across the world while the Digital Transformation department handles the industry software 4.0 which is meant to improve the efficiency of industry processes.

Our management policies, working environment, career development opportunities and employee benefits are instrumental in maintaining good employee relations and employee retention. We identify, develop and retain our talent through an array of initiatives which include talent acquisition, learning and development, compensation and benefits, employee engagement and performance management. Our Company manages our payroll system and ensures that we adhere to the relevant employment laws and statutory requirements.

Details of Attrition amongst out employees

The details of attrition rate of employees for the last three (3) financial years are as follows:

Particulars	For the Financial year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Average number of employees	107	58	41
Number of employees retired / left	6	16	20
Attrition Rate (%)	6.00	27.59	48.78

Although, during the past three (3) financial years we have added more employees than those who have left, we cannot assure you that there will be no attrition of employees in future. If we are unable to retain talent required for our business, or hire employees with similar talents and experience in the same cost, we may incur additional costs or we may face difficulties in our operations and performance due to lack of skilled and experienced workforce which could have a material adverse effect on our profitability, financial condition and results of operations.

Insurance

Our operations are subject to risks inherent to the engineering and manufacturing industry, such as work accidents, storm, fire, earthquake, flood, inundation, explosions including hazards that may cause severe damage, including the physical destruction of property, breakdown of computing systems and other force majeure events. We are subject to losses resulting from defects or damages arising during transit of our products.

We maintain insurance coverage, as needed for goods on transit in amounts which we believe are commercially appropriate.

All our operations are in the cloud and data protected through stringent firewalls.

We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance.

Transportation

Typically, our products are shipped directly to our customers. In certain cases, our customers may directly pick the goods at our own facilities. The mode of transportation for a particular shipment include road, water and air to deliver our products to our customers based on mutually agreed terms and conditions and on the urgency, size and value of the order. We have arrangements with local as well as national carriers and transport companies for transportation of products. Further, we also engage third-party logistics services providers to provide support on our transportation requirements.

Health, Safety and Environment

We are committed to following best practices and complying with all applicable health, safety and environmental legislation and other requirements in our operations. Employee health and safety is of high importance to us. Any mishaps or accidents at our facilities could lead to property damage, production loss, adverse publicity and accident claims. We aim to become a zero-accident organisation and continually take initiatives to reduce the risk of accidents and prevent environmental pollution at our facilities. We also carry out regular fire drills. Our safety management team carries out regular safety inspections of our production facilities to ensure compliance with safety measures.

We are subject to extensive health, safety and environmental laws, regulations and production process safety and environmental technical guidelines which govern our processes and facilities. For further details, see “Key Regulations and Policies in India” on page 159 of this Red Herring Prospectus.

Property**Leasehold Property**

Sr. No.	Details of the Deed/Agreement	Particulars of the property, description and area	Consideration/ License Fee/Rent	Tenure/ Term	Usage
1.	Lease Agreement dated February 01, 2022 with Mr Mohamed Shafiullah and letter dated February 28, 2024	Second Floor, 86 Wings of Eagles, SS Commercial Estate, Nagavarapalya Main Road, CV Raman Nagar, Bengaluru – 560 093	₹. 2,24,000 per month; Security Deposit : ₹ 10,00,000	Upto February 28, 2026	Registered Office
2.	Lease Agreement dated March 01, 2023 with Ms Pushpa Kumari	C04, Anand Niketan, New Delhi – 110 021	₹. 1,70,000 per month; Security Deposit: 3 months rent	Upto June 30, 2025	Corporate Office
3.	Lease Agreement dated February 07, 2022 with Mr Mohamed Shafiullah and letter dated February 28, 2024	Unit No: 2, 1 st Floor, Sy NO: 136/2, BMP Khatha No:81, Earthen Latitude, S S Commercial Estate, Nagavarapalaya, CV Raman Nagar, Bengaluru – 560 093	₹54,000 per month + ₹ 6,000 per month maintenance charges	For 24 months up to February 28, 2026	Operations Centre
4.	Lease Agreement dated June 23, 2022 with Mr Mohamed Samadh	BMP No: 216/2, Zareen Heights, Nagavarapalaya, CV Raman Nagar, Bengaluru – 560 093	₹2,10,000 per month. Security Deposit : ₹ 5,00,000	For 24 months Up to April 01, 2026	Operations Centre
5.	Lease Agreement dated June 23, 2022 with Mr Mohamed Shafiullah and letter dated February 28, 2024	BMP Khatha No:80, Earthen Latitude, S S Commercial Estate, Nagavarapalaya, CV Raman Nagar, Bengaluru – 560 093	₹40,000 per month + ₹ 5,000 per month maintenance charges	For 24 months Up to February 10, 2026	Operations Centre

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KEY REGULATIONS AND POLICIES

The following description is an indicative summary of certain key sector specific laws and regulations in India, which are applicable to us. The information detailed in this section has been obtained from publications available in the public domain. The regulations and their descriptions set out below may not be exhaustive and are only intended to provide general information to the bidders and are neither designed nor intended to substitute for professional legal advice. The indicative summary is based on the current provisions of applicable law, which are subject to change or modification or amended by subsequent legislative, regulatory, administrative or judicial decisions. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions.

For details of Government and Other Approvals obtained by the Company in compliance with these regulations, see section titled "Government and Other Approvals" on page 254 of this Red Herring Prospectus. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business and should not be construed as an exhaustive list.

I. Regulation of the Defence Manufacturing Sector

1. Industries (Development and Regulation) Act, 1951, as amended ("IDAR Act")

The IDAR Act has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries, including among others, all types of electronic aerospace and defence equipment. The IDAR Act is administered by the Ministry of Commerce & Industries through the DPIIT.

2. Defence Acquisition Procedure ("DAP"), 2020

The MoD has announced the DAP, 2020 which has come into effect from October 1, 2020 and has superseded the Defence Procurement Procedure, 2016. DAP focuses on significantly boosting indigenous production and turning India into a global manufacturing hub of weapons and military platforms. DAP has been aligned with the vision of the Government's Atmanirbhar Bharat (self-reliant India) initiative and aims to empower Indian domestic defence industry through 'Make in India' projects. This policy will significantly boost indigenous defence. The Department of Military Affairs, MoD has prepared a list of 101 items for which there would be an embargo on the import (Import Embargo List), as set out in the press release dated August 9, 2020 issued by MoD. This list comprises of not just simple parts but also some high technology weapon systems such as artillery guns, assault rifles, corvettes, sonar systems, transport aircrafts, light combat helicopters (LCHs), radars and many other items to fulfil the needs of our defence services. Thereafter, 3 more lists have been released and an embargo has been put on 411 items in total. Further, the DAP aims to develop India into a Global hub for defence manufacturing and has been aligned to encourage foreign companies to set up in India. Additionally, the DAP contains detailed guidelines, inter alia, in relation to: (i) acquisition categories, acquisition planning and indigenous content; (ii) acquisition procedures for categories under 'Buy' and 'Buy and Make' schemes; (iii) procedure for procurement under 'Make' and 'Innovation' categories; and (iv) procedure for acquisition of systems designed and developed by the DRDO/DPSUs/OFB; (v) fast track procedure; (vi) standardization of contract document; (vii) revitalising defence industrial ecosystem through strategic partnerships; (viii) acquisition of system products and information and communication technology systems; (ix) leasing; (x) other capital procurement procedure; (xi) post contract management; and (xii) procedure for defence ship building. It also contains guiding principles on the intellectual property rights of the government in 'Make-I' projects, which are funded by the MoD. The government reserves the right to work patents, either by itself or by another entity on its behalf, when a contractor fails to work the patent within a reasonable period of time.

Acquisition Contracts have been defined as; 1. **Buy (Indian-IDDMM)**. 'Buy (Indian-IDDMM)' category refers to the acquisition of products from an Indian vendor that have been indigenously designed, developed and manufactured with a minimum of 50% Indigenous Content (IC) on cost basis of the base contract price i.e. total contract price less taxes and duties. 2. **'Buy (Indian)**' category refers to the acquisition of products from an Indian vendor which may not have been designed and developed indigenously, having 60% IC on cost basis of the base contract price. Vendors eligible in 'Buy (Indian-IDDMM)' category will also be permitted to participate in this category with indigenous design and a minimum of 50% IC on cost basis of the base contract price. 3. **Buy (Global -Manufacture in India)**. Buy (Global - Manufacture in India) category refers to an outright purchase of equipment from foreign vendors, in quantities as considered necessary, followed by indigenous manufacture of the entire/part of the equipment and

spares/assemblies/sub-assemblies/Maintenance along with Repair and Overhaul (MRO) facility (only in cases these are part of the main contract) for the equipment, through its subsidiary in India/through a Joint Venture/through an Indian Production Agency (PA) (with ToT of critical technologies as per specified range, depth and scope to the Indian PA), meeting a minimum of 50% IC on cost basis of the Base Contract Price. Indian vendors will be permitted to participate in Buy (Global -Manufacture in India). Acquisition under this category can also be carried out without any initial procurement of equipment in FF state. All payments for the 'Manufactured' portion will be paid to the vendor in Indian Rupees as per contract provisions.

The DAP outlines the defence offset policy, which is aimed at leveraging capital acquisitions and technology to develop the Indian defence industry by fostering development of internationally competitive enterprises and augmenting capacity for research, design and development related to defence products. Provisions on offsets would be applicable to 'Buy (Global)' categories of procurement, where the estimated acceptance on necessity cost is ₹ 2,000 crores or more. If an Indian vendor participating in the 'Buy (Global)' category fails to meet the minimum requirement of 30% indigenous content in the product, it would be required to discharge offsets. The required value of such offset obligations would be 30% of the estimated cost of the acquisition. The DAP will remain in force till September 30, 2025 or till reviewed.

With a view to promote domestic and indigenous industry as also align the DAP with the reforms enunciated in the 'Atmanirbhar Bharat Abhiyan', the MoD has notified a list of weapons/platforms banned for import, as updated from time to time on the MoD website and guidelines thereon, and SHQ will ensure that no weapon/platform figuring on the list is procured ex import. These equipment may, therefore, be procured under the Buy (Indian - IDDM), Buy (Indian), Buy and Make (Indian) (only if Buy quantities are zero) and Buy (Global - Manufacture in India) (only if Buy quantities are zero) categories of acquisition.

3. **Draft Defence Production & Export Promotion Policy, 2020 as amended ("Draft DPEPP")**

The MoD released the Draft DPEPP to provide further impetus to realise the goal of self-reliance under the goal of Atmanirbhar Bharat, which is to develop a dynamic, robust and competitive defence industry, including aerospace and naval shipbuilding industry, to cater to the needs of armed forces, along with giving end to end solutions ranging from design to production, with active participation from the public and private sectors, thus fulfilling the twin objectives of self-reliance as well as exports. The Draft DPPEP aims to implement measures so as to achieve a turnover of ₹ 1,750,000 million (US\$ 25 billion) including export of ₹ 350,000 million (US\$ 5 billion) in aerospace and defence goods and services by 2025. Further, its objective is to reform as well as standardize defence procurement by providing support to micro, small and medium enterprises/ start-ups in order to indigenize the manufacturing of imported components. Additionally, the Draft DPPEP has the following goals: (i) to reduce dependence on imports and take forward the "Make in India" initiative through domestic design and development; (ii) to promote export of defence products and become part of the global defence value chains; (iii) to create an environment that encourages research and development, rewards innovation, creates Indian intellectual property ownership and promotes a robust and self-reliance defence industry; (iv) enhance investment promotion with the association of the Ministry of Civil Aviation by offering incentives to global and domestic original equipment manufacturers to set up design and manufacturing facilities in India; and (v) liberalize foreign direct investment in the defence sector for attracting global original equipment manufacturers to shift manufacturing facilities and expand India's presence in international supply chains.

4. **Aircraft Act, 1934 as amended ("Aircraft Act"), the Aircraft Rules, 1937 as amended ("Aircraft Rules") and the Drone Rules, 2021 and Drone (Amendment) Rules, 2023 ("Drone Rules")**

The Aircraft Act and the Aircraft Rules were enacted to control the manufacture, possession, use, operation, sale, and the import and export of aircrafts. They stipulate parameters for determining airworthiness, maintenance of aircrafts, general conditions for flying and safety, registration of aircrafts and conduct of investigations. The Directorate General of Civil Aviation ("DGCA") is the competent authority for providing the abovementioned license and approvals. The DGCA is the regulatory body in the field of civil aviation primarily responsible for regulation of air transport services to/ from/ within India and for enforcement of civil air regulations, air safety and airworthiness standards. Further, the Bureau of Civil Aviation Security ("BCAS") is an independent authority responsible for laying down standards and measures with respect to security of civil flights at international and domestic airports in India.

Pursuant to the Aircraft (Amendment) Act, 2020, three regulatory bodies under the Ministry of Civil Aviation were accorded the status of statutory organisations. The DGCA is responsible for carrying out safety oversight and regulatory functions, the BCAS is responsible for carrying out regulatory and oversight functions in respect of matters relating to civil aviation security and the Aircraft Accidents Investigation Bureau is responsible for matters related to investigation of aircraft accidents or incidents.

The Ministry of Civil Aviation, on August 25, 2021, notified the Drone Rules, which repealed the Unmanned Aircraft System Rules, 2021. The Drone Rules have been amended on October 06, 2023. The Drone Rules define a ‘drone’ as an unmanned aircraft system and it applies to: (i) all persons owning or possessing, or engaged in leasing, operating, transferring or maintaining an unmanned aircraft system in India; (ii) all unmanned aircraft systems that are registered in India; and (iii) all unmanned aircraft systems that are being operated for the time being, in or over India. The Drone Rules provides detailed provisions inter alia on: (i) classification of unmanned aircraft systems; (ii) certification of unmanned aircraft systems; (iii) registration of unmanned aircraft systems; (iv) operation of unmanned aircraft systems; (v) remote pilot licenses; and (vi) unmanned aircraft system traffic management. The Drone Rules authorise the Director General of Civil Aviation or an officer authorised by the Central Government, State Government or Union Territory Administration, to levy a penalty up to rupees one lakh, for a contravention of the Drone Rules.

5. **Indian Naval Armament Act, 1923**

No person shall, except under and in accordance with the conditions of a licence granted under this Act,— (a) build any vessel of war, or alter, arm or equip any ship so as to adapt her for use as a vessel of war; or (b) despatch or deliver, or allow to be despatched or delivered, from any place in the States any ship which has been, either wholly or partly, built, altered, armed or equipped as a vessel of war in any part of India otherwise than under and in accordance with any law for the time being in force in that part. A licence under this Act for any of the purposes specified may be granted by the Central Government.

II. Regulations relating to Foreign Trade

1. Foreign Trade Policy

The foreign policy of India is governed and regulated by the Foreign Trade (Development and Regulation) Act, 1992, as amended (“Foreign Trade Act”). The Foreign Trade Act has empowered the Central Government to make provisions for the development and regulation of foreign trade by way of facilitating imports into as well as augmenting exports from the country and in all other matters related to foreign trade. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. It is authorised to periodically formulate the Indian Foreign Trade Policy and amend it thereafter whenever it deems fit. All exports and imports have to be in compliance with this policy. The Foreign Trade Policy provides for certain schemes for the promotion of export of finished goods and import of inputs.

The Foreign Trade Act, read with the Foreign Trade Policy, also provides that no person or company can make exports or imports without having obtained an importer exporter code number unless such person or company is specifically exempted. An application for an importer exporter code number has to be made to the Office of the Director General of Foreign Trade, Ministry of Commerce. An importer exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories.

Foreign Trade Policy (2023) is a policy document which is based on continuity of time-tested schemes facilitating exports as well as a document which is nimble and responsive to the requirements of trade. It is based on principles of ‘trust’ and ‘partnership’ with exporters. The FTP 2023 aims at process re-engineering and automation to facilitate ease of doing business for exporters. It also focuses on emerging areas like dual use high end technology items under SCOMET, facilitating e-commerce export, collaborating with States and Districts for export promotion. The new FTP is introducing a one-time Amnesty Scheme for exporters to close the old pending authorizations and start afresh. The FTP 2023 encourages recognition of new towns through “Towns of Export Excellence Scheme” and exporters through “Status Holder Scheme”. The FTP 2023 is facilitating exports by streamlining the popular Advance Authorization and EPCG schemes, and enabling merchanting trade from India.

The Key Approach to the policy is based on these 4 pillars: (i) Incentive to Remission, (ii) Export promotion through collaboration - Exporters, States, Districts, Indian Missions, (iii) Ease of doing business, reduction in transaction cost and e-initiatives and (iv) Emerging Areas – E-Commerce Developing Districts as Export Hubs and streamlining SCOMET policy.

2. Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations Framed Thereunder

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. 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 FIPB 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, 2000 (“FEMA Regulations”), as amended from time to time 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, 2000 for regulation on exports of goods and services.

FEMA (Non- Debt Instruments) Rules, 2019

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

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 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.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 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 of fund in India. Each Bidder 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 Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

III. Regulations relating to MSME

1. The Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“MSME”). A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated 01st June, 2020 revising definition and criterion and the same has come into effect from 01st July, 2020. The notification revised the definitions as “Micro enterprise”, where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; “Small enterprise”, where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; “Medium enterprise”, where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

IV. Corporate Laws

1. Companies Act, 2013:

The Companies Act, 2013 came into existence by repealing the Companies Act, 1956 in a phased manner. It received the assent of the President on August 29, 2013. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013. The Companies Act, 2013 deals with matters related to Incorporation of Companies, Prospectus and allotment of securities, Share capital and Debentures, Acceptance of Deposits by Companies,

Management and Administration, Appointment and Qualifications of Directors and other matters incidental thereto which are necessary for better Corporate Governance, bringing in more transparency in relation to Compliances and protection of shareholders & creditors.

The provisions of this Act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

V Employment And Labour Laws

1. The Code on Wages, 2019

The Code on Wages, 2019 (The “Code”) seeks to amend, consolidate and regulate the laws relating to wage and bonus payments in all employments and matters connected therewith or incidental thereto and aims at providing equal remuneration to employees performing work of a similar nature in every industry, trade, business or manufacture. The Code received the assent of the Lok Sabha on July 30, 2019 and of the Rajya Sabha on August 2, 2019. Subsequently, the Code received presidential assent on 8th August 2019, and was notified by the Ministry of Law and Justice, Government of India on the same date. The Code subsumes and repeals the provisions of four statutes -- the Payment of Wages Act, 1936 which ensures that payment of wages to employees are disbursed on time and no undue deductions are made, the Minimum Wages Act, 1948 which enables fixing of minimum rates of wages in certain employments, the Payment of Bonus Act, 1965 which provides for payment of bonus to persons employed in certain establishments on the basis of profit or productivity, and the Equal Remuneration Act, 1976 which aims to mandate equal remuneration to prevent gender discrimination in employment matters. Further, the Ministry of Labour and Employment has also notified the Draft Code on Wages (Central) Rules, 2020 under the Code.

The Code on Wages shall come into force on such date as may be prescribed by the Central Government by way of a notification of the Official Gazette. The Code in its entirety is yet to be notified ; however, certain provisions pertaining to the composition and duties of the Central Advisory Board as encompassed in Section 42, Section 67 and Section 69 of the Code have been brought into force by the Ministry of Labour and Employment vide Notification dated December 18, 2020.

2. Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”) has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA vests the responsibility on the principal employer of an establishment to which the CLRA applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

3. Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees Provident Fund Scheme, 1952

The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“the EPF Act”) is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

4. The Employees Compensation Act, 1923

The Employees Compensation Act, 1923 (“EC Act”) (and the amendments thereof) provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. The EC Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees’ Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death\ serious bodily injury.

5. Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer’s contribution and also Central Government’s contribution to the insurance fund shall be credited to an account called as “Deposit-Linked Insurance Fund Account.”

6. The Employees’ Pension Scheme, 1995

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

7. Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf.. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five year period shall be relaxed in case of termination of service due to death or disablement.

8. Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months’ notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

The Maternity Benefit (Amendment) Act, 2017 effective from 01st April, 2017 increased the maternity leave available to working women to 26 weeks with two surviving children and 12 weeks in case of more than two children. The Act also mandates crèches in offices with 50 or more employees and also facilitates work from home facilities.

9. Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

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

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

11. Shops and establishments legislations in various states

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of opening and closing hours, daily and weekly working hours, rest intervals, overtime, holidays, leave, health and safety measures, termination of service, wages for overtime work, maintenance of shops and establishments and other rights and obligations of the employers and employees. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

In addition to the above, we are subject to a wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our labourers and employees such as the

VI. Environmental Legislations

1. The Environment Protection Act, 1986

The purpose of the Environment Protection Act ("Environment Protection Act") is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to (a) prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

2. The Public Liability Insurance Act, 1991

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

3. National Environmental Policy, 2006

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. 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. Following are the objectives of the National Environmental Policy:

Conservation of Critical Environmental Resources
Intra-generational Equity: Livelihood Security for the Poor
Inter-generational Equity
Integration of Environmental Concerns in Economic and Social Development
Efficiency in Environmental Resource Use
Environmental Governance
Enhancement of resources for Environmental Conservation

4. Air (Prevention and Control of Pollution) Act, 1981

Air (Prevention and Control of Pollution) Act 1981 (-the Act) was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

5. Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act, 1974 (-the Act) was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

6. The Water (Prevention And Control Of Pollution) Cess Act, 1977 (“Water Pollution Cess Act”)

The Water Pollution Cess Act has been enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries to augment the resources of the central pollution control board and state pollution control boards. The Water Pollution Cess Act also provides for a rebate to the extent of 25% of the cess payable, in favour of persons who, being liable to cess under the Water Pollution Cess Act, install any plant for the treatment of sewage or effluents. However, this rebate is not applicable to persons consuming water in excess of the maximum prescribed quantity or who fail to comply with the provisions of section 25 of the Water Act or who fail to adhere to standards laid down by the Central Government under the Environment Act.

VII. Intellectual Property Legislations

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

The Patents Act, 1970
Indian Copyright Act, 1957
The Trade Marks Act, 1999
Design Act, 2000

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others

from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

Designs Act, 2000

The Design Act, 2000 came into force in May 2001 to consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms. In order to register a design, it must be new and original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registerable. A registered design is valid for a period of 10 years after which can be renewed for a second period of 5 years, before the expiration of the original period of 10 years. After such period the design is made available to the public by placing it in the public domain.

VIII. Legislations on Taxation

Central Goods and Services Tax Act, 2017

The Central Goods and Services Tax Act, 2017 (the “GST Act”) levies tax on the supply of goods and services throughout India to replace multiple taxes levied by the Central and State Governments on production, supply and sale of goods and providing of services in India, applicable from July 1, 2017. Under the GST Act, goods and services are taxed under five different categories, being 0%, 5%, 12%, 18% and 28%. GST is levied on all transactions such as supply, transfer, purchase, barter, lease, or import of goods and/or services. Transactions made within a single state are levied with Central GST (“CGST”) by the Central Government and State GST (“SGST”) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (“IGST”) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

Additional tax-related laws that are applicable to us include the Income Tax Act, 1961 along with various rules and notifications issued by the tax authorities.

IX. Other laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder and other applicable statutes imposed by the Centre or the State Government and authorities for our day-to-day business and operations. Further, our Company is required to comply with the provisions of the Indian Contract Act, 1872, Transfer of Property Act, 1882, Legal Metrology Act, 2009, to the extent applicable, SEBI Listing Regulations, RBI guidelines, IBC, each as amended and other applicable laws and regulations imposed by the central and state governments and other authorities for its day-to-day operations.

We are also subject to the fire control and safety rules and regulations framed by the specific state governments where we own, operate and maintain establishments. The legislations include provisions in relation to fire safety and life saving measures by occupiers of buildings, licensing provisions and penalties for non-compliance.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as "C2C – DB Systems Private Limited", a private limited company, in accordance with the provisions of the Companies Act, 2013, pursuant to a Certificate of Incorporation dated February 21, 2018, issued by the RoC, Karnataka at Bengaluru. Subsequently the name of our Company was changed to "C2C Advanced Systems Private Limited" pursuant to a special resolution passed by our shareholders in an Extraordinary General Meeting held on April 21, 2022 and a fresh Certificate of Incorporation dated May 12, 2022 was issued by the RoC. Subsequently, our Company has been converted to a public limited company, pursuant to a special resolution passed by our shareholders at the Extra Ordinary General Meeting held on September 28, 2023 and the name of our Company was changed to "C2C Advanced Systems Limited " and a fresh Certificate of Incorporation dated December 22, 2023 was issued to our Company by the RoC, Karnataka at Bengaluru.

Changes in registered office of our Company

The details of changes in the registered office of our Company are set forth below:

Date of Change	Details of change	Reasons for change
May 30, 2018	Change within local limits from NGEF Commercial Complex, (KGP) RR No: 9166345318, Bengaluru, Karnataka – 560 016 to No 86, Wings of Eagles, SS Commercial Estate, Varthur Road, Nagavarapalaya, C V Raman Nagar, Bengaluru – 560 093, Karnataka, India	Administrative convenience

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company, which have not been changed since incorporation is as mentioned below:

- To design, develop and manufacture microprocessor modules, systems, mini and macro computer-based systems and electronic instrumentation systems.*
- To manufacture, buy, sell, export, distribute, exchange, construct, let on hire, develop, maintain, repair or otherwise deal in apparatus, equipment, instruments and components required in industrial control applications, electronic circuits, entertainments, space research and electronic industries.*
- To carry on the business of providing or taking on outsourcing services for all processes, sub processes, transactions, activities and all other work performed by business in various industries within India and across the world that are enabled by IT and ITES of all kinds and to provide technical support and services pertaining to managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, etc.*

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association since inception:

Date of Shareholders' resolution amendment	Nature of amendment
March 21, 2018	Clause of V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company from ₹ 10,00,000 divided into 1,00,000 Equity Shares of ₹ 10 each to ₹ 1,50,00,000 divided into 15,00,000 Equity Shares of ₹ 10 each.
April 21, 2022	Clause I of our Memorandum of Association was amended to reflect the change in our name from 'C2C - DB Systems Private Limited to 'C2C Advanced Systems Private Limited.
August 29, 2023	Clause of V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company ₹ 1,50,00,000 divided into 15,00,000 Equity Shares of ₹ 10 each to ₹ 15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹ 10 each.
October 28, 2023	Clause I of our Memorandum of Association was amended to reflect the change in our name from 'C2C Advanced Systems Private Limited to C2C Advanced Systems Limited

Date of Shareholders' resolution amendment	/	Nature of amendment
		pursuant to conversion of our Company from a private limited company to a public limited company
December 18, 2023		Clause of V of our Memorandum of Association was amended to reflect the increase in the authorized share capital of our Company ₹ 15,00,00,000 divided into 1,50,00,000 Equity Shares of ₹ 10 each to ₹ 17,00,00,000 divided into 1,70,00,000 Equity Shares of ₹ 10 each.

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Calendar Year	Particulars
2018	Incorporation of our Company as "C2C – DB Systems Private Limited "
2018	Bagged an Order for implementation of Combat System Integration Support for Marine Crest Technologies SDN, BHD, Malaysia
2019	Set up the Experience Centre at Bengaluru
2022	Bagged an Order for Testing and Bug Fixing for OSI Maritime Systems Limited – Canada *
2023	Conversion into a Public Limited Company

* OSI is engaging C2C to provide software development services based in India. This includes the start-up of the software development team, the necessary workspace, physical equipment and management. OSI will train and provide two C2C team leads at OSI Canada to become the leaders of OSI India team of testers and developers in India. OSI India staff will execute work packages as specified by OSI Software Project Manager; OSI India team leads will ensure OSI India staff are delivering quality work on time and within budget; OSI India team leads will liaise with OSI Canada for direction and review benchmarks as required.

Launch of key products or services, entry in new geographies or exit from existing markets, capacity/ facility creation, location of plants

For details of launch of key products or services, entry in new geographies or exit from existing markets, see "**Major Events and Milestones of our Company**" as mentioned above and "**Our Business**" on page 128 of this Red Herring Prospectus.

Capacity/ facility creation, location of plants, launch of key products or services, entry into new geographies or exit from existing markets

Our Company has not undertaken any capacity/ facility creation and does not have any manufacturing plants.

Financial or Strategic Partners

As of the date of this Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

Time or cost overruns

Our Company has not experienced any time or cost overruns in relation to any projects set up by our Company as on date of this Red Herring Prospectus.

Defaults or rescheduling of borrowings with financial institutions / banks

Our Company has not defaulted on repayment of any loan availed from any bank or financial institution.

Revaluation of assets in the last 10 years

Our Company has not revalued its assets since inception.

Our Holding Company

As on the date of this Red Herring Prospectus, we do not have any holding company.

Joint Ventures of our Company

As on the date of this Red Herring Prospectus, our Company does not have any joint ventures.

Our Subsidiaries

As on the date of this Red Herring Prospectus, we do not have any subsidiary.

Details regarding material acquisitions or divestment of business or undertakings, mergers, amalgamations, any revaluation of assets etc., in the last ten (10) years

There have been no material acquisitions or divestments of business or undertakings by our Company since inception.

Mergers or amalgamation in the last 10 years

Our Company has not been party to any merger or amalgamation since inception.

Details of shareholders' agreements

Our Company does not have any subsisting shareholders' agreements among our shareholders vis-a-vis our Company. There are no subsisting arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter-se agreements, any agreements between our Company, our Promoters, and Promoter Selling Shareholder, or agreements of like nature or agreements comprising any clauses/covenants which are material to our Company and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

Agreements with Key Managerial Personnel, Senior Managerial Personnel, Directors, Promoter or any other employees

Neither our Promoter, nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, 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 the dealings of the securities of our Company.

Guarantees given by our Promoter

Our Promoter has not given any guarantee to any of our lenders.

Other agreements

Our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners or financial partners, other than in the ordinary course of business. For further details, see "**Our Business**" on page 128 of this Red Herring Prospectus.

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OUR MANAGEMENT

Board of Directors

Our Articles of Association require that our Board shall comprise of not less than three (3) Directors and not more than fifteen (15) Directors subject to the provisions of the Companies Act, 2013.

As on the date of this Red Herring Prospectus, our Company has Six (6) Directors, out of which one is the woman Executive Chairperson, two (2) are Executive Directors, one (1) is a non-executive non independent woman director and two (2) are non-executive independent directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

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

Name, designation, date of birth, address, occupation, current term, date of appointment and DIN	Designation	Other directorships
<p>Lakshmi Chandra</p> <p>Age: 70</p> <p>Date of birth: March 06, 1954</p> <p>Address: C4, Anand Niketan, New Delhi – 110 021</p> <p>Occupation: Business</p> <p>Term: For a period of 5 years from February 12, 2024</p> <p>Period of directorship: Since December 31, 2022</p> <p>DIN: 07436752</p>	<p>Chairperson and Managing Director</p>	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> • PVR Multimedia Private Limited • Taamarai Designs Private Limited • C2C Innovations Private Limited • Bhujang Innovations Private Limited
<p>Commander Kuriyedath Ramesh (Retd)</p> <p>Age: 55</p> <p>Date of Birth: March 07, 1968</p> <p>Address: B-05, Assetz Soul and Soil, Hennur Bagalur Road, Chikka Gubbi, Bengaluru – 560 077, Karnataka</p> <p>Occupation: Professional</p> <p>Term: Liable to retire by rotation</p> <p>Period of Directorship: Since Incorporation.</p> <p>DIN: 007507255</p>	<p>Whole Time Director and Chief Technology Officer</p>	<p>Nil</p>

Murtaza Ali Soomar Executive Director and Chief Financial Officer *Indian Companies*

Age: 45 • Zasfa Packaging Private Limited

Date of birth: October 19, 1979

Address: C-127, Defence Colony, Lajpat Nagar, South Delhi – 110 024

Occupation: Business

Term: Liable to retire by rotation

Period of directorship: Since September 30, 2018

DIN: 05194435

Kishore Soni Independent Director Nil

Age: 70

Date of birth: July 19, 1953

Address: C-125, Second Floor, Defence Colony, South Delhi, New Delhi – 110 024, India

Occupation: Professional

Term: 5 (five) years w.e.f. December 18, 2023

Period of directorship: Since December 18, 2023

DIN: 00852429

Lt. Gen Parminder Jeet Singh Pannu (Retd) Independent Director *Indian Companies*

Age: 64

• Kanvaas Spread Private Limited

Date of birth: September 03, 1959

Address: 389, New Jawahar Nagar, Jalandhar – 144 001, Punjab, India

Occupation: Professional

Term: 5 (five) years w.e.f. December 18, 2023

Period of directorship: Since December 18, 2023

DIN: 08628822

Shashi Gupta	Non -Executive Non Independent Director (Professional Director)	<i>Indian Companies</i>
Age : 52		• <i>Rajshringar Industries Private Limited</i>

Date of Birth: February 20, 1971

Address : Villa-2, T-10, LA, Tropicana
Parsvanth Khyber Pass Depot, Civil Lines,
NA North Delhi – 110 054, India

Occupation : Professional

Term: Liable to retire by rotation

Period of Directorship: Since January 19, 2024

DIN: 08969099

Neha Gupta	Independent Director (Additional Director)	<i>Nil</i>
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Age : 32

Date of Birth: August 11, 1992

Address : Aggarwal Residency, Block D
3rd Floor, Flat No:2, 2nd Avenue, Bandh
Road, Chandanhooda,(Chattarpur), New
Delhi – 110 074, India

Occupation : Professional

Term: 5 (five) years w.e.f September 30, 2024

Period of Directorship: Since September 30, 2024

DIN: 07633844

Confirmations:

- None of the Directors is categorized or are on the RBI list of Wilful Defaulters or Fraudulent Borrowers.
- None of our Directors are declared as Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such company.
- None of our Directors is, or was a director of any listed company, which has been or was delisted from any stock exchange(s), during the term of his/her directorship in such company.
- None of our Directors, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- 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 any of our Directors to become or to help any of them 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.

Brief profiles of our Directors

Ms Lakshmi Chandra is the Managing Director of the Company. She holds a Bachelors degree in Social Sciences from the Madras University and a Masters degree in Business Administration from the Rutgers University, New Jersey, USA. She has 18 years of experience as a technology licensing specialist and has about 10 years' experience as a digital design specialist.

Commander Kuriyedath Ramesh (Retd), Whole Time Director of the Company joined the Indian Navy in 1986 as a Naval Cadet. He completed his B Tech. degree in 1990 from INS Shivaji. He retired from the Navy in 2011 after about 25 years of service in the Indian Navy. He has also completed an Executive Management Course for Armed Forces Officers from IIM Bangalore. He has received many awards while being at the Indian Navy. During his Naval tenure, he has served in various ships and establishments of the Indian Navy. Being an Electrical Officer, he has been responsible for maintenance and availability of all power and weapon systems of Naval Ships. His technology experience in Weapon systems, Large systems and system of system architecture and design, Electronic systems across control systems, communication and deep programming and cyber security architecture emanate from the various positions served on various ships in the Indian Navy. Ramesh has deep understanding in system design and architecture, Data processing systems and analytics, Real time and embedded system architecture and programming. Post his retirement He spent time in conceptualizing and architecting current generation Military systems in partnership with others. These technology platforms were merged into C2C Advanced systems. Apart from being a Director of the Company, he is also the Chief Technology Officer at C2C Advanced Systems

Murtaza Ali Soomar, a commerce graduate brings about 2 decades of entrepreneurial experience to his current strategic position within the company. He was at the helm of scaling, diversifying and providing strategic direction to the endeavour, that rose up from a small family-run business to a specialized, medium-scale enterprise, constantly expanding and renewing its capacity and offer to discerning and specialized clientele. He is also the Chief Financial Officer of the Company.

Mr. Kishore Soni is a qualified Chartered Accountant and a Commerce Graduate. He is the founder of Kishore Soni & Co., a Chartered Accountant firm and has over 40 years of experience in Financial Advisory, Corporate Restructuring including acquisitions, mergers, turnaround of financially distressed companies, corporate governance issues, performance audits, investigative audits and internal audits of corporate entities. He has also represented financial institutions and banks before the BIFR and AAIFR. With the enactment of the IBC, he has been representing various clients both before the NCLT and the NCLAT. He has presented papers on Bankruptcy Reforms in both international and national seminars.

Lt Gen PJS Pannu (Retd) was the former Deputy Chief IDS, Indian Army. He holds a PhD. in Management "Indigenisation of Defence Industry". Lt Gen PJS Pannu, a second-generation Indian Army officer with a military career spanning almost four decades, brings leadership and strategic as well as operational experience to the Company. Lt Gen Pannu has served in some of the most challenging and high-stakes environments including the Siachen Glacier- one of the highest battlegrounds in the world, where Indian and Pakistani forces have engaged in intermittent conflict since 1984, and has served on both the Line of Control (LoC) and the Line of Actual Control (LAC) with China. He has undertaken various leadership roles and strategic responsibilities, including serving as Deputy Chief of Integrated Defence Services and Chairman of the Executive Committees of the Tri-service Think Tanks. He has also been involved in numerous operational and tactical operations, both within India and during international missions.

Shashi Gupta is an Advocate since the year 2002. She has more than 20 years of experience in handling legal matters and has been practising as an Advocate in the Supreme Court of India. She has also been appointed as a Mediator on the Panel of Supreme Court Mediation Centre. She has also been trained for Alternative Dispute Redressal Mechanism.

Neha Gupta is a Post Graduate in Commerce and a fellow member of the Institute of Company Secretaries of India. She is a Practicing Company Secretary and has about 8 years of experience in Corporate Law matters mainly in the field of Corporate Laws, Securities Laws, Compliance Management, FEMA, Secretarial Audits, Corporate Advisory Services, Dealing with restructuring of Organization by way of doing Merger, Acquisition, Takeover of Companies, also dealing with litigation matters before NCLT/NCLAT and Delhi High Court in various Corporate Law matters.

Relationships between any of our Directors or any of our Directors and Key Managerial Personnel or Senior Management Personnel

There is no relationship between our Directors or any of our Directors and amongst our Key Managerial Personnel or Senior Management Personnel.

Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our directors have been nominated, appointed or selected as director or member of senior management pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Service contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Borrowing Powers

Pursuant to our Articles of Association and in accordance with the provisions of the Companies Act, our Shareholders have passed a special resolution in their meeting held on February 12, 2024, authorizing our Board to borrow, for and on behalf of our Company, from time to time, any sum or sums of monies, in one or more tranches, which may exceed the aggregate of the paid up share capital and free reserves of our Company, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of 5000.00 lakhs, including the monies already borrowed by our Company.

Terms of appointment of our Directors

Executive Directors

The compensation payable to our Managing Director and Whole-time Director will be governed as per the terms of their appointment and shall be subject to the provisions of the Companies Act read with Schedule V to the Companies Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof).

Ms Lakshmi Chandra

Particulars	Details
Designation	Chairperson and Managing Director
Remuneration	<u>Salary and allowances</u> : Basic Salary and various allowances, as may be determined by the Company from time to time, at the rate of ₹4.00 lakhs per month or ₹48.00 lakhs per annum, with such annual increments therein as may be determined by the Board in that behalf.
Benefits, Perquisites and allowances	▪ <u>Reimbursement of actual entertainment, travel, boarding and lodging expenses incurred by him in connection with Company's business and such other benefits / amenities and other privileges as may be available to other executives of the Company or as may be approved by the Board.</u>
Remuneration paid for FY 2023-24	• ₹ 35.76 Lakhs

Mr Kuryidath Ramesh

Particulars	Details
Designation	Whole Time Director and Chief Technical Officer
Remuneration	<u>Salary and allowances</u> : Basic Salary and various allowances, as may be determined by the Company from time to time, at the rate of ₹ 4.50 lakhs per month or ₹ 54.00 lakhs per annum, with such annual increments therein as may be determined by the Board in that behalf.

Particulars	Details
Benefits, Perquisites and allowances	<ul style="list-style-type: none"> Reimbursement of actual entertainment, travel, boarding and lodging expenses incurred by him in connection with Company's business and such other benefits / amenities and other privileges as may be available to other executives of the Company or as may be approved by the Board.
Remuneration paid for FY 2023-24	<ul style="list-style-type: none"> ₹ 66.44 Lakhs

Mr Murtaza Ali Soomar

Particulars	Details
Designation	Whole Time Director and Chief Financial Officer
Remuneration	<u>Salary and allowances:</u> Basic Salary and various allowances, as may be determined by the Company from time to time, at the rate of ₹ 4.00 lakhs per month or ₹ 48.00 lakhs per annum, with such annual increments therein as may be determined by the Board in that behalf.
Benefits, Perquisites and allowances	<ul style="list-style-type: none"> Reimbursement of actual entertainment, travel, boarding and lodging expenses incurred by him in connection with Company's business and such other benefits / amenities and other privileges as may be available to other executives of the Company or as may be approved by the Board.
Remuneration paid for FY 2023-24	<ul style="list-style-type: none"> ₹ 35.76 Lakhs

Non-Executive Director & Independent Directors

Our Non-Executive Director and Independent Directors will be entitled to receive sitting fees for attending meetings of the Board and committee meetings pursuant to a resolution passed by the board of directors of our Company dated January 19, 2024 as follows:

Nature of Meetings	Amount
Board Meetings	₹ 40,000 per meeting
Committee Meetings	₹ 20,000 per meeting

Further, our Non-Executive Director and Independent Directors may be paid reimbursement of expenses as permitted under the Companies Act and the SEBI Listing Regulations.

Remuneration/ Compensation of our Directors

Further, details of the fees paid to our Executive / Non-Executive Directors in the Fiscal 2023 and Fiscal 2024 and till September 30, 2024 are set forth below:

Sr. No.	Name of the Executive Director / Non-Executive Director/ Independent Director	Amount (₹ in lakhs)		
		2022-23	2023-24	September 30, 2024
1	Murtaza Ali Soomar	12.00	35.76	23.57
2	Kuriyedath Ramesh	17.68	66.44	26.51
3	Lakshmi Chandra	12.00	35.76	23.57
4	Lt.Gen Pannu	Nil	Nil	Nil
5	Kishore Soni	Nil	Nil	Nil
6	Shashi Gupta	Nil	Nil	Nil

Remuneration paid or payable to our Directors from our Subsidiaries or associate companies

As on the date of this Red Herring Prospectus, we do not have any subsidiary or associate companies.

Contingent and deferred compensation payable to the Directors

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan for our Directors

Our Company does not have any performance linked bonus or a profit-sharing plan in which our Directors have participated

Shareholding of Directors in our Company

The Articles of Association of our Company do not require our Directors to hold qualification shares.

The table below sets forth details of Equity Shares held by the Directors as on date of this Red Herring Prospectus:

Name	No. of Equity Shares	Percentage of the pre-Issue paid up share capital (%)	Percentage of the post-Issue paid up share capital (%)
Kuriyedath Ramesh	5,01,000	4.69	3.01
Murtaza Ali Soomar	400	Negligible	Negligible
Lakshmi Chandra	6,650	0.05	0.04

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other reimbursement of expenses, if any, payable to them by our Company.

Our Directors may also be regarded as interested to the extent of the Equity Shares, if any, held by them or that may be subscribed by and allotted to their relatives, or the entities with which they are associated as promoters, directors, partners, proprietors or trustees or to the companies, firms and trust, in which they are interested as directors, promoters, members, partners and trustees, pursuant to the Issue and to the extent of any dividend payable to them and other distributions in respect of these Equity Shares. For further details regarding the shareholding of our Directors, see "*Capital Structure*" on page 72 of this Red Herring Prospectus.

Some of our Directors may hold positions as directors on the board of directors of our Group Companies. In consideration for these services, they may be paid managerial remuneration/ sitting fees in accordance with the provisions of the applicable law.

Some of our Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners as declared in their respective capacity. For further details, see "*Our Business*" on page 128 of this Red Herring Prospectus.

As on the date of this Red Herring Prospectus, except for Ms Lakshmi Chandra and Mr Murtaza Ali Soomar, who are Promoters of our Company and is the promoter of our promoters C2C Innovation Private Limited and PVR Multimedia Private Limited and Mr Kuriyedath Ramesh who is our Promoter and Director, none of our other Directors are interested in the promotion of our Company. For further details, see "*Our Promoter and Promoter Group*" on page 188 of this Red Herring Prospectus.

Except as disclosed in the sections titled "*Our Business*" and "*Restated Financial Statements*" on pages 128 and 199 respectively of this Red Herring Prospectus, our Directors do not have any interest in any property acquired prior to the date of this Red Herring Prospectus.

Our Directors are not interested in the appointment of BRLMs, Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI pursuant to this Issue.

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 any of our Directors to become or to help any of them 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.

Changes to our Board in the last three years

Except as mentioned below, there have been no changes in our Directors in the last three years:

Name	Date of appointment / change in designation / cessation	Reason
Lakshmi Chandra	April 01, 2022	Resignation due to pre-occupation
Chandra Krishnamurthy	April 01, 2022	Appointment
Chandra Krishnamurthy	December 31, 2022	Resignation due to professional pre-occupation
Lakshmi Chandra	December 31, 2022	Appointment
Subrahmanya Srinivasa Narenda Lanka	January 14, 2023	Resignation due to professional pre-occupation
Lakshmi Chandra	April 01, 2023	Change in designation to Managing Director
Lt Gen P J S Pannu (Retd)	January 19, 2024	Appointment as an Independent Director
Kishore Soni	January 19, 2024	Appointment as an Independent Director
Shashi Gupta	January 19, 2024	Appointment as a Non-Executive Non-Independent Director
Lakshmi Chandra	February 08, 2024	Resigned as Managing Director as special resolution had to be passed by shareholders as she was nearing 70 years of age
Lakshmi Chandra	February 12, 2024	Appointed as Managing Director

Corporate Governance

The provisions of the Companies Act, 2013, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange. Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, in respect of corporate governance including constitution of the Board and Committees thereof.

The Corporate Governance framework is based on an effective Independent Board, the Board's Supervisory role from the executive management team and constitution of the Board Committees, as required under law. The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

As on the date of filing this Red Herring Prospectus, our Company has six (6) Directors, out of which three (3) are Executive Directors; one (1) is a Non-Executive Non-Independent director and two (2) are non-executive independent directors. We have two women directors on our Board.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013. As on date of this Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 17A 18, 19, 20, 21, 22, 23, 24, 24A 25, 26,27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI(Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we are required to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavours to comply with the good corporate governance and accordingly certain exempted regulations have been compiled by our Company. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee

Committees of our Board

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares on the Stock Exchanges. In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following below mentioned Board committees. In addition to these, our Board may from time to time, constitute committees for various functions

- a. Audit Committee;
- b. Nomination and Remuneration Committee;

- c. Stakeholders' Relationship Committee; and
- d. IPO Committee.

Audit Committee

The Audit Committee was constituted by a resolution of our Board dated January 19, 2024. It is in compliance with Section 177 of the Companies Act. The current constitution of the Audit committee is as follows:

Name of Director	Position in the Committee	Designation
Kishore Soni	Chairperson	Independent Director
Murtaza Ali Soomar	Member	Executive Director
Lt Gen P J S Pannu (Retd)	Member	Independent Director

The Company Secretary of our Company shall serve as the secretary of the Audit Committee.

The scope and function of the Audit Committee, adopted pursuant to a resolution of our Board dated January 19, 2024 is in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI Listing Regulations.. Its terms of reference are as follows:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
3. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - 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;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Qualifications in the draft audit report; and
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process.
4. Approval or any subsequent modification of transactions of the company with related parties;
5. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases
6. 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.
7. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
8. 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.
9. 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.
10. Discussion with internal auditors any significant findings and follow up there on.

11. Examination of the financial statement and the auditors' report thereon;
12. Approval or any subsequent modification of transactions of the company with related parties;
13. Approval of appointment of CFO (i.e., 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.
14. Reviewing, with the management, the quarterly and half yearly financial statements before submission to the board for approval
15. Scrutiny of inter-corporate loans and investments;
16. Discussion with internal auditors of any significant findings and follow up there on;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
18. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. Valuation of undertakings or assets of the company, wherever it is necessary;
20. Evaluation of internal financial controls and risk management systems;
21. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
22. The Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
23. The Committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
24. To investigate any other matters referred to by the Board of Directors;
25. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
26. Carrying out any other function as may be required / mandated as per the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws;
27. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹ 10,000 lakhs or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances /investments;
28. the Audit Committee shall mandatorily review the following information:
 - a. Management discussion and analysis of financial information and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
 - f. Statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
 - ii. 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 ICDR Regulations.

Meeting of the Committee

The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two independent members at each meeting. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

Nomination and Remuneration Committee

The Nomination and Remuneration committee was constituted by a resolution of our Board dated January 19, 2024. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act. The current constitution of the Nomination and Remuneration committee is as follows:

Name of Director	Position in the Committee	Designation
Lt Gen P J S Pannu (Retd)	Chairman	Independent Director
Kishore Soni	Member	Independent Director
Shashi Gupta	Member	Non Executive Non Independent Director

The scope and function of the Nomination and Remuneration Committee, adopted pursuant to a resolution of our Board dated January 19, 2024, is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations. Its terms of reference are as follows:

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 (“Remuneration Policy”).

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals;
2. Formulation of criteria for evaluation of independent directors and the Board;
 3. Devising a policy on Board diversity;
 4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director’s performance (including independent director);
 5. Analysing, monitoring and reviewing various human resource and compensation matters;
 6. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
 7. Determining the Company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
 8. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;
 9. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
 10. Reviewing and approving the Company’s compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
 11. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable;
 12. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority. The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulations.

Meetings of the committee:

The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairman of the Nomination and Remuneration Committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated January 19, 2024. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act read with Regulation 20 of the SEBI Listing Regulations.

The current constitution of the Stakeholders' Relationship Committee is as follows:

Name of Director	Position in the Committee	Designation
Shashi Gupta	Chairman	Non Executive Non Independent Director
Murtaza Ali Soomar	Member	Executive Director
Lakshmi Chandra	Member	Managing Director

The scope and function of the Stakeholders' Relationship Committee adopted pursuant to a resolution of our Board dated January 19, 2024 is in accordance with. Its terms of reference are as follows:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures, or any other securities;
4. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
5. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
6. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
7. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority. The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations.

Meetings of the Committee

The Stakeholders Relationship Committee shall meet at least once a year and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The Chairman of the Stakeholders Relationship Committee shall be present at the Annual General Meeting to answer queries of the securities holders. The Quorum shall be two members present.

IPO Committee

The IPO Committee was constituted by a resolution of our Board dated January 19, 2024. The constitution of the IPO committee is as follows:

Name of Director	Position in the Committee	Designation
Shashi Gupta	Chairman	Non Executive Non Independent Director
Lakshmi Chandra	Member	Managing Director
Murtaza Ali Soomar	Member	Whole Time Director

The scope and function of the IPO Committee adopted pursuant to a resolution of our Board dated October 11, 2023 is in accordance with Section 135 of the Companies Act, 2013. Its terms of reference are as follows:

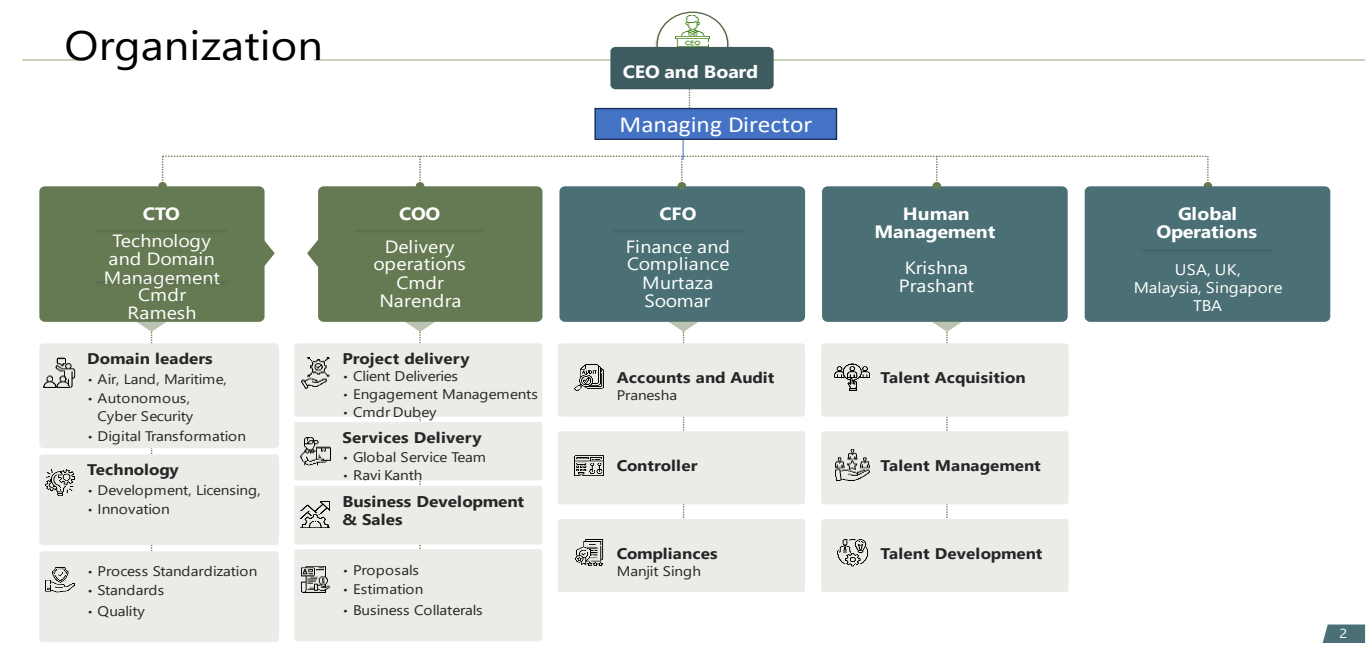
The Company Secretary shall act as the secretary of the IPO Committee.

The terms of reference of the IPO Committee include the following:

1. Approving amendments to the memorandum of association and the articles of association of the Company;
2. Approving all actions required to dematerialize the Equity Shares, including seeking the admission of the Equity Shares into the Central Depository Services (India) Limited (the “CDSL”) and the National Securities Depository Limited (the “NSDL”);
3. Finalizing and arranging for the submission of the Draft Red Herring Prospectus and Prospectus and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, institutions or bodies;
4. Approving a code of conduct as may be considered necessary by the Board or the IPO Committee or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;
5. Issuing advertisements as it may deem fit and proper in accordance with Applicable Laws;
6. Deciding on the size and all other terms and conditions of the Offering and/or the number of Equity Shares to be offered in the Offering, including any Pre-IPO Placement, Reservation, Green Shoe Option and any rounding off in the event of any oversubscription as permitted under Applicable Laws;
7. Taking all actions as may be necessary or authorized in connection with the Offering;
8. Appointing and instructing Book Running Lead Managers, syndicate members, market maker, placement agents, bankers to the Issue, the registrar to the Issue, bankers of the Company, managers, underwriters, guarantors, accountants, auditors, legal counsel, depositories, advertising agencies and all such persons or agencies as may be involved in or concerned with the Issue and whose appointment is required in relation to the Issue, including any successors or replacements thereof;
9. Opening bank accounts, share/securities accounts, custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with Applicable Laws;
10. Entering into agreements with, and remunerating all such Book Running Lead Managers, syndicate members, market maker, placement agents, bankers to the Issue, the registrar to the Issue, bankers of the Company, managers, underwriters, guarantors, accountants, auditors, legal counsel, depositories, , advertising agencies, and all other agencies or persons as may be involved in or concerned with the Issue, including any successors or replacements thereof, by way of commission, brokerage, fees or the like;
11. Seeking the listing of the Equity Shares on the Emerge Platform of National Stock Exchange of India Limited (the “Stock Exchange”), submitting listing application to the Stock Exchange and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreement with the Stock Exchange;
12. Submitting undertaking/certificates or providing clarifications to the SEBI and the Stock Exchanges;

13. Determining the price at which the Equity Shares are offered to investors in the Issue in accordance with Applicable Laws, in consultation with the Book Running Lead Managers and/or any other advisors, and determining the discount, if any, proposed to be issued to eligible categories of investors;
14. Determining the Issue price and minimum lot size for the purpose of bidding and the final Issue price after bid closure;
15. Determining the bid opening and closing dates in consultation with the Book Running Lead Managers;
16. Finalizing the basis of allocation of Equity Shares to retail investors/non-institutional investors/qualified institutional buyers and any other investor in consultation with the Book Running Lead Managers, the Stock Exchanges and/or any other entity;
17. Opening with the bankers to the Issue Sponsor Banks and other entities such accounts as are required under Applicable Laws;
18. To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorize one or more officers of the Company to sign all or any of the aforesaid documents;
19. Severally authorizing Murtaza Ali Soomar, CFO (“Authorized Officer”), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer considers necessary, desirable or expedient, in connection with the Issue, including, without limitation, engagement letters, memoranda of understanding, the listing agreement with the stock exchange, the registrar’s agreement, the depositories’ agreements, the Issue agreement with the Book Running Lead Managers (and other entities as appropriate), the market making agreement with the market maker, the underwriting agreement, the syndicate agreement, Confirmation of Allocation Notes, the advertisement agency agreement and any undertakings and declarations, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Issue, the Book Running Lead Managers, market maker, syndicate members, placement agents, bankers to the Issue, registrar to the Issue, bankers of the Company, managers, underwriters, guarantors, accountants, auditors, legal counsel, depositories, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Issue including any successors or replacements thereof; and any such agreements or documents so executed and delivered and acts, deeds, matters and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;
20. Severally authorizing the Authorized Officers to take any and all action in connection with making applications, seeking clarifications and obtaining approvals (or entering into any arrangement or agreement in respect thereof) in connection with the Issue, including, without limitation, applications to, and clarifications or approvals from the GoI, the RBI, the SEBI, the RoC, and the Stock Exchanges and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the act and deed of the Authorized Officers and the Company, as the case may be;
21. Severally authorizing the Authorized Officers, for and on behalf of the Company, to execute and deliver any and all documents, papers or instruments and to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officers may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officers shall be conclusive evidence of the authority of such Authorized Officers and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officers prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officers and the Company, as the case may be; and
22. Executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as the IPO Committee may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

MANAGEMENT ORGANISATION CHART



Key Managerial Personnel

In addition to, our Managing Director, Ms Lakshmi Chandra. and Executive Director / Chief Financial Officer, Murtaza Ali Soomar, whose details are provided in "*Our Management - Brief profiles of our Directors*" on page 171 of this Red Herring Prospectus, the details of our other Key Managerial Personnel as on the date of this Red Herring Prospectus are as set forth below:

Mr Manjeet Singh is the Company Secretary of the Company. He is a Commerce Graduate from Ravenshaw University, Cuttack and a qualified company secretary since October 2018. He has joined our Company in the January 2024. He has over 2 (two) years of experience in handling secretarial matters. He will handle the secretarial functions of the Company.

Senior Management Personnel

Other than Commander Kuriyedath Ramesh, who is our Chief Technology Officer, the details of our other senior management personnel are as follows:

1. Commander LSS Narendra (Retd.) – Chief Operations Officer

As the Chief Operations Officer (COO) of C2C Advanced Systems, Commander LSS Narendra (Retd.) brings with him professional knowledge and operational competencies honed over 30 years of dedicated service in the Indian Navy and Indian Industry. As a technical officer in the Indian Navy, Commander Narendra has served with distinction in a variety of challenging appointments of crucial operational importance and has always pursued professional excellence in the larger interest of the Service. After successful completion of his B.Tech (Electrical) degree from Naval Engineering College, INS Shivaji, Lonavala, Commander Narendra was Commissioned in the Indian Navy in the year 1991. He was subsequently selected to undergo Advance Naval Weapons System Engineering course from Defence Institute of Advance Technology (DIAT), Pune in affiliation with Pune University from where he was awarded Master of Engineering (ME) degree in Electronics and Telecommunications. An alumnus of prestigious Defence Services Staff College, Wellington from where he received his M. Sc. (Defence and Strategic Studies) degree in affiliation with Chennai University. He was entrusted with the onerous responsibility of ensuring expeditious completion of system Advanced Sysintegration of Combat Management Systems on a variety of Naval platforms. Apart from effectively surmounting the technological challenges, the task also called for coordination with several public and private organizations including DRDO labs, DPSUs, and a large number of foreign OEMs of weapons and sensors. His rich contribution towards ensuring the highest degree of operational readiness of Indian Naval platforms was recognized by the Indian Navy by conferring on him prestigious awards. After serving for over

20 years, Commander Narendra took premature retirement from the Indian Navy in the year 2012. At C2C he has been successful in establishing bedrock systems, structures and processes crucial for managing an effective and efficient organization. He has been primarily responsible for the successful delivery of Combat Management Systems to the Malaysian Navy ships and the establishment of an exclusive Offshore Development Centre (ODC) for a reputed foreign client dealing with situational awareness and decision support systems in the maritime domain. As the Chief Operations Officer of C2C Advanced Systems, Commander Narendra continues to guide the activities of the Company through his analytical, managerial, communication, and leadership skills. He is paid a remuneration of ₹.3,00,000 per month. He received a remuneration of ₹ 17.68 lakhs during the financial year ended March 31, 2024.

2. Krishna Prashanth – Vice President – Human Resources Department

Mr Krishna Prashanth is our Vice President – HR. He has been with our Company since 2018.

Relationships among Key Managerial Personnel, and with Directors

None of our Key Managerial Personnel are related to each other or to the Directors of our Company.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Changes in the Key Managerial Personnel and Senior Managerial Personnel in last three years

There have been no changes in the Key Managerial Personnel or our Senior Managerial Personnel in the last three years except for the appointment of Mr. Manjeet Singh, Company Secretary w.e.f. January 19, 2024.

Status of Key Managerial Personnel and Senior Management Personnel

As on the date of this Red Herring Prospectus, all our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Service contracts with Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management Personnel have not entered into any service contracts with our Company which include termination or retirement benefits.

Retirement and termination benefits for Key Managerial Personnel and Senior Management Personnel

Except statutory benefits upon termination of their employment in our Company or superannuation, none of the Key Managerial Personnel and Senior Management Personnel is entitled to any benefit upon termination of employment or superannuation.

Shareholding of the Key Managerial Personnel and Senior Management Personnel

Other than the shareholding of our Directors, Ms. Lakshmi Chandra, Mr Kuriyedath Ramesh, Mr. Murtaza Ali Soomar and Mr Subrahmanya Narendra Lanka, as disclosed in section "*Capital Structure*" on page 72 of this Red Herring Prospectus, none of our other Key Managerial Personnel and Senior Management Personnel hold any Equity Shares in our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management Personnel

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel and Senior Management Personnel for Financial Year 2023, which does not form part of their remuneration for such period.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management Personnel

Our Company has no bonus or profit-sharing plan in which the Key Managerial Personnel and Senior Management Personnel.

Interest of Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management Personnel are interested in our Company only to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. The Key Managerial Personnel and Senior Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held in our Company, if any.

Employee Stock Option Plan

As on the date of this Red Herring Prospectus, our Company does not have any employee stock option plan.

Payment or Benefit to officers of our Company (non-salary related) to our Key Managerial Personnel and Senior Management Personnel

No non-salary related amount or benefit has been paid or given within the two years preceding the date of this Red Herring Prospectus or is intended to be paid or given to any officer of our Company, including our Directors, Key Managerial Personnel and Senior Management Personnel.

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OUR PROMOTER AND PROMOTER GROUP

Our Promoters

As on the date of this Red Herring Prospectus, the Promoters of our Company are

1. C2C Innovations Private Limited,
2. PVR Multimedia Private Limited,
3. Lakshmi Chandra,
4. Maya Chandra,
5. Kuriyedath Ramesh,
6. Subrahmanya Srinivasa Narendra Lanka and
7. Murtaza Ali Soomar.

As on the date of this Red Herring Prospectus, our Promoters hold 88,77,956 Equity Shares of Rs. 10/- each, representing 72.43% of the pre - issued, subscribed and paid-up Equity Share capital of our Company. For details, please see the section titled “*Capital Structure*” on page 72 of this Red Herring Prospectus.

Details of our Corporate Promoters are as follows:

1. C2C Innovations Private Limited

Corporate Information

C2C Innovations Private Limited was incorporated as C2C Solutions Private Limited on December 14, 2000, as a private limited company, in accordance with the provisions of the erstwhile Companies Act, 1956, pursuant to a Certificate of Incorporation dated December 14, 2000 issued by the Registrar of Companies, Karnataka at Bengaluru (“**RoC**”). The name of the Company was changed to its current name on May 13, 2016. The CIN Number of the Company is U32106KA2000PTC028289. The Registered Office of the Company is located at 59, 3rd Floor, 4th Main 18th Cross, Malleswaram, Bengaluru 560 055 Karnataka, India. Our Promoter is engaged in the business of manufacture of electronic valves and tubes and other electronic components.

Present Activities

The Company is currently engaged in the business of IT enabled services and supplying related equipment.

Board of Directors of C2C Innovations Private Limited

The Board of Directors of our Promoter comprises of the following members:

Sl.No	Name	Designation
1	Jayakumar Nirmala Bargavi Rajesh	Directors
2	Lakshmi Chandra	Directors

Change in Control

There has been no change in control of our Promoter.

Shareholding Pattern

The Authorised Share Capital of C2C Innovations Private Limited is 60,00,000 Equity Shares of ₹ 10/- each aggregating to ₹ 600,00 lakhs. The issued, subscribed and paid-up capital of our Promoter is 46,02,120 Equity Shares of Rs.10/- each aggregating to ₹ 4,60,21,200.

Details of the promoter and promoter group of our Promoter

The promoter of C2C Innovations Private Limited is C2C Singapore Pte Limited holding 43,02,120 Equity Shares constituting 93.48% of the issued and paid-up capital of the Company. Ms Lakshmi Chandra is the Significant Beneficial Owner of our Promoter or the natural person in control of our Promoter holding 16,15,000 Equity shares constituting 100% of the issued and paid-up capital of C2C Singapore Pte Limited.

Shareholding Pattern:

The shareholding pattern of C2C Innovations Private Limited is as under:

Sl.No	Name of the Shareholder	Number of Shares held	Percentage (in %)
1	Lakshmi Chandra	1,00,000	2.17
2	Maya Chandra	1,00,000	2.17
3	Murtaza Ali Soomar	1,00,000	2.17
4	C2C Singapore Pte Limited	43,02,120	93.48
	Total	46,02,120	100.00

The promoters and shareholders of C2C Singapore Pte Limited are as under:

Sl.No	Name of the Shareholder	Number of Shares held	Percentage (in %)
1	Lakshmi Chandra	16.15,000	100%
	Total	16,15,000	100%

Our Company confirms that the permanent account number, bank account number, company registration number and the address of the Registrar of Companies where C2C Innovations Private Limited is registered, has been submitted to the Stock Exchange at the time of filing the Draft Red Herring Prospectus.

PVR Multimedia Private Limited

Corporate Information

PVR Multimedia Private Limited was incorporated on March 10, 2000, as a private limited company, in accordance with the provisions of the erstwhile Companies Act, 1956, pursuant to a Certificate of Incorporation dated March 10, 2000 issued by the Registrar of Companies, Delhi and Haryana at New Delhi. The CIN Number of the Company is U72900DL2000PTC104327. The Registered Office of the Company is located at B-9, Ground Floor, Near CC Colony, Sardar Nagar, North Delhi 110 009. Our Promoter is engaged in the business of maintaining websites of other companies and creation of multimedia presentations for other companies.

Present Activities

PVR Multimedia Limited is currently engaged in the business of creation of multimedia presentation for other companies

Board of Directors of PVR Multimedia Private Limited

The Board of Directors of our Promoter, PVR Multimedia Private Limited comprises of the following members:

Sl. No	Name	Designation
1	Kulwant Singh Sachdeva	Director
2	Lakshmi Chandra	Director
3	Maya Chandra	Director

Change in Control

There has been no change in control of our Promoter.

Shareholding Pattern

The Authorised Share Capital of PVR Multimedia Private Limited is 1,00,00,000. Equity Shares of ₹ 10/- each aggregating to Rs. 1000.00 lakhs. The issued, subscribed and paid-up capital of our Promoter is 72,23,000 Equity Shares of Rs.10/- each aggregating to ₹ 7,22,30,000.

Details of the promoter and promoter group of our Promoter

The promoter of PVR Multimedia Private Limited is Ms Lakshmi Chandra holding 32,50,350 Equity Shares constituting 51% of the issued and paid-up capital of the Company.


The shareholding pattern of PVR Multimedia Private Limited is as under:

Sl. No	Name of the Shareholder	Number of Shares held	Percentage (in %)
1	Kulwant Singh Sachdeva	180	negligible
2	Lakshmi Chandra	39,00,420	51.00
3	Maya Chandra	10,83,360	15.00
4	Hari Chandra	4,33,290	9.00
5	Murtaza Ali Soomar	18,05,750	25.00
	Total	72,23,000	100.00


Our Company confirms that the permanent account number, bank account number, company registration number and the address of the Registrar of Companies where PVR Multimedia Private Limited is registered, has been submitted to the Stock Exchange at the time of filing the Draft Red Herring Prospectus.

II. Individual Promoters


1. Lakshmi Chandra

	<p>Lakshmi Chandra holds a Bachelors degree in Social Sciences from the Madras University and a Master’s degree in Business Administration from the Rutgers University, New Jersey, USA. She has 18 years of experience as a technology licensing specialist and has about 10 years’ experience as a digital design specialist.</p>
<p>Date of Birth</p>	<p>For these details, please see “Management” on Page 171. Of this RHP.</p>
<p>Age</p>	
<p>Educational Qualification</p>	
<p>Present Residential Address</p>	
<p>Directorship held</p>	
<p>PAN Number</p>	<p>ALGPC7458P</p>
<p>Other Ventures</p>	<p>PVR Multimedia Private Limited Taamarai Designs Private Limited C2C Innovations Private Limited Bhujang Innovations Private Limited C2C Singapore Pte Limited</p>


2. Kuriyedath Ramesh

	Kuriyedath Ramesh joined the Indian Navy in 1986 as a Naval Cadet. He completed his B Tech. degree in 1990 from INS Shivaji. He retired from the Navy in 2011 after about 25 years of service in the Indian Navy. He has also completed an Executive Management Course for Armed Forces Officers from IIM Bangalore
Date of Birth	For these details please see “Management” on Page 171 of this RHP.
Age	
Educational Qualification	
Present Residential Address	
Directorship held	
PAN Number	<u>AGUPR9456</u>
Other Ventures	None


3. Subramanya Srinivasa Narendra Lanka

	Subrahmanya Srinivasa Narendra Lanka Commander LSS Narendra (Retd.) brings with him professional knowledge and operational competencies honed over 30 years of dedicated service in the Indian Navy and Indian Industry. As a technical officer in the Indian Navy, Commander Narendra has served with distinction in a variety of challenging appointments of crucial operational importance and has always pursued professional excellence in the larger interest of the Service. After successful completion of his B.Tech (Electrical) degree from Naval Engineering College, INS Shivaji, Lonavala, Commander Narendra was Commissioned in the Indian Navy in the year 1991. He was subsequently selected to undergo Advance Naval Weapons System Engineering course from Defence Institute of Advance Technology (DIAT), Pune in affiliation with Pune University from where he was awarded Master of Engineering (ME) degree in Electronics and Telecommunications. He has been associated with our Company since incorporation.
Date of Birth	For these details please see “Management” on Page 171 of this RHP.
Age	
Educational Qualification	
Present Residential Address	
Directorship held	
PAN Number	ABXPL20371
Other Ventures	None

4. Murtaza Ali Soomar

	Murtaza Ali Soomar has about 2 decades of diverse entrepreneurial experience.
Date of Birth	For these details please see “Management” on Page 171 of this RHP.
Age	
Educational Qualification	
Present Residential Address	
Directorship held	
PAN Number	AUQPS1059K
Other Ventures	Zafsa Packaging Limited

5. Maya Chandra

	Maya Chandra is a graduate in Economics from the London School of Economics and has diverse interests in social welfare projects.
Date of Birth	13.01.1983
Age	41
Educational Qualification	Graduate from the London School of Management
Present Residential Address	C4 Anand Niketan, New Delhi 110 021
PAN Number	AUXPC6959M
Directorship held	
Other Ventures	

Our Company confirms that the permanent account number, Passport Number and the bank account number, of our individual promoters shall be submitted to the Stock Exchange at the time of filing the Draft Red Herring Prospectus.

Change in Control of our Company

There has been no change in control of our Company. C2C Innovations Private Limited is one of the original promoters of our Company. Our other promoter PVR Multimedia Private Limited acquired 100 shares from our Director, Mr Kuriyedath Ramesh on June 01, 2023 at ₹ 10 per share. The ultimate beneficial owner of our Corporate

Promoters C2C Innovation Private Limited is Ms Lakshmi Chandra and PVR Multimedia Private Limited is Ms Lakshmi Chandra.

Interests of Promoters

Our Promoters are interested in our Company (i) to the extent that it has promoted our Company (ii) to the extent of its shareholding in our Company, (iii) to the extent of the shareholding of its promoters, their relatives and other entities promoted by him and invested in our company, and the dividend payable, if any and other distributions in respect of the Equity Shares held by them. For details of the shareholding of our Promoters in our Company, see “*Capital Structure*” on page 72 of this Red Herring Prospectus. For further details of interest of our Promoters in our Company, see “*Our Management*” and “*Restated Financial Statements*” on pages 171 and 199 respectively of this Red Herring Prospectus.

Interest of Our Promoters in the property of the Company

Our Promoters have no interest in any property acquired in the three years preceding the date of this Red Herring Prospectus 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.

Interest of Promoter in acquisition of land, construction of building and supply of machinery, etc

Our Promoters do not have any interest in any transaction by our Company for acquisition of land or construction of building or supply of machinery, during the three (3) years preceding the date of this Red Herring Prospectus. For further details, see “*Our Business*” on page 128 of this Red Herring Prospectus. Further, except as stated in “*Restated Financial Statements – Note 30 - Related Party Disclosures*” on page 231 of this Red Herring Prospectus and to the extent set out above under “*– Interests of Directors*”, our Promoters do not have any other interest in our business.

Interest of our Promoters in our Company arising out of being a member of a firm or company

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to our Promoter or to any firm or company in which our Promoter is interested as a member in cash or shares or otherwise by any person either to induce our Promoter or to become or qualify them as a promoter otherwise for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Companies or firms with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any other company or firm in the three years preceding the date of this Red Herring Prospectus.

Experience in the business of our Company

Our Promoters have adequate experience in the business of our Company.

Other ventures of our Promoters

Other than as disclosed in the section “*Our Management – Other Directorships*” on page 171 of this Red Herring Prospectus and our Promoter Group entities, our Promoters are not involved in any other ventures.

Payment or Benefits to our Promoter or Promoter Group

Except as disclosed herein and as stated in “*Restated Financial Statements*” at page 199 of this Red Herring Prospectus, there has been no payment or benefits by our Company to our Promoter or any of the members of the Promoter Group during the two years preceding the date of this Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Red Herring Prospectus.

Our Company and Promoters confirmed that they have not been declared as wilful defaulters or Fraudulent Borrowers or by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters, Promoter group or directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters, Promoter group or directors do not have direct or indirect relation with the companies, its Promoter and whole-time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our Promoters or directors are not fugitive economic offenders.

We and Our Promoters, Group Entities, and Companies promoted by the Promoters confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.
- The details of outstanding litigation including its nature and status are disclosed in the section title “*Outstanding Litigation and Material Developments*” appearing on page no. 251 of this Red Herring Prospectus.

Except for Ms Lakshmi Chandra and Ms Maya Chandra who are related as mother and daughter none of our promoters are related to each other. None of our promoters are related to any of the Directors.

Material Guarantees

Our Promoter has not given any material guarantee to any third party, in respect of the Equity Shares, as of the date of this Red Herring Prospectus.

Our Promoter Group

Individuals forming part of the Promoter Group

In addition to the Promoters mentioned above, the individuals and entities that form part of the Promoter Group of our Company in terms of the SEBI ICDR Regulations are set out below:

I. Individuals who are a part of our Promoter Group

Lakshmi Chandra	Maya Chandra	Kuriyedath Ramesh	Srinivasa Lanka	Murtaza Ali Soomar	Relationship with the Promoter
Erode Ganapathi Iyer Ramachandran	Krishna Chandra	-	-	Shabbir	Father
	Lakshmi Chandra	Savithri Antarjanam	Lanka Annapurna	Nilofer	Mother
Krishna Chandra	-	K C Smitha	Lanka Padmaja	Mahira	Spouse
Hari Chandra	-	Kuriyedath Rahul	LSS Jyotiraditya	-	Son
Maya Chandra	-	-	Lanka Bhavya	-	Daughter
-	Hari Chandra	-	-	-	Brother
-	-	-	-	-	Sister
-	-	-	-	-	Mother of the spouse
-	-	-	-	-	Father of the spouse

Entities forming part of our Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

Sr. No.	Nature of Relationship	Entities
1.	Subsidiary of the Promoter	1. KTI Intelligent Systems Private Limited 2. Realtme Tech Solutions Private Limited
2.	Holding Company of the Promoter	1. C2C Innovations Singapore PTE Limited
3.	Any Body Corporate in which 20% or more of the share capital is held by the Promoters or an	1. RTTS Engineering Private Limited 2. Taamarai Designs Private Limited

Sr. No.	Nature of Relationship	Entities
	immediate relative of the Promoters or a firm or Hindu Undivided Family in which the promoters or any one or more of his immediate relatives is a member;	3. Bhujang Innovations Private Limited 4. Zasfa Packaging Private Limited
4.	Any Body Corporate which holds twenty per cent. or more, of the equity share capital of the Issuer; and	None
5.	Any body corporate in which a body corporate as provided in (4) above holds twenty per cent. or more, of the equity share capital	None
6.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent of the total capital;	None

Other Persons included in Promoter Group:

None of the other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018.

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OUR GROUP COMPANIES

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, our Company has considered those companies as our Group Company with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years as considered material by our Board. Further, pursuant to a resolution of our Board dated February 08, 2024 for the purpose of disclosure in relation to Group Company in connection with the Issue, a company shall be considered material and disclosed as a Group Company if such company fulfils both the below mentioned conditions: -

(i) Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI(ICDR)Regulations 2018; and

(ii) Where the Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the company as per Restated Financial Statements.

Based on the above, the following Companies has been identified as our Group Companies:

1. Realtime Techsolutions Limited
2. KTI Intelligent Systems Private Limited

DETAILS OF OUR GROUP COMPANIES

1. Realtime Techsolutions Limited

Registered office

The Registered Office of Realtime Techsolutions Private Limited is 59, 3rd Floor, 4th Main, 18th Cross, Malleswaram Bengaluru – 560 055, Karnataka, India.

Business Activities:

Realtime Techsolutions (RTTS) delivered sub systems that were the integral part of systems built by third parties. RTTS utilizes Commercial off the shelf electronics, hardens them with Realtime software programming including field gate array programming to capture the complex data, cyber security to protect the equipment and advanced engineered mechanical packaging and systems and deliver a subsystem that system providers like Bharat Electronics, DRDO, Tata, Indian Military utilize to deliver systems for various warfare applications. C2C Advanced systems was using RTTS as its vendor for the subsystems. However, all businesses including the clients of RTTS have now been transferred to C2C Advanced systems. RTTS does not have staff to conduct any business.

Financial Performance

The financial information of Realtime Techsolutions Private Limited is as under:

Audited, (₹ in Lakhs)

Particulars	FY 2022-23	FY2021-22	FY 2020-21
Total Revenue from operations	151.77	457.79	1217.91
Profit Before Tax	15.42	(19.02)	(105.74)
Profit After Tax	20.38	(11.37)	(105.74)
Equity Share Capital	430.36	430.36	430.36
Networth	1260.79	1240.41	1251.78
EPS (Basic and Diluted) in Rs.	0.47	(0.26)	(2.46)

Realtime Techsolutions Private Limited does not have a website. 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, based on the audited financial statements for the preceding three years (for which audit has been done as on date of this Red Herring Prospectus) shall be hosted on the website of our Company at www.c2c.as.com.

2. KTI Intelligent Systems Private Limited having CIN U72900KA2009PTC107714.

Registered office

The Registered Office of KTI Intelligent Systems Private Limited is No: 425, 3rd Floor, 2nd Main Road, Kasthuri Nagar, East of NGEF, Near SBM Bank, Bengaluru – 560 043, Karnataka, India

Business Activities: The Company is in the business of computer related activities like maintenance of websites of other companies and making multimedia presentations for other companies.

Financial Performance

The financial information of KTI Intelligent Systems Private Limited is as under:

Audited, (₹ in Lakhs)

Particulars	FY 2022-23	FY2021-22	FY 2020-21
Total Revenue from operations	0.00	0.00	20.81
Profit Before Tax	(3.24)	(29.15)	(34.55)
Profit After Tax	(3.24)	(29.15)	(34.55)
Equity Share Capital	50.00	50.00	50.00
Networth	129.27	131.57	160.72
EPS (Basic and Diluted) in Rs.	(0.46)	(5.83)	(6.91)

KTI Intelligent Systems Private Limited does not have a website. 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, based on the audited financial statements for the preceding three years (for which audit has been done as on date of this Red Herring Prospectus) shall be hosted on the website of our Company at www.c2c.as.com.

PENDING LITIGATIONS

There is no pending litigation involving any of the above-mentioned group companies which has a material impact on our company. However, for details of Outstanding Litigation against our Company and Group Companies, please refer to Chapter titled “*Outstanding Litigations and Material Developments*” on the Page no. 251 of this Red Herring Prospectus.

COMMON PURSUITS

None of Group Companies/Entities are similar line of business as on date of filing Red Herring Prospectus.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANY/ENTITY AND ITS SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

For details, please refer Chapter titled “*Restated Financial Information*” beginning on page 199 of the Red Herring Prospectus, there is no business interest among Group Companies.

BUSINESS INTERESTS AMONGST OUR COMPANY AND GROUP COMPANIES/ENTITIES /ASSOCIATE COMPANIES

Existing

Except as mentioned under “*Annexure J– Restated Related Party Disclosures*” under Chapter titled “*Restated Financial Information*” beginning on page 199 of the Red Herring Prospectus, there is no business interest among Group Companies.

Our company has not proposed any Related Party Transactions with Group/Entities/Promoters for FY 2023-24 except for remunerations payable to Directors and KMPs of the company.

In addition to all above transactions proposed to be entered, our Company may also propose to enter into new transactions or transactions beyond the present approval given by the Board of Directors/Audit Committee after obtaining the fresh approval for the new transactions or transactions beyond the approval specified above.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board of Directors and approved by our shareholders in the Annual General Meeting, at their discretion, subject to the provisions of the Articles of Association, the Companies Act and SEBI Listing Regulations, including the rules made thereunder and other relevant regulations, if any, each as amended. Further the Board shall also have the absolute power to declare interim dividend in compliance with the Act including the Rules made thereunder and other relevant regulations, if any. Our Company has no formal dividend policy as on the date of this Red Herring Prospectus.

Declaration of dividend, if any, will depend on a number of internal and external factors, including but not limited to annual operating plans, capital budgets, quarterly and annual results, investments including mergers and acquisitions, legislations impacting business, competition, strategic updates, financial decisions, funding arrangements, macro-economic environment, changes in accounting policies and applicable accounting standards, client related risks, statutory restriction, capital markets, inflation rate, tax implications, considering dividend pay-out ratios of Companies in the same industry and other factors considered by our Board of Directors. Our Company may not distribute dividend or may distribute a reduced quantum of dividend when there is absence or inadequacy of profits.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

Our Company has not declared and paid any dividends on the Equity Shares in the three Fiscals preceding the date of this Red Herring Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

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SECTION VI: FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS



INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

**The Board of Directors
C2C ADVANCED SYSTEMS LIMITED.,**

Dear Sirs,

1. We have examined the attached Restated Financial Information of **C2C ADVANCED SYSTEMS LIMITED** (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at September 30, 2024, March 31 2024, March 31 2023 and March 31 2022, the Restated Statements of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flow for the five months ended September 30, 2024, and for the year ended March 31, 2024, 31 March 2023 and 31 March 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 at their meeting held on October 26th, 2024 for the purpose of inclusion in the Red herring prospectus ("RHP") 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 (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the RHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and Registrar of Companies, Delhi in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation note as stated in "Basis of preparation and significant accounting policies" note to the Restated Financial Information. The responsibility of the respective Board of Directors includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated April 4, 2024 in connection with the proposed IPO 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.

4. These Restated Financial Information have been compiled by the management from:

a) The Standalone financial statements of the company for the six months period ended September 30, 2024 and the Audited financial statements of the company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, ("Indian Accounting Standards") read with the Companies (Accounting Standards) Rules, 2015, as amended.

5. We have audited the special purpose financial information of the C2C Advanced Systems Limited., for the six months period ended September, 2024 and year ended March 31, 2024 prepared by the Company in accordance with the , " Indian Accounting Standards" for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to proposed IPO. We have issued our report dated 26th October 2024 on these special purpose financial information to the Board of Directors who have approved these in their meeting held on 26th October 2024.

6. For the purpose of our examination, we have relied on:

a) Auditors' reports issued by us dated 30th September, 2024 on the financial statements of the Company as at 30th September 2024 referred in Paragraph 4(a) above; and

b) Auditors' Report issued by BMGS & ASSOCIATES., (the "Previous Auditors"), for the financial year ended on 31st March 2023 and 31st March 2022 referred in Paragraph 4(a) above;

The audit for the financial year ended on 31st March 2024 conducted by P.K.Chand & Co. and 31st March 2023 and 31st March 2022 were conducted by the Company's auditors, BMGS & ASSOCIATES., (the "Previous Auditors"), and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss (including other comprehensive income), statements of changes in equity and statement of cash flow, the Summary Statement of Significant Accounting Policies, and other explanatory information and (collectively, the "September 30 and 2024, 2023 and 2022 Restated Financial Information") examined by them for the said years. The examination report included for the said years is based solely on the report submitted by the auditor. They have also confirmed that the 2023 and 2022 Restated Financial Information;

i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial for the six months period ended September 30 2024 and year ended March 31, 2024, March 31, 2023 and 31 March 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at for the six months period ended September 30 and for the year ended 31 March 2024; and

ii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.



7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the auditor for the respective years, we report that the Restated Financial Information:
 - a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31 2024, March 31 2023 and March 31 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at six months period ended September 30, 2024 and for the year ended March 31 2024; and
 - b. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
8. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the date of audited financial statements mentioned in paragraph 4 above.
9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the predecessor auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Board of Directors for inclusion in the RHP to be filed with Securities and Exchange Board of India, NSE- National Stock Exchange of India Limited and Registrar of Companies, Delhi in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For and on behalf of M/s PK Chand & Co.

Chartered Accountants
Firm Registration Number: 512371C

Name: Prashant Kumar

Partner

ICAI Membership Number: 091046

UDIN: 24091046BKFMW9369

Date: October 26, 2024

Place: Noida, UP



C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Restated Ind AS Statement of Assets & Liabilities

(All Amount in INR Lakhs unless otherwise stated)

Particulars	Note No.	As at Sep 30, 2024	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
I. ASSETS					
(1) Non-Current Assets					
(a) Property, Plant and Equipment and Intangible Assets					
(i) Property, Plant & Equipment		29.79	23.51	25.98	34.05
(ii) Intangible Assets	1	233.74	249.32	280.48	-
(iii) Intangible Assets under Development		-	-	-	311.65
(iv) Right to Use Assets		105.92	141.31	75.94	71.67
(b) Deferred Tax Assets (Net)	2	(4.66)	2.03	4.18	7.53
(c) Other Non-Current Assets	3	139.23	150.32	75.30	69.64
(2) Current Assets					
(a) Inventories	4	966.46	655.03	130.37	4.00
(b) Financial Assets					
(i) Trade Receivables	5	7,455.12	4,269.51	899.03	181.58
(ii) Cash & Cash Equivalents	6	191.55	1,540.52	0.15	3.71
(iii) Other Current Financial Assets	7	709.68	747.29	192.55	204.16
(c) Other Current Assets	8	1,231.19	804.67	165.80	15.19
TOTAL		11,058.01	8,583.51	1,849.78	903.18
II. EQUITY AND LIABILITIES					
(1) Equity					
(a) Equity Share Capital	9	1,225.76	1,225.76	150.00	50.01
(b) Other Equity	10	7,392.96	6,419.97	102.14	(186.58)
(c) Share Application Money Pending Allotment		-	-	-	-
(2) Non-Current Liabilities					
(a) Financial Liabilities					
(i) Long-Term Borrowings	11	-	-	-	9.61
(b) Long Term Provisions	12	26.40	26.40	17.99	12.88
(3) Current Liabilities					
(a) Financial Liabilities					
(i) Short-Term Borrowings	13	1,329.02	-	944.74	545.16
(ii) Lease Liability	14	77.12	111.70	51.07	43.52
(iii) Trade Payables					
- Total Outstanding Dues of Micro & Small Enterprises	15	40.48	-	-	-
- Total Outstanding Dues of Creditors other than Micro & Small Enterprises		161.18	217.79	377.37	291.88
(iv) Other Financial Liabilities	16	186.25	162.67	205.58	136.65
(b) Provisions	17	618.85	419.23	0.90	0.05
TOTAL		11,058.01	8,583.51	1,849.78	903.18

The accompanying notes 1 to 31 are an integral part of the financial statements

This is the Balance Sheet referred to in our Report of even date.

For and on behalf of
PK Chand & Co.
Chartered Accountants
FRN: 512371C

FOR AND ON BEHALF OF
C2C Advanced Systems Limited
(formerly known as C2C Advanced Systems Private Limited)
CIN: U72200KA2018PLC110361

Prashant Kumar Chand
Partner
Membership No. 091046

Lakshmi Chandra
(Managing Director)
DIN: 07436752

Murtaza Ali Soomar
(Director & CFO)
DIN: 05194435

Place: NOIDA
Date: 26 October, 2024

Manjeet Singh
(Company Secretary)
PAN: DDSPS0240G

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Restated Ind AS Statement of Profit and Loss

(All Amount in INR Lakhs unless otherwise stated)

Sr. No	Particulars	Note No.	As at Sep 30, 2024	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
I	Revenue from Operations	18	4,322.37	4,105.89	804.87	34.69
II	Other Income	19	2.60	23.93	1.86	0.10
	III. Total Revenue (I +II)		4,324.97	4,129.82	806.73	34.79
IV	<u>Expenses:</u>					
	Purchase of Goods & Services	20	2,411.77	1,488.96	176.09	9.46
	Changes in Inventories	21	(311.43)	(524.66)	(126.37)	4.18
	Employee benefits Expenses	22	591.97	931.16	308.73	210.27
	Finance Cost	23	5.56	78.66	7.58	6.35
	Depreciation and Amortization Expenses	1	58.12	118.19	87.75	25.15
	Other Expenses	24	260.18	377.90	62.08	19.17
	Total Expenses (V)		3,016.17	2,470.22	515.86	274.58
VI	Profit before exceptional and extraordinary items and tax (III-V)		1,308.80	1,659.60	290.87	(239.80)
VII	Exceptional Items		-	-	-	-
VIII	Profit before extraordinary items and tax (VI + VII)		1,308.80	1,659.60	290.87	(239.80)
IX	Extraordinary Items					
X	Profit before tax (VIII - IX)		1,308.80	1,659.60	290.87	(239.80)
XI	<u>Tax expenses:</u>					
	(1) Current Tax		329.13	417.90	-	-
	(2) Deferred Tax Liabilities/(Assets)	2	6.69	2.15	3.35	(1.59)
XII	Profit(Loss) after Tax and before Prior Period Items (X-XI)		972.99	1,239.54	287.52	(238.21)
XIII	Prior Period Items					
	-Income Tax Expenses of Previous Year Incurred		-	11.85	-	
XIV	Profit(Loss) after Tax (XII-XIII)		972.99	1,227.69	287.52	(238.21)
XV	Other Comprehensive Income					
	A (i) Items that will not be reclassified to Profit or Loss		-	-	1.21	4.24
	(ii) Income Tax relating to items that will not be reclassified to Profit or loss		-	-	-	
	B (i) Items that will be reclassified to Profit or Loss		-	-	-	
	(ii) Income Tax relating to items that will be reclassified to Profit or loss		-	-	-	
	Total Other Comprehensive Income (XV)		-	-	1.21	4.24
XVI	Earning per equity share: (In INR)					
	(1) Basic	25	7.94	15.85	14.29	(11.91)
	(2) Diluted		7.94	15.85	14.29	(11.91)

The accompanying notes 1 to 31 are an integral part of the financial statements

This is the Profit & Loss Account referred to in our Report of even date.

For and on behalf on
PK Chand & Co.
Chartered Accountants
FRN: 512371C

FOR AND ON BEHALF OF
C2C Advanced Systems Limited
(formerly known as C2C Advanced Systems Private Limited)
CIN: U72200KA2018PLC110361

Prashant Kumar Chand
Partner
Membership No. 091046

Lakshmi Chandra
(Managing Director)
DIN: 07436752

Murtaza Ali Soomar
(Director & CFO)
DIN: 05194435

Place: NOIDA
Date: 26 October, 2024

Manjeet Singh
(Company Secretary)
PAN: DDS0240G

C2C Advanced Systems Limited
(Formerly known as C2C Advanced Systems Private Limited)

Restated Ind AS Statement of Cash Flows

(All Amount in INR Lakhs unless otherwise stated)

S. No.	Particulars	As at Sep 30, 2024	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
I	CASH FLOWS FROM OPERATING ACTIVITIES				
	Profit before Tax and exceptional items	1,308.80	1,659.60	290.87	(239.80)
	<u>Adjustments for:</u>				
	Depreciation	58.12	118.19	87.75	25.15
	Provision for Gratuity	-	8.84	7.16	4.41
	Finance Cost	5.56	78.66	7.58	6.35
	Finance Income	(2.60)	(5.39)	(1.86)	(0.10)
	Operating Profit before Working Capital Changes	1,369.88	1,859.91	391.50	(204.00)
	Net Changes in Trade Payables	16.14	(159.57)	85.48	(145.64)
	Net Changes in Other Current Financial Liabilities	23.58	(42.91)	68.92	32.34
	Net Change in Lease Liability	(40.14)	(86.77)	(45.96)	(31.14)
	Net Changes in Trade Receivables	(3,185.61)	(3,370.48)	(717.44)	(3.92)
	Net Changes in Other Current Financial Assets	37.62	(554.74)	11.61	(68.67)
	Net Changes in Other Current Assets	(457.98)	(636.13)	(148.75)	1.04
	Net Changes in Inventories	(311.43)	(524.66)	(126.37)	4.18
	Cash Generated from Operations	(2,547.94)	(3,515.35)	(481.00)	(415.81)
	Less: Payment of Taxes (net of refunds)	(129.50)	(11.85)	-	-
	Net Cash Generated from Operating Activities	(2,677.44)	(3,527.20)	(481.00)	(415.81)
II	CASH FLOWS FROM INVESTING ACTIVITIES				
	Net Changes in Property, Plant & Equipment	(13.43)	(9.67)	(5.36)	-
	Net Changes in Intangible Assets	-	-	(311.65)	-
	Net Changes in Intangible Asset Under Development	-	-	311.65	(0.42)
	Net Changes in Other Non- Current Assets	11.09	(75.02)	(5.66)	(4.11)
	Interest Income	1.79	2.64	-	-
	Net Cash used in Investing Activities	(0.55)	(82.05)	(11.01)	(4.53)
III	CASH FLOWS FROM FINANCING ACTIVITIES				
	Net Change in Share Capital (net of bonus shares)	-	625.76	99.99	-
	Security Premium Received	-	5,540.14	-	-
	Finance Cost	-	(71.53)	(1.50)	(6.26)
	Net Change in Long-Term Borrowings	-	-	(9.61)	(7.13)
	Net Change in Short-Term Borrowings	1,329.02	(944.74)	399.58	427.09
	Net Cash used in Financing Activities	1,329.02	5,149.62	488.46	413.70
IV	Net Increase/(decrease) in Cash & Cash Equivalents	(1,348.97)	1,540.37	(3.56)	(6.63)
V	Cash & Cash Equivalents at the beginning of the period	1,540.52	0.15	3.71	10.35
VI	Cash & Cash Equivalents at the end of the period	191.55	1,540.52	0.15	3.71

The accompanying notes 1 to 25 are an integral part of the financial statements

This is the Cash Flow Statement referred to in our Report of even date.

For and on behalf of
PK Chand & Co.
Chartered Accountants
FRN: 512371C

FOR AND ON BEHALF OF
C2C Advanced Systems Limited
(formerly known as C2C Advanced Systems Private Limited)
CIN: U72200KA2018PLC110361

Prashant Kumar Chand
Partner
Membership No. 091046

Lakshmi Chandra **Murtaza Ali Soomar**
(Managing Director) (Director & CFO)
DIN: 07436752 DIN: 05194435

Place: NOIDA
Date: 26 October, 2024

Manjeet Singh
(Company Secretary)
PAN: DDSPS0240G

C2C Advanced Systems Limited
(Formerly known as C2C Advanced Systems Private Limited)
Restated Ind AS Statement of Changes in Equity
(All Amount in INR Lakhs, unless otherwise stated)

Equity Share Capital
As at 30 September 2024

Particulars	Balance at the beginning of reporting period	Changes in Equity Share capital due to Prior Period Errors	Balance at the beginning of current reporting period	Changes in Equity Share capital during the current year	Balance at the end of current reporting period
Equity Share Capital	1,225.76	-	1,225.76	-	1,225.76

As at 31 March 2024

Particulars	Balance at the beginning of reporting period	Changes in Equity Share capital due to Prior Period Errors	Balance at the beginning of current reporting period	Changes in Equity Share capital during the current year	Balance at the end of current reporting period
Equity Share Capital	150.00	-	150.00	1,075.76	1,225.76

As at 31 March 2023

Particulars	Balance at the beginning of reporting period	Changes in Equity Share capital due to Prior Period Errors	Balance at the beginning of current reporting period	Changes in Equity Share capital during the current year	Balance at the end of current reporting period
Equity Share Capital	50.01	-	50.01	99.99	150.00

As at 31 March 2022

Particulars	Balance at the beginning of reporting period	Changes in Equity Share capital due to Prior Period Errors	Restated Balance at the beginning of current reporting period	Changes in Equity Share capital during the current year	Balance at the end of current reporting period
Equity Share Capital	50.01	-	50.01	-	50.01

For and on behalf on
PK Chand & Co.
Chartered Accountants
FRN: 512371C

FOR AND ON BEHALF OF
C2C Advanced Systems Limited
(formerly known as C2C Advanced Systems Private Limited)
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C2C Advanced Systems Limited
(Formerly known as C2C Advanced Systems Private Limited)
Restated Ind AS Statement of Changes in Equity

(All Amount in INR Lakhs, unless otherwise stated)

Other Equity
As at 30 September 2024

Particulars	Equity Component of	Reserves and Surplus		Other Comprehensive Income (OCI)	Total
		Security Premium	Retained Earnings		
Balance as at April 01, 2024	-	5,540.14	1,324.38	5.45	6,869.97
Total Comprehensive Income for the year	-	-	-	-	-
Other Comprehensive Income for the year	-	-	-	-	-
Premium received on issue of shares	-	-	-	-	-
Balance as at March 31, 2024	-	5,540.14	1,324.38	5.45	6,869.97

As at 31 March 2024

Particulars	Equity Component of Compound Financial Instruments	Reserves and Surplus		Other Comprehensive Income (OCI)	Total
		Security Premium	Retained Earnings		
Balance as at April 01, 2023	-	-	96.69	5.45	102.14
Total Comprehensive Income for the year	-	-	1,227.69	-	1,227.69
Other Comprehensive Income for the year	-	-	-	-	-
Premium received on issue of shares	-	5,540.14	-	-	5,540.14
Balance as at March 31, 2024	-	5,540.14	1,324.38	5.45	6,869.97

As at 31 March 2023

Particulars	Equity Component of	Reserves and Surplus		Other Comprehensive Income (OCI)	Total
		Security Premium	Retained Earnings		
Balance as at April 01, 2022	-	-	(190.83)	4.24	(186.58)
Total Comprehensive Income for the year	-	-	287.52	-	287.52
Other Comprehensive Income for the year	-	-	-	1.21	1.21
Premium received on issue of shares	-	-	-	-	-
Balance as at March 31, 2023	-	-	96.69	5.45	102.14

For and on behalf of
PK Chand & Co.
Chartered Accountants
FRN: 512371C

FOR AND ON BEHALF OF
C2C Advanced Systems Limited
(formerly known as C2C Advanced Systems Private Limited)
CIN: U72200KA2018PLC110361

Prashant Kumar Chand
Partner
Membership No. 091046

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Murtaza Ali Soomar
(Director & CFO)
DIN: 05194435

Place: NOIDA
Date: 26 October, 2024

Manjeet Singh
(Company Secretary)
PAN: DDSP50240G

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Basis of Preparation and Significant Accounting Policies

(All Amount in INR Lakhs, unless otherwise stated)

1 Corporate Information

C2C Advanced Systems Limited ("the company") was incorporated as a private limited company on 21st February, 2018 under the provisions of Companies Act, 2013 having its registered office at 86, Wings of Eagles, S S Commercial Estate Varthur Road, Nagavarapalya, C V Raman Nagar, Bangalore - 560093. The Company is engaged in providing IT enabled services and supplying related equipment.

2 Basis of Preparation

- (i) The Restated Ind AS Statement of Assets and Liabilities of the Company as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Ind AS Statement of Profit and Loss, Restated Ind AS Statement of Changes in Equity and Restated Ind AS Statement of Cash Flows for the six months period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 (hereinafter collectively referred to as "Restated Ind AS Financial Information") have been prepared specifically for inclusion in the Red Herring Prospectus (RHP) to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with proposed Initial Public Offering ("IPO").
- (ii) The Restated Ind AS Financial Information of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) and notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereof. These Restated Ind AS Financial Information have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 (the "Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the SEBI regulations") and 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.
- (iii) The audited financial statements as at and for the year ended March 31, 2023 and March 31, 2022 which were prepared in accordance with the accounting standards notified under the section 133 of the Act ("Indian GAAP") at the relevant time which was approved by the Board of Directors. The management of the Company has adjusted financial information for the year ended March 31, 2023 and March 31, 2022 included in such Indian GAAP financial statements, using recognition and measurement principles of Ind AS, on its first time adoption of Ind AS as on the transition date April 01, 2022, and has included such adjusted financial information as comparative financial information in the financial statements for the Six months period ended March 31, 2024 and for the year ended March 31, 2023. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented an explanation of how the transition to IND AS has affected the previously reported financial position, financial performance and cash flows.
- (iv) **Current versus Non-current classification**
The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle or expected to be realized within twelve months after the reporting period
- Held primarily for the purpose of trading
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current

A liability is treated as current when it is:

- It is expected to be settled in normal operating cycle or due to be settled within twelve months after the reporting period
- It is held primarily for the purpose of trading
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified period of twelve months as its operating cycle.

(v) Significant accounting, judgments, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have financial impact on the company and that are believed to be reasonable under the circumstances.

The areas involving critical estimates or judgments are:

- Estimation of useful life of property, plant and equipment and intangible asset
- Estimation of defined benefit obligation
- Impairment of financial assets & non-financial assets
- Measurement of Right-of-Use (ROU) Asset and Liabilities

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Basis of Preparation and Significant Accounting Policies

(All Amount in INR Lakhs, unless otherwise stated)

(vi) **Functional currency and presentation currency**

Items included in the Financial Statements of the Company are measured and presented using the currency of the primary economic environment in which the Company operates ("Functional Currency"). Indian Rupee is the functional Currency of the Company.

Amount earned in Foreign Currency during the period: FY 2023-24 - Rs. 5,54,22,350/- ; FY 2022-23 - 9,14,65,202/-; FY 2021-22 - 7,14,80,155/-

Amount Spent in Foreign Currency during the period: FY 2023-24 - Rs. 3,02,36,923/-; FY 2022-23 - 4,01,067/-; FY 2021-22 - Nil

(vii) **Historical Cost Convention**

The Financial Statements have been prepared under historical cost convention on accrual basis except for certain assets and liabilities as stated in the respective policies, which have been measured at fair value.

(viii) **Measurement of Fair Values**

A few of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred

3 Summary of Significant Accounting Policies

(i) **Revenue Recognition**

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Other revenue recognition

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable using Effective Interest Rate Method.

(ii) **Property, Plant & Equipment**

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part have a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Property, plant and equipment are eliminated from financial statements, either on disposal or when retired from active use. Losses arising in case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in statement of profit and loss in the year of occurrence.

Depreciation is provided on the Written Down Value Method (WDV). The useful life as specified in Schedule II to the Companies Act, 2013 has been considered for depreciation computation. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the fixed asset or of the remaining useful life on a subsequent review is shorter/longer than that envisaged in the aforesaid schedule, depreciation is provided at higher/lower rate based on the management's estimate of the useful life/remaining useful life. Depreciation is charged on prorata basis for assets purchased/sold during the year. Pursuant to this policy, fixed assets are depreciated over the useful life as provided below:

Computers	: 3 Years
Office Equipment	: 5 Years
Vehicles	: 6 Years
Furniture & Fixtures	: 10 Years
Electrical Fixtures	: 10 Years

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Basis of Preparation and Significant Accounting Policies

(All Amount in INR Lakhs, unless otherwise stated)

(iii) Intangible Assets

Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the company and the cost of the asset can be measured reliably. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Useful life of intangible asset is considered as 10 years.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(iv) Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of operations are recognized in the statement of profit and loss.

At each reporting date if there is an indication that previously recognized impairment losses no longer exist or have decreased, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed in the statement of profit and loss only to the extent of lower of its recoverable amount or carrying amount net of depreciation considering no impairment loss recognized in prior years only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

(v) Borrowing Cost

The Company capitalizes borrowing costs that are directly attributable to the acquisition or construction of qualifying asset as a part of the cost of the asset. The Company recognizes other borrowing costs as an expense in the period in which it incurs them. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

To the extent the Company borrows generally and uses them for the purpose of obtaining a qualifying asset, amount of borrowing cost eligible for capitalization is computed by applying a capitalization rate to the expenditure incurred. The capitalization rate is determined based on the weighted average of borrowing costs, other than borrowings made specifically towards purchase of a qualifying asset.

(vi) Foreign Currency Translation

Transactions in foreign currencies are initially recorded by the company at their respective functional currency spot rates, at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized as income or expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

(vii) Employee Benefits

Short term employee benefits obligations are measured on an undiscounted basis and are expensed as the related services provided. A liability is recognized for the amount expected to be paid under short term employee benefits if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(a) Defined contribution plan

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Basis of Preparation and Significant Accounting Policies

(All Amount in INR Lakhs, unless otherwise stated)

Retirement benefit in the form of provident fund is defined contribution scheme. The Company has no obligation, other than the contribution payable to such schemes. The Company recognizes contribution payable to such schemes as an expense, when an employee renders the related service.

C2C Advanced Systems Limited

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Basis of Preparation and Significant Accounting Policies

(All Amount in INR Lakhs, unless otherwise stated)

(b) Defined benefit plan

The Company's obligation on account of gratuity is determined based on actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The Company recognizes the following changes in the net defined benefit obligation as an expense in the statement of profit and loss -Service costs comprising current service costs and Net interest expense or income.

The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Liability for gratuity as at the year-end is provided on the basis of actuarial valuation.

Re-measurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

(viii) Income Taxes

a) Current Income Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

b) Deferred Tax

Deferred tax is recognized in respect of temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(ix) Leases

The Company, being a lessee, assesses whether a contract contains a lease, at inception of a contract. Company recognizes Right of Use Asset and lease liability only when the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets, for which the entity is reasonably certain to exercise the right to purchase, are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates.

For the short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Basis of Preparation and Significant Accounting Policies

(All Amount in INR Lakhs, unless otherwise stated)

(x) Provisions and Contingencies

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is disclosed, where an inflow of economic benefits is probable.

(xi) Cash & Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short- term deposits, as defined above, net of outstanding bank overdrafts, if any, as they are considered an integral part of the Company's cash management.

(xii) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three broad categories:

- Financial assets at amortized cost
- Financial assets at fair value through OCI (FVTOCI)
- Financial assets at fair value through profit and loss (FVTPL)

Financial Assets at amortized cost

A Financial asset is measured at amortized cost (net of any write down for impairment) the asset is held to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes) and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit and loss. The losses arising from impairment are recognized statement of profit and loss. This category generally applies to trade and other receivables.

Financial asset at fair value through OCI (FVTOCI)

A financial asset that meets the following two conditions is measured at fair value through OCI unless the asset is designated at fair value through profit and loss under fair value option.

- The financial asset is held both to collect contractual cash flows and to sell.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. However, the Company recognizes interest income and impairment losses & reversals in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI Financial asset is reported as interest income using the EIR method.

C2C Advanced Systems Limited

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Basis of Preparation and Significant Accounting Policies

(All Amount in INR Lakhs, unless otherwise stated)

Financial asset at fair value through profit and loss (FVTPL)

FVTPL is a residual category for company's financial instruments. Any instruments which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

All investments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss.

In addition, the company may elect to designate an instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Derecognition

When the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; It evaluates if and to what extent it has retained the risks and rewards of ownership.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized when:

- The rights to receive cash flows from the asset have expired, or
- Based on above evaluation, either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a bases that reflect the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets which are not fair value through profit & loss and equity instruments recognized in OCI.

Loss allowances for trade receivables are always measured at an amount equal to Lifetime ECL. Lifetime ECL are the expected credit losses that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECL is the maximum contractual period over which the company is exposed to credit risk.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables:

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Basis of Preparation and Significant Accounting Policies

(All Amount in INR Lakhs, unless otherwise stated)

b) Financial liabilities**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortized cost, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs. The Company's financial liabilities include trade payables, lease obligations, and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortized cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(xiii) Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year/period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period adjusted for bonus elements, if any, issued during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year/period attributable to equity shareholders after taking into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(xiv) Cash Flow Statement

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows'. Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year is classified by operating, investing and financing activities.

(xv) Rounding of Amount

Amount disclosed in the financial statement and notes have been rounded off to the nearest Lakhs as per the requirements of schedule III, unless otherwise stated.

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 1-Property, Plant & Equipment and Intangible Assets**i) Property, Plant & Equipment**

NAME OF ASSETS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	AS ON 01.04.2024	ADDITIONS	(DELETIONS)	TOTAL AS ON 30.09.2024	UPTO 01.04.2024	DURING THE PERIOD	ADJUSTMENT	TOTAL AS ON 30.09.2024	TOTAL AS ON 30.09.2024	TOTAL AS ON 31.03.2024
Vehicles	92.14	-	-	92.14	81.40	2.11	-	83.51	8.63	10.74
Computers & Peripherals	38.79	11.39	-	50.18	28.93	4.39	-	33.32	16.86	9.86
Furnitures & Fixtures	8.43	1.72	-	10.15	6.55	0.46	-	7.01	3.13	1.88
Office Equipment	4.55	0.09	-	4.64	4.31	0.07	-	4.38	0.26	0.24
Electrical Fixtures	1.07	0.23	-	1.31	0.28	0.12	-	0.40	0.91	0.79
Total	135.32	13.43	-	158.42	109.34	7.15	-	128.63	29.79	23.51
Previous Years March 2024	135.32	9.67	-	144.99	109.34	12.14	-	121.48	23.51	25.98
Previous Years March 2023	129.97	5.36	-	135.32	95.92	13.42	-	109.34	25.98	34.05
Previous Years March 2022	129.97	-	-	129.97	73.67	22.25	-	95.92	34.05	56.30

ii) Intangible Assets

NAME OF ASSETS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	AS ON 01.04.2024	ADDITIONS	(DELETIONS)	TOTAL AS ON 30.09.2024	UPTO 01.04.2024	DURING THE PERIOD	ADJUSTMENT	TOTAL AS ON 30.09.2024	TOTAL AS ON 30.09.2024	TOTAL AS ON 31.03.2023
Softwares	311.65	-	-	311.65	62.32	15.58	-	77.90	233.74	249.32
Total	311.65	-	-	311.65	62.32	15.58	-	77.90	233.74	249.32
Previous Years March 2024	311.65	-	-	311.65	31.16	31.16	-	62.32	249.32	280.48
Previous Years March 2023	-	311.65	-	311.65	-	31.16	-	31.16	280.48	-
Previous Years March 2022	-	-	-	-	-	-	-	-	-	-

iii) Intangible Assets Under Development

NAME OF ASSETS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	AS ON 01.04.2024	ADDITIONS	(DELETIONS)	TOTAL AS ON 30.09.2024	UPTO 01.04.2024	DURING THE PERIOD	ADJUSTMENT	TOTAL AS ON 30.09.2024	TOTAL AS ON 30.09.2024	TOTAL AS ON 31.03.2023
Softwares Development	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Previous Years March 2024	-	-	-	-	-	-	-	-	-	-
Previous Years March 2023	311.65	-	311.65	-	-	-	-	-	-	311.65
Previous Years March 2022	311.23	0.42	-	311.65	-	-	-	-	311.65	-

iv) Right to Use Assets

NAME OF ASSETS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	AS ON 01.04.2024	ADDITIONS	(DELETIONS)	TOTAL AS ON 30.09.2024	UPTO 01.04.2024	DURING THE PERIOD	ADJUSTMENT	TOTAL AS ON 30.09.2024	TOTAL AS ON 30.09.2024	TOTAL AS ON 31.03.2023
Lease Assets	262.27	-	-	262.27	120.96	35.39	-	156.35	105.92	141.31
Total	262.27	-	-	262.27	120.96	35.39	-	156.35	105.92	141.31
Previous Years March 2024	122.00	140.27	-	262.27	46.06	74.90	-	120.96	141.31	75.94
Previous Years March 2023	74.57	47.42	-	122.00	2.90	43.16	-	46.06	75.94	71.67
Previous Years March 2022	-	74.57	-	74.57	-	2.90	-	2.90	71.67	-

For and on behalf on
PK Chand & Co.
Chartered Accountants
FRN: 512371C

FOR AND ON BEHALF OF
C2C Advanced Systems Limited
(formerly known as C2C Advanced Systems Private Limited)
CIN: U72200KA2018PLC110361

Prashant Kumar Chand
Partner
Membership No. 091046

Lakshmi Chandra
(Director)
DIN: 07436752

Murtaza Ali Soomar
(Director)
DIN: 05194435

Place: NOIDA
Date: 26 October, 2024

Manjeet Singh
(Company Secretary)
PAN: DDSPS0240G

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 2 -Deferred tax asset

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Net PPE as per Books	263.53	272.83	306.46	34.05
Net PPE as per Income Tax Act	245.03	280.89	323.08	63.98
Net timing difference on a/c of Depreciation Assets	18.51	(8.06)	(16.62)	(29.93)
Deferred Tax Assets/(Liabilities) at the end of the period	(4.66)	2.03	4.18	7.53
Opening Balance of Deferred Tax (Assets)/Liabilities	(2.03)	(4.18)	(7.53)	(5.95)
Total	(6.69)	(2.15)	(3.35)	1.59

Note No. 3 -Other Non-Current Assets

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Security Deposit - Others	0.95	0.95	0.05	0.05
Security Deposit - Lease Assets	27.51	38.60	24.28	16.22
Advances to Vendors	50.97	50.97	50.97	50.97
Performance Bank Guarantee	59.80	59.80	-	2.40
Total	139.23	150.32	75.30	69.64

Note No. 4 -Inventories

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Finished Goods	966.46	655.03	130.37	4.00
Total	966.46	655.03	130.37	4.00

Note No. 5 -Trade Receivable

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Trade Receivable Considered Good - Secured	-	-	-	-
Trade Receivable Considered Good - Unsecured	7,455.12	4,269.51	899.03	181.58
Total	7,455.12	4,269.51	899.03	181.58

5.1 - Ageing Schedule :

As at 30 Sept 2024

Particulars	Outstanding for following periods from the due date of payment					Total
	Not Due/Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade Receivable - Considered Good	4,277.22	2,087.94	957.44	-	132.52	7,455.12
(ii) Undisputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable - Credit Impaired	-	-	-	-	-	-
(vii) Unbilled Dues (Not Due)	-	-	-	-	-	-
Total	4,277.22	2,087.94	957.44	-	132.52	7,455.12

As at 31 March 2024

Particulars	Outstanding for following periods from the due date of payment					Total
	Not Due/Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade Receivable - Considered Good	2,751.15	948.25	437.59	0.06	132.46	4,269.51
(ii) Undisputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable - Credit Impaired	-	-	-	-	-	-
(vii) Unbilled Dues (Not Due)	-	-	-	-	-	-
Total	2,751.15	948.25	437.59	0.06	132.46	4,269.51

As at 31 March 2023

Particulars	Outstanding for following periods from the due date of payment					Total
	Not Due/Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade Receivable - Considered Good	763.55	-	2.98	132.49	-	899.03
(ii) Undisputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable - Credit Impaired	-	-	-	-	-	-
(vii) Unbilled Dues (Not Due)	-	-	-	-	-	-
Total	763.55	-	2.98	132.49	-	899.03

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

As at 31 March 2022

Particulars	Outstanding for following periods from the due date of payment					Total
	Not Due/Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) Undisputed Trade Receivable - Considered Good	46.11	-	135.47	-	-	181.58
(ii) Undisputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivable - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivable - Which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivable - Credit Impaired	-	-	-	-	-	-
(vii) Unbilled Dues (Not Due)	-	-	-	-	-	-
Total	46.11	-	135.47	-	-	181.58

Note No. 6 - Cash and Cash Equivalents

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Balances with Banks	178.13	1,529.25	0.09	3.53
Cash on Hand	13.41	11.27	0.06	0.18
Total	191.55	1,540.52	0.15	3.71

Note No. 7 - Other Current Financial Assets

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Loans and Advances:				
Advance to Related Parties -				
C2C Innovations Pvt. Ltd.	-	65.06	64.50	64.50
Realtime Techsolutions Pvt. Ltd.	560.82	560.82	127.90	139.66
KTI Intelligent Systems Pvt. Ltd.	118.83	118.83	-	-
PVR Multimedia Pvt. Ltd.	25.00	-	-	-
Accrued Interest	2.17	0.38	-	-
Advance to Staff/Workers	2.86	2.21	0.15	-
Total	709.68	747.29	192.55	204.16

Note No. 8 - Other Current Assets

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Balances With Revenue Authorities (Advance Income Tax, GST etc)	532.67	266.66	33.46	8.34
Advance to Suppliers	695.56	531.62	128.20	3.57
Prepaid Expenses	0.34	2.45	1.29	-
Prepaid Rent - Lease Asset	2.43	3.26	2.63	3.28
Advance for Expenses	0.18	0.68	0.22	-
Total	1,231.19	804.67	165.80	15.19

For and on behalf on
PK Chand & Co.
Chartered Accountants
FRN: 512371C

FOR AND ON BEHALF OF
C2C Advanced Systems Limited
(formerly known as C2C Advanced Systems Private Limited)
CIN: U72200KA2018PLC110361

Prashant Kumar Chand
Partner
Membership No. 091046

Lakshmi Chandra **Murtaza Ali Soomar** **Manjeet Singh**
(Director) (Director) (Company Secretary)
DIN: 07436752 DIN: 05194435 PAN: DDSPS0240G

Place: NOIDA
Date: 26 October, 2024

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 9 - Share Capital

A. Details of Authorised, issued and paid up share capital

Share Capital	As at 30 Sept, 2024		As at 31 Mar, 2024		As at 31 March 2023		As at 31 March 2022	
	Number	Amount (in INR)	Number	Amount (in INR)	Number	Amount (in INR)	Number	Amount (in INR)
Authorised								
Equity Shares	1,70,00,000	17,00,00,000	1,70,00,000	17,00,00,000	15,00,000	1,50,00,000	15,00,000	1,50,00,000
Issued, Subscribed & fully Paid up								
Equity Shares	1,22,57,568	12,25,75,680	1,22,57,568	12,25,75,680	15,00,000	1,50,00,000	5,00,100	50,01,000
Par value per equity shares	1	10	1	10	1	10	1	10
Subscribed but not fully Paid up								
Equity Shares of Rs. 10 each fully paid	-	-	-	-	-	-	-	-
Total	1,22,57,568	12,25,75,680	1,22,57,568	12,25,75,680	15,00,000	1,50,00,000	5,00,100	50,01,000

B. Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares							
	As at 30 Sept, 2024		As at 31 Mar, 2024		As at 31 March 2023		As at 31 March 2022	
	Number	Amount (in INR)	Number	Amount (in INR)	Number	Amount (in INR)	Number	Amount (in INR)
Shares outstanding at the beginning of the period	1,22,57,568	12,25,75,680	15,00,000	1,50,00,000	5,00,100	50,01,000	5,00,100	50,01,000
Shares Issued during the period	-	-	1,07,57,568	10,75,75,680	9,99,900	99,99,000	-	-
Shares bought back during the period					0	0	0	0
Any other movement (please specify)					0	0	0	0
Shares outstanding at the end of the period	1,22,57,568	12,25,75,680	1,22,57,568	12,25,75,680	15,00,000	1,50,00,000	5,00,100	50,01,000

Note:- The company has allotted 1,07,57,568 shares during the period ended on 31st March 2024, out of which

- 22,37,294 right shares were issued at premium of Rs. 7 per share,
 - 12,95,362 shares were issued at a premium of Rs. 126 per share,
 - 2,80,000 shares were issued at a premium of Rs. 30 per share,
 - 24,44,912 shares were issued at a premium of Rs. 150 per share
 - 45,00,000 shares were issued as bonus shares in the ratio of 3:1.
- Company has also allotted 9,99,900 shares during FY 2022-23 at par.

C. Details of share holding in the company

Name of Shareholders	Equity Shares							
	As at 30 Sept, 2024		As at 31 Mar, 2024		As at 31 March 2023		As at 31 March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
PVR Multimedia Systems Pvt. Ltd.	36,41,944	29.71%	36,41,944	29.71%	-	0.00%	-	0.00%
V2K Hospitality Pvt. Ltd.	10,85,744	8.86%	10,85,744	8.86%	-	0.00%	-	0.00%
C2C Innovations Pvt. Ltd.	42,00,000	34.26%	42,00,000	34.26%	10,50,000	70.00%	5,00,000	99.98%
Narendra Subrahmanya Srinivasan Lanka	5,01,000	4.09%	5,01,000	4.09%	2,25,000	15.00%	50	0.01%
Kyriyadath Ramesh	5,01,000	4.09%	5,01,000	4.09%	2,25,000	15.00%	50	0.01%
Total	1,04,43,727	85.93%	1,04,43,727	85.93%	15,00,000	100.00%	5,00,100	100.00%

D. Rights, preferences and restrictions attached to the ordinary shares

The ordinary shares of the company having par value of Rs. 10 each per share rank *pari passu* in all respect including voting rights and entitlement to dividend.

For and on behalf on
PK Chand & Co.
Chartered Accountants
FRN: 512371C

FOR AND ON BEHALF OF
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CIN: U72200KA2018PLC110361

Prashant Kumar Chand
Partner
Membership No. 091046

Lakshmi Chandra
(Director)
DIN: 07436752

Murtaza Ali Soomar
(Director)
DIN: 05194435

Manjeet Singh
(Company Secretary)
PAN: DDSPS0240G

Place: NOIDA
Date: 26 October, 2024

Note No. 10 - Other Equity

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
a. Securities Premium Reserve				
Opening Balance	5,090.14	-	-	-
Addition during the year	-	5,540.14	-	-
(-) Bonus Shares issued during the period	-	(450.00)	-	-
Closing Balance	5,090.14	5,090.14	-	-
b. Surplus i.e. balance in Statement of Profit and Loss account				
Opening balance	1,324.38	96.69	(190.83)	47.38
(+) Net Profit/(Net Loss) for the current period	972.99	1,227.69	287.52	(238.21)
Closing Balance	2,297.38	1,324.38	96.69	(190.83)
c. Other Comprehensive Income				
Opening balance	5.45	5.45	4.24	-
(+) Net Profit/(Net Loss) for the current period	-	-	1.21	4.24
Closing Balance	5.45	5.45	5.45	4.24
Total	7,392.96	6,419.97	102.14	(186.58)

Note No. 11 - Long Term Borrowings

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Secured Loan				
Loan from Banks & Financial Institutions	-	-	-	9.61
Unsecured Loan				
Loan from Related Parties	-	-	-	-
Total	-	-	-	9.61

Note No. 12 - Long Term Provisions

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Provision for Gratuity	26.40	26.40	17.99	12.88
Total	26.40	26.40	17.99	12.88

Note No. 13 - Short Term Borrowings

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Unsecured Loans				
Loan from Related Parties	1,329.02	-	941.74	480.66
Loan from Others	-	-	3.00	64.50
Total	1,329.02	-	944.74	545.16

Note:- 1. Company had taken Interest fee loans from directors, members of group companies and their relatives. These loans were repayable on demand. Company has repaid/adjusted the outstanding loans during FY 2023-24. Further company had also taken loan from group companies during the year which carries interest at 9% per annum. However such loan has been repaid/adjusted during the year along with interest. In FY 2024-25, Company has taken loan from group companies. These loans are interest free and repayable on demand.

Note No. 14 - Lease Liability

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Lease Liability	77.12	111.70	51.07	43.52
Total	77.12	111.70	51.07	43.52

Note No. 15 - Trade Payables

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Trade Payables-MSME	40.48	-	-	-
Trade Payables-Other	161.18	217.79	377.37	291.88
Total	201.66	217.79	377.37	291.88

15.1 - Ageing Schedule :

As at 30 September 2024

Particulars	Outstanding for following periods from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro and Small Enterprises	40.48	-	-	-	40.48
Others	72.49	88.69	-	-	161.18
Disputed Dues - Micro and Small Enterprises	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Unbilled Dues	-	-	-	-	-
Total	112.96	88.69	-	-	201.66

C2C Advanced Systems Limited
(Formerly known as C2C Advanced Systems Private Limited)
Notes to Restated Ind AS Financial Information
(Amounts in INR Lakhs, unless otherwise stated)

As at 31 March 2024

Particulars	Outstanding for following periods from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro and Small Enterprises	-	-	-	-	-
Others	139.09	78.70	-	-	217.79
Disputed Dues - Micro and Small Enterprises	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Unbilled Dues	-	-	-	-	-
Total	139.09	78.70	-	-	217.79

As at 31 March 2023

Particulars	Outstanding for following periods from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro and Small Enterprises	-	-	-	-	-
Others	123.25	0.36	3.42	250.34	377.37
Disputed Dues - Micro and Small Enterprises	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Unbilled Dues	-	-	-	-	-
Total	123.25	0.36	3.42	250.34	377.37

Note No. 16 - Other Financial Liabilities

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Statutory Dues Payable	25.56	61.48	103.72	72.98
Expenses Payable	160.69	99.08	91.90	48.85
Advance From Customers	-	2.11	0.35	1.44
Total	186.25	162.67	205.58	136.65

Note No. 17 - Provisions

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Provision for Gratuity	1.33	1.33	0.90	0.05
Provision for Current Tax (Net)	617.52	417.90	-	-
Total	618.85	419.23	0.90	0.05

For and on behalf on
PK Chand & Co.
Chartered Accountants
FRN: 512371C

FOR AND ON BEHALF OF
C2C Advanced Systems Limited
(formerly known as C2C Advanced Systems Private Limited)
CIN: U72200KA2018PLC110361

Prashant Kumar Chand
Partner
Membership No. 091046

Lakshmi Chandra
(Director)
DIN: 07436752

Murtaza Ali Soomar
(Director)
DIN: 05194435

Manjeet Singh
(Company Secretary)
PAN: DDSPS0240G

Place: NOIDA
Date: 26 October, 2024

C2C Advanced Systems Limited

(Formerly known as C2C Advanced Systems Private Limited)

Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 18 - Revenue from Operations

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Sales- Domestic	316.90	1,016.26	90.07	34.69
Sales- Export	4,005.47	3,089.62	714.80	-
Total	4,322.37	4,105.89	804.87	34.69

Note No. 19 - Other Income

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Duty Drawback	-	0.00	-	-
Other Miscellaneous Income	-	0.07	-	-
Forex Fluctuation Gain	-	18.47	-	-
Interest Income - Fixed Deposits	1.79	2.64	-	-
Interest Income - Financial Asset	0.81	2.75	1.86	0.10
Total	2.60	23.93	1.86	0.10

Note No. 20 - Purchase of Goods & Services

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Purchase during the year				
Purchase of Goods	2,355.24	904.36	167.74	8.71
Purchase of Services	56.53	584.59	8.35	0.75
Spares	-	-	0.00	-
Cost of Material Consumed	2,411.77	1,488.96	176.09	9.46

Note No. 21 - Changes in inventories of Finished & Semi-Finished Goods

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
a) Opening Inventory				
Finished Goods	655.03	130.37	4.00	8.18
Semi-Finished Goods	-	-	-	-
Sub Total (a)	655.03	130.37	4.00	8.18
b) Less: Closing Inventory				
Finished Goods	966.46	655.03	130.37	4.00
Semi-Finished Goods	-	-	-	-
Sub Total (b)	966.46	655.03	130.37	4.00
Changes in inventories of Finished Goods & Stock in Trade	(311.43)	(524.66)	(126.37)	4.18

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Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 22 - Employee benefits Expenses

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Salaries, Wages & Bonus	557.54	856.36	294.16	202.88
Staff Training	3.00	-		
Contribution to Provident and Other Funds:				
Employees Provident Fund	18.84	57.51	0.07	0.04
Provision for Gratuity	-	8.84	7.16	4.41
Employee Insurance	10.27	6.65	-	
Staff Welfare Expenses	2.31	1.80	7.34	2.95
Total	591.97	931.16	308.73	210.27

Note No. 23 - Finance Cost

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Interest on Lease Obligation	5.56	7.13	6.08	0.09
Interest on Taxes	-	0.50	-	-
Interest on Loan from Related Parties	-	70.70	-	-
Interest on Car Loan	-	0.33	1.50	6.26
Total	5.56	78.66	7.58	6.35

Note No. 24 - Other Expenses

Particulars	As at 30 Sept, 2024	As at 31 Mar, 2024	As at 31 March 2023	As at 31 March 2022
Travelling Expenses	79.71	47.14	21.49	0.90
Professional and consultancy fees	34.95	176.45	13.12	3.50
Prepaid Rent Written Off	0.83	2.70	1.95	0.11
Rent Expenses	21.86	-		
Electricity Expenses	13.50	12.53	7.38	4.43
Forex Fluctuation Loss	25.45	-		
Bank Charges	0.57	3.53	0.36	0.10
Commission & Brokerage	1.65	-		
Repair & Maintenance	35.46	48.74	6.91	3.49
Audit Fee	2.00	3.00	2.75	2.50
Freight	-	0.17	2.00	0.02
Rates & Taxes	0.20	2.86	1.43	0.03
Telephone Expenses	0.98	1.73	1.23	0.95
Insurance Charges	0.17	0.74	1.35	-
Custom duty	0.05	8.07	0.54	0.01
Business Promotion Expenses	4.90	1.96	-	-
Fee & Subscription	26.82	4.04	-	-
Printing & Stationery	0.39	0.78	-	-
IPO Issue Expenses	-	48.04	-	-
Other expenses	10.69	15.42	1.58	3.14
Total	260.18	377.90	62.08	19.17

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Membership No. 091046

Lakshmi Chandra
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Murtaza Ali Soomar
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Manjeet Singh
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C2C Advanced Systems Limited

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Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 25 - Basic & Diluted Earning Per Share

The earnings and weighted average number of equity shares used in calculation of EPS are as follows:

Particulars	For the year/period ended on			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Profit for the period, attributable to the owners of the company	972.99	1,227.69	287.52	(238.21)
Weighted Average No. of Equity Shares post bonus issue of shares	1,22,57,568	77,43,651	20,11,358	20,00,400
Basic EPS (in INR)	7.94	15.85	14.29	(11.91)
Diluted EPS (in INR)	7.94	15.85	14.29	(11.91)

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Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 26 - Contingent Liabilities

Claims against the company not acknowledged as debts :

Nature of Liability	As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Bank Guarantees (against service contracts)	59.80	59.80	-	2.40
Total	59.80	59.80	-	2.40

There is no outstanding capital/other commitments as at the end of all reported period/years.

Note No. 27 - Corporate Social Responsibility

As per Section 135 of Companies Act, 2013, the following is the detail of Corporate Social Responsibility expenses incurred by the Company:

(a) Gross amount required to be spent by the Company during the period ended Sept 30, 2024 is Nil

(b) Amount spent during the year ended March 31, 2024 is Nil

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Prashant Kumar Chand
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Murtaza Ali Soomar
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DIN: 05194435

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Manjeet Singh
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Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 28 - Employee Benefit**Defined Contribution Plan**

During the period ended Sept 30, 2024, March 31, 2024 the Company contributed the following amounts to defined contribution plans:

Particulars	As at			
	Sept 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Provident Fund Scheme	18.84	57.51	0.07	0.04

Defined Benefit Plan

As per the payment of Gratuity Act, 1972, the Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days' salary (last drawn salary) for each completed year of service. The company has provides an amount towards Gratuity at the end of every year on the basis of Actuarial Valuation Report.

The following table summarizes the components of net benefit expense recognized in the Statement of profit and Loss and amounts recognized in the balance sheet for the gratuity plans of the Company.

Summary of Membership Data of Gratuity

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
No. of regular Employees	54	52	28
Total Monthly Salary (Rs. In Lakhs)	17.93	15.55	8.49
Average past service (years)	2.66	1.75	2.39
Average age (years)	35.10	34.21	35.49
Average remaining working life (years)	22.90	23.79	22.51
Weighted Average Duration	12.50	12.50	12.69

Actuarial Assumption of Gratuity

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
Discount rate (a)	7.36	7.36	7.18
Salary Escalation Rate (b)	6.00	6.00	6.00

Movement in Benefit Obligations

A reconciliation of the benefit obligation during the inter-valuation period is given below:

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
	<i>(Amount in INR)</i>		
Opening of Defined Benefit Obligation	18,88,320	12,92,572	12,76,283
Current Service Cost	7,46,564	6,23,486	3,53,934
Past Service Cost	-	-	-
Interest on DBO	1,37,847	92,807	86,660
Actuarial (Gain)/Loss arising from change in financial assumption	-	(21,987)	(43,305)
Actuarial (Gain)/Loss arising on account of experience changes	-	(98,558)	(3,81,000)
Benefits Paid	-	-	-
Closing of Defined Benefit Obligation	27,72,731	18,88,320	12,92,572

C2C Advanced Systems Limited
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Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Amount Recognized in Statement of Assets & Liabilities

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
	<i>(Amount in INR)</i>		
Present Value of Obligation at the end :			
Current Liability	1,33,091	89,795	4,973
Non Current Liability	26,39,640	17,98,525	12,87,599
Total Liability	27,72,731	18,88,320	12,92,572

Amount Recognized in Statement of Profit & Loss

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
	<i>(Amount in INR)</i>		
Total Service Cost	7,46,564	6,23,486	3,53,934
Net Interest Cost	1,37,847	92,807	86,660
Expenses recognized in Income Statement	8,84,411	7,16,293	4,40,594

Amount Recognized in Other Comprehensive Income (OCI)

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
	<i>(Amount in INR)</i>		
Opening amount recognized in OCI outside	1,20,545	-	-
Actuarial Gain/(Loss) for the year on PBO	-	1,20,545	4,24,305
Closing amount recognized in OCI outside	1,20,545	1,20,545	4,24,305

Expected Maturity Analysis of Defined Benefit Plan

Particulars	As at		
	March 31, 2024	March 31, 2023	March 31, 2022
	<i>(Amount in INR)</i>		
Within One year	1,33,091	89,795	4,973
Between 1 year to 5 years	11,87,838	8,59,670	6,20,308
More than 5 years	14,51,802	9,38,855	6,67,291
Total	27,72,731	18,88,320	12,92,572

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Murtaza Ali Soomar
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DIN: 05194435

Place: NOIDA
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Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 29 (A) - Financial Instruments by Categories

The carrying value and fair value of financial instruments by categories were as follows :

Particulars	As at 30 September 2024			As at 31 March 2024		
	Amortized Cost	Financial Instruments at Fair Value Through P&L	Financial Instruments at Fair Value Through OCI	Amortized Cost	Financial Instruments at Fair Value Through P&L	Financial Instruments at Fair Value Through OCI
Financial Assets:						
Trade receivables	7,455.12	-	-	4,269.51	-	-
Cash and cash equivalents	191.55	-	-	1,540.52	-	-
Non Current Financial Asset	139.23	-	-	150.32	-	-
Other Financial Assets	709.68	-	-	747.29	-	-
Total Financial Assets	8,495.57	-	-	6,707.65	-	-

Financial Liabilities:

Trade Payables	201.66	-	-	217.79	-	-
Other Financial Liabilities	186.25	-	-	162.67	-	-
Total Financial Liabilities	387.91	-	-	380.46	-	-

Particulars	As at 31 March 2023			As at 31 March 2022		
	Amortized Cost	Financial Instruments at Fair Value Through P&L	Financial Instruments at Fair Value Through OCI	Amortized Cost	Financial Instruments at Fair Value Through P&L	Financial Instruments at Fair Value Through OCI
Financial Assets:						
Trade receivables	899.03	-	-	181.58	-	-
Cash and cash equivalents	0.15	-	-	3.71	-	-
Non Current Financial Asset	75.30	-	-	69.64	-	-
Other Financial Assets	192.55	-	-	204.16	-	-
Total Financial Assets	1,167.03	-	-	459.09	-	-

Financial Liabilities:

Trade Payables	377.37	-	-	291.88	-	-
Other Financial Liabilities	205.58	-	-	136.65	-	-
Total Financial Liabilities	582.94	-	-	428.53	-	-

Note No. 29 (B) - Risk Management

Financial Risk Management

The company is exposed to Interest rate risk, Credit risk, Collection risk and liquidity risk. Given the nature of operations, the company does not face any forex risk, commodity risk and other market risk aspects. The company has assigned the responsibility of managing these risks with the respective division heads as stated below.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and Cash equivalents Trade Receivables	Ageing analysis	Diversification of Bank Deposits. Credit has been granted to all the entities having high credit worthiness and market reputation
Liquidity risk	Trade payable and other financial liabilities	Rolling cash flow forecasts	Availability of regular internal accruals
Market Risk- Foreign exchange	Future Commercial Transaction Financial liabilities not denominated in Indian rupees	Sensitivity Analysis	Foreign currency risk is mitigated as we are netting of our liability of import against our receivables against exports

C2C Advanced Systems Limited

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Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

(a) Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Accordingly, credit risk from trade receivables has been separately evaluated from all other financial assets in the following paragraphs.

(i) Trade Receivables

Majority of the clients of the company are Government entities, with no history of defaults. Hence, credit risk on the trade receivables are negligible. The company takes adequate precaution in terms of evaluation of the creditworthiness of its direct clients. The track record of collection of Trade Receivables has been very healthy. The company also has a practice of obtaining confirmation on service provided from most of its clients before invoicing, and hence risk of subsequent non-collection is negligible.

(ii) Financial assets other than trade receivables

Financial assets except trade debtors includes bank balances, term deposits, security deposit and receivable from related parties, etc

Credit risk relating to bank balances, term deposits and its interest accrued is considered negligible because our counterparties are banks. We consider the credit quality of bank balances, term deposits and related interest accrued with such banks are subject to the regulatory oversight of the Reserve Bank of India to be good, and we review these banking relationships on an ongoing basis. There are no impairment provisions as at each reporting date against these financial assets. We consider all the above financial assets as at the reporting dates to be of good credit quality.

The amount of security deposit are lying with landlords of the leased premises and hence carries no risk exposure, and receivables from related party are of good credit quality as per past experience of the company

(b) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements.

Short term liquidity requirements consists mainly of sundry creditors, expense and capital payable, employee dues etc. arising during the normal course of business as of each reporting date. We maintain a sufficient balance in cash and cash equivalents to meet our short term liquidity requirements. We assess short term liquidity requirements on a periodical basis and manage them through internal accruals. Company has not taken any loans from any of the sources. We don't have any long term financial liabilities. Processes and policies related to such risks are overseen by senior management

(c) Capital Management

The Company's objective in managing its capital is to safeguard its ability to continue as a going concern and to optimise returns to our shareholders. The Company considers the following components of its Balance Sheet to be managed capital: 1) Share Capital, 2) Share Premium and 3) Other Reserves comprising of Retained Earnings. The Company's capital structure is based on the Managements assessment of the balances of key elements to ensure strategic decisions and day to day activities. The capital structure of the Company is managed with a view of the overall macro economic conditions and the risk characteristics of the underlying assets. The Company's policy is to maintain a strong capital structure with a focus to mitigate all existing and potential risks to the Company, maintain shareholder, vendor and market confidence and sustain continuous growth and development of the Company. The Company's focus is on keeping a strong total equity base to ensure independence, security, as well as high financial flexibility without impacting the risk profile of the Company. In order, to maintain or adjust the capital structure, the Company will take appropriate steps as may be necessary. The Company does not have any debt or financial covenants.

C2C Advanced Systems Limited

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Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 30 - Related Party Disclosures**(a) Names of related parties and related party relationship***Key Managerial Personnel (KMP):*

K.Ramesh	Director
Murtaza Ali Soomar	Director & CFO
LSS Narendra	Director (till 14th Jan 2023)
Lakshmi Chandra	Managing Director (from 31st Dec 2022)
Krishnamurthy Chandra	Relative of Director
Hari Chandra	Relative of Director

Enterprises owned or significantly influenced by KMP or their relatives:

PVR Multimedia Systems Pvt. Ltd.	Ultimate Holding Company
C2C Innovations Pvt. Ltd.	Holding Company
Realtime Techsolutions Pvt. Ltd.	Subsidiary of Holding Company
KTI Intelligent Systems Pvt Ltd	Subsidiary of Holding Company

(b) Related Party Transactions

Transactions	Key Management Personnel		Enterprises owned or significantly influenced by KMP or their relatives		Total	
	30-Sep-24	31-Mar-24	30-Sep-24	31-Mar-24	30-Sep-24	31-Mar-24
Loan received						
PVR Multimedia Pvt. Ltd.	-	-	-	448.10	-	448.10
C2C Innovations Pvt. Ltd.	-	-	1,394.08	-	1,394.08	-
Loan paid back/adjusted						
Lakshmi Chandra	-	10.00	-	-	-	10.00
Hari Chandra	-	42.50	-	-	-	42.50
PVR Multimedia Pvt. Ltd.	-	-	-	828.85	-	828.85
Advances given						
PVR Multimedia Pvt. Ltd.	-	-	25.00	-	25.00	-
Realtime Techsolutions Pvt. Ltd.	-	-	-	432.92	-	432.92
KTI Intelligent Systems Pvt Ltd	-	-	-	118.83	-	118.83
C2C Innovations Pvt. Ltd.	-	-	-	0.56	-	0.56
Advances Received back						
Realtime Techsolutions Pvt. Ltd.	-	-	-	11.76	-	11.76
Sale of Goods/Services						
Realtime Techsolutions Pvt. Ltd.	-	-	-	888.27	-	888.27
Employee benefits expense						
<i>Salary/Remuneration Paid</i>						
Murtaza Ali Soomar	23.57	32.24	-	-	23.57	32.24
Lakshmi Chandra	23.57	32.24	-	-	23.57	32.24
K.Ramesh	26.51	66.44	-	-	26.51	66.44

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Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 30 - Related Party Disclosures

Transactions	Key Management Personnel		Enterprises owned or significantly influenced by KMP or their relatives		Total	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Loan received						
PVR Multimedia Pvt. Ltd.	-	-	448.10	-	448.10	-
Loan paid back						
LSS Narendra	39.52	77.34	-	-	39.52	77.34
PVR Multimedia Pvt. Ltd.	-	-	-	285.25	-	285.25
Advances given						
Realtime Techsolutions Pvt. Ltd.	-	-	-	69.17	-	69.17
Advances received back						
Realtime Techsolutions Pvt. Ltd.	-	-	11.76	-	11.76	-
C2C Innovations Pvt. Ltd.	-	-	-	0.50	-	0.50
Employee benefits expense						
<i>Salary/Remuneration Paid</i>						
Murtaza Ali Soomar	12.00	-	-	-	12.00	-
Lakshmi Chandra	12.00	-	-	-	12.00	-
K.Ramesh	17.68	4.01	-	-	17.68	4.01
LSS Narendra	17.68	6.02	-	-	17.68	6.02

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Notes to Restated Ind AS Financial Information

(Amounts in INR Lakhs, unless otherwise stated)

Note No. 30 - Related Party Disclosures

(c) Outstanding balances at the end of the period

Particulars	Key Management Personnel		Enterprises owned or significantly influenced by KMP or their relatives		Total	
	30-Sep-24	31-Mar-24	30-Sep-24	31-Mar-24	30-Sep-24	31-Mar-24
Unsecured Loans						
C2C Innovations Pvt. Ltd.	-	-	13.29	-	13.29	-
Loans and advances						
C2C Innovations Pvt. Ltd.	-	-	-	65.06	-	65.06
Realtime Techsolutions Pvt. Ltd.	-	-	560.82	560.82	560.82	560.82
KTI Intelligent Systems Pvt Ltd	-	-	118.83	118.83	118.83	118.83
Debtors						
Realtime Techsolutions Pvt. Ltd.	-	-	-	888.27	-	888.27
Remuneration Payable						
K.Ramesh	27.52	4.42	-	-	27.52	4.42
Lakshmi Chandra	11.67	2.00	-	-	11.67	2.00
Murtaza Ali Soomar	7.67	-	-	-	7.67	-

Particulars	Key Management Personnel		Enterprises owned or significantly influenced by KMP or their relatives		Total	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Unsecured Loans						
Hari Chandra	42.50	-	-	-	42.50	-
Lakshmi Chandra	10.00	-	-	-	10.00	-
LSS Narendra	60.39	99.91	-	-	60.39	99.91
PVR Multimedia Pvt. Ltd.	-	-	828.85	380.75	828.85	380.75
Loans and advances						
C2C Innovations Pvt. Ltd.	-	-	64.50	64.50	64.50	64.50
Realtime Techsolutions Pvt. Ltd.	-	-	127.90	139.66	127.90	139.66
Creditors						
KTI Intelligent Systems Pvt Ltd	-	-	248.57	250.57	248.57	250.57

OTHER FINANCIAL INFORMATION

ACCOUNTING RATIOS

The audited financial statements of our Company as at and for the years ended, March 31, 2022, March 31, 2023 March 31, 2024 and for the six month period ended September 30, 2024 together with all the annexures, schedules and notes thereto (“**Financial Statements**”) are available at <https://www.c2c-as.com/annual-report>. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The Financial Statements do not constitute, (i) a part of the Draft Red Herring Prospectus; or (ii) Red Herring Prospectus (iii) a Prospectus, (iv) Addendum to the DRHP, statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Financial Statements should not be considered as part of information that any investor should consider in order to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the “**Group**”) and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor BRLMs, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from Restated Financial Information required to be disclosed under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are set forth below:

(₹ in Lakhs except for share data)

Particulars	For the six month period	As on/For the Year ended		
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations	4,322.37	4,105.89	804.87	34.69
Total income	2.60	23.93	806.73	34.79
Networth (A)	8,618.72	7,645.73	252.10	(136.60)
Restated Profit for the year attributable to equity shareholders (B)	972.99	1,239.54	287.52	(238.21)
Return on Net worth (C) = (B / A) (%)	11.29	16.21	497.80	(1215.30)
Restated Profit for the year attributable to equity shareholders (D)	972.99	1,239.54	287.52	(238.21)
Weighted average no. of equity shares for Basic EPS (E) (In Number)	1,22,57,568	77,43,651	5,02,839	5,00,100
Weighted average no. of diluted equity shares for Diluted EPS (F) (In Number)	1,22,57,568	77,43,651	2,011,358	20,00,400
Basic Earnings Per Share (EPS) (G)= (D / E)	7.94	15.85	14.29	(11.91)
Diluted Earnings Per Share (EPS) (H)= (D / F)	7.94	15.85	14.29	(11.91)
Total Equity (I)	8,618.72	7,645.73	252.10	(136.10)
Number of equity shares outstanding at the end of the period (J) (in Number)	1,22,57,568	1,22,57,568	15,00,000	5,00,100
Net Assets Value (NAV) per Share (I / J)	70.32	62.38	16.81	(27.31)
EBITDA	1,369.88	1,832.52	380.00	(210.00)
EBITDA Margins (%)	31.69	44.63	47.60	(598.80)

The ratios have been computed as under:

1. *Return on Net Worth (%) = Net Profit after tax, as restated for the end of the year divided by Average Net worth (Average Total Equity) as at the end of the year.*
2. *Average Total Equity (Average Net worth) means the average of the aggregate value of the paid-up share capital and other equity of the current and previous financial year.*
3. *Basic EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year*
4. *Diluted EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of diluted equity shares outstanding during the year*
5. *The Equity shares and basic/diluted earnings per share has been presented to reflect the adjustments of bonus shares issued during the financial year ended March 31, 2023 in accordance with Ind AS 33-Earning per share.*
6. *Net Asset Value per share = Net Worth (total equity) at the end of the year divided by weighted average no. of equity shares outstanding during the year*
7. *EBITDA: Aggregate of restated profit/(loss) before tax, finance cost, depreciation and amortization*
8. *EBITDA Margin = EBITDA divided by total income*

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at September 30, 2024, derived from our Restated Financial Information, and as adjusted for the Issue. This table should be read in conjunction with "Risk Factors", "Restated Financial Information" and "Management Discussion and Analysis of Financial Position Results of Operations", on pages 26, 199 and 238 respectively of this Red Herring Prospectus.

(₹ in lakhs)

Particulars	Pre- Issue as at September 30, 2024	As Adjusted for the Issue*
Borrowings		
Current Borrowing [#] (A)	0.00	[●]
Non-Current Borrowing [#] (B)	1,329.02	[●]
Total Borrowings (C)	1,329.02	[●]
Equity		
Equity Share Capital [#]	1,225.76	[●]
Other Equity [#]	7,392.96	[●]
Total Equity (D)	8,618.72	[●]
Non-Current Borrowing/Total Equity (B/D)	0.15	[●]
Total Borrowings/ Total Equity (C/D)	0.15	[●]

As certified by M/s P K Chand & Co, Chartered Accountants vide certificate dated October 30,2024

* The corresponding post-Issue capitalization data is not determinable at this stage pending the completion of the Book Building process and hence have not been furnished. To be updated upon finalization of the Issue price.

[#] These terms shall carry the meaning as per Schedule III of the Companies Act, 2013.

Notes:

1. The amounts disclosed above are derived from the Restated Financial Information.
2. Non- Current borrowings include current maturities of long term borrowings.

FINANCIAL INDEBTEDNESS

Set forth below, is a brief summary of our Company's borrowings as on September 30,2024 together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

(₹ in Lakhs)

Nature of Borrowings	Principal Amount outstanding as on September 30,2024
Total Secured Borrowings	Nil
Unsecured Borrowings– from related parties	1,329.02
Total	Nil

Since there are no financing arrangements with any bank or financial institution there are no significant terms or material covenants.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion of our financial position and results of operations together with our Restated Financial Information which have been included in this Red Herring Prospectus. The following discussion and analysis of our financial position and results of operations is based on our Restated Financial Information and for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and for the six month ended September 30, 2024 including the related notes and reports, included in this Red Herring Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" on pages 26 and 19 respectively, and elsewhere in this Red Herring Prospectus.

Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

BUSINESS OVERVIEW:

Our Company specializes in delivering bespoke software, hardware and firmware solutions which are driven by our own Intellectual Property and third-party partners. We have a technology-led focus on design and development of advanced systems and sub-systems. We specialize in delivering customized software and software enabled systems that control mission critical defence applications for military and security apparatus in India and globally.

Our bespoke products are based on our intellectual property and are unique to the Indian Defence. Our revenues are derived from the sale of proprietary (ours and third party) technologies and services.

We are one of the few vertically software integrated defence intelligent platform provider catering to the indigenously developed and global defence technology industry. Our offerings cater to the entire spectrum of defence and aerospace platforms – Space, Air, Land, Sea and Autonomous Systems. We have design capabilities across the entire spectrum of defence, security and aerospace software intensive systems and sub-systems. Our core competencies include System Integration, Architecture, Design and Development of system and application software, development of special to type product prototypes, intensive testing and validation, environment testing and verification and associated engineering services. We have been at the forefront of product development in mission critical applications. Our key expertise includes C4I systems for effective situational awareness and decision support, AI/ML based big data analytics, enterprise integration of real time data from IIOT and embedded/FPGA designs.

Leveraging our key expertise in design and development of mission critical systems, we have made significant forays in developing 'dual-use' solutions with focus on Industry 4.0 products with focus on providing AI/ML based advanced analytics solutions to our esteemed customers in civilian sector in the realm of manufacturing.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL PERIOD

No significant developments have taken place after September 30, 2024.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factors” on page 26 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Any change in government policies resulting in increases in taxes payable by us;
- Our ability to retain our key managements persons and other employees;
- Changes in laws and regulations that apply to the industries in which we operate.
- Our failure to keep pace with rapid changes in technology;
- General economic, political and other risks that are out of our control;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Company’s ability to successfully implement its growth strategy and expansion plans;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- Any adverse outcome in the legal proceedings in which we are involved;
- Concentration of ownership among our Promoters;
- Global distress due to pandemic, war or by any other reason.

SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies and Notes to accounts, “Note 1” under Chapter titled “Restated Financial Information” beginning on page 199 of the Red Herring Prospectus.

RESULTS OF OUR OPERATION BASED ON RESTATED FINANCIAL INFORMATION

(₹ In Lakhs)

Particulars	For the year ended March 31							
	September 30, 2024	% of total income	2024	% of Total Income	2023	% of Total Income	2022	% of Total Income
Revenue From Operations	4,322.37	99.94	4,105.89	99.42	804.87	99.77	34.69	99.71
Other Income	2.60	0.06	23.93	0.58	1.86	0.23	0.10	0.29
Total Income (A)	4,324.97	100.00	4,129.82	100.00	806.73	100.00	34.79	100.00
EXPENDITURE								
Purchases of Goods and Services	2,411.77	55.76	1,488.96	36.05	176.09	21.83	9.46	27.19
Changes in Inventories	(311.43)	(7.20)	(524.66)	(12.70)	(126.37)	(15.66)	4.18	12.01
Employees Benefit Expenses	591.97	13.69	931.16	22.55	308.73	38.27	210.27	604.40
Finance Cost	5.56	0.13	78.66	1.90	7.58	0.94	6.35	18.25
Depreciation & Amortization Expenses	58.12	1.34	118.19	2.86	87.75	10.88	25.15	72.29
Other Expenses	260.18	6.02	377.90	9.15	62.08	7.70	19.17	55.10
Total Expenses (B)	3016.17	69.74	2,470.22	59.81	515.86	63.94	274.58	789.25
Profit Before Extraordinary items and tax C=A-B	1,308.80	30.26	1,659.60	40.19	290.87	36.06	(239.80)	(689.28)
Extra-ordinary Item (D)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit Before Tax E=C-D	1,308.80	30.26	1,659.60	40.19	290.87	36.06	(239.80)	(689.28)

Particulars	For the year ended March 31							
	September 30, 2024	% of total income	2024	% of Total Income	2023	% of Total Income	2022	% of Total Income
Tax Expenses								
Current Tax	329.13	7.61	417.90	10.12	-	-	-	-
Deferred Tax Expenses/Income	6.69	0.15	2.15	0.05	3.35	0.42	(1.59)	(4.57)
Total Tax Expenses (F)					3.35	0.42	(1.59)	(4.57)
Net Profit for the Year G= E-F	972.99	22.50	1,227.69	29.73	287.52	35.64	(238.21)	(684.71)

Main component of our Profit and Loss accounts

Income

Our total income comprises of revenue from operations and other income.

Revenue from operations:

Our revenue from operations comprised of domestic sales and export sales and was 99.94%, 99.42%, 99.77% and 99.71 of our total income for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

Other Income

It is the income earned from sources like Interest income and duty drawback. Our other income as percentages of our total income was 0.06%, 0.58% 0.23% and 0.29%, for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

Expenditure:

Our total expenditure primarily consists of purchase of stock-in-trade, change in inventories, employee benefit expenses, finance cost, depreciation and other expenses. Our expenditure as percentages of our total income was 69.74%, 59.81, 63.94% and 789.25% for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

Employee benefits expense

Our employee benefits expense primarily comprise of salaries and wages, retirement benefits and staff welfare expenses. Our employee benefit expenses as percentages of our total income were 13.69%, 22.55% 38.27% and 604.40% for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

Finance Cost

It includes interest on lease obligations and interest on car loans. Our finance cost as percentages of our total income was 0.13%, 1.90%, 0.94% and 18.25% for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

Depreciation & Amortization

Depreciation includes depreciation on tangible assets like furniture & fixtures, computers and office equipment. Amortization includes amortization of intangible assets. Our depreciation and amortization as percentages of our total income was 1.34%, 2.86%, 10.88% and 72.29% for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

Other Expenses

Other expenses include audit fees, advertising expenses, electricity expenses, car insurance, legal & professional expenses, travelling expenses, repairs & maintenance, rent paid etc. Our other expenses as percentages of our total income were 6.02, 9.15% 7.70% and 55.10% for the six months period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

Provision for Tax

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

Analysis of the Results for the six month period ended September 30, 2024

Revenue from Operations

The Revenue from Operations for the six month period ended September 30, 2024 was ₹ 4,322.27 lakhs which was 99.94% of the total revenue for the six month period ended September 30, 2024 as compared to 99.42% for the financial year ended March 31, 2024.

Other Income

Other Income for the six month period ended September 30, 2024 was ₹ 2.60lakhs which was 0.06% of the total revenue for the same period 2024 as compared to 1.86% for the financial year ended March 31, 2024.

Purchase of Goods and Services

Purchase of Goods and Services for the six month period ended September 30, 2024 was ₹ 2,411.77 lakhs which was 55.76% of the total revenue for the same period 2024 as compared to 36.05% for the financial year ended March 31, 2024.

Employee benefit expenses

Employee benefit expenses for the for the six month period ended September 30, 2024 was ₹ 591.97 lakhs which was 13.69% of the total revenue for the same period as compared to 22.55% for the financial year ended March 31, 2024..

Finance Costs

Finance Costs for the for the six month period ended September 30, 2024 was ₹ 5.56 lakhs which was 0.13% of the total revenue for the same period as compared to 1.90% for the financial year ended March 31, 2024..

Depreciation

Depreciation costs for the for the six month period ended September 30, 2024 was ₹ 58.12 lakhs which was 1.34% of the total revenue for the same period as compared to 2.86% for the financial year ended March 31, 2024..

Other Expenses

Other Expenses for the six month period ended September 30, 2024 was ₹ 260.18 lakhs which was 6.02% of the total revenue for the same period as compared to 9.15% for the financial year ended March 31, 2024.

Profit before tax

Profit before tax for the for the six month period ended September 30, 2024 was ₹ 1,308.80 lakhs which was 30.26% of the total revenue for the same period as compared to 40.19% for the financial year ended March 31, 2024..

Taxation

The total taxes for the for the six month period ended September 30, 2024 was ₹ 335.82 lakhs which was 7.76% of the total revenue for the same period.

Profit after Tax

Profit after tax for the six month period ended September 30, 2024 was ₹ 972.99 lakhs which was 22.50% of the total revenue for the same period as compared to 29.73% for the financial year ended March 31, 2024..

Comparison of Financial Year Ended March 31, 2024 with Financial Year Ended March 31, 2023

Revenue from Operations

The revenue from operations for the FY 2023-24 was ₹4,105.89 lakhs as compared to ₹804.87 lakhs during the FY 2022-23 showing an increase of ₹3,301.02 lakhs or 80.39% on account of increased domestic and export sales. After a challenging year in FY 2022, the company managed to obtain a major contracts from several overseas and Indian Companies

Other Income

The other income for the FY 2023-24 was ₹ 23.93 lakhs as compared to ₹1.86 Lakhs in FY 2022-23 showing an increase of ₹ 22.07 lakhs or 1,186% due to increase in interest income and forex fluctuation gain.

Expenses

Purchase of Goods and Services

Purchase of Stock-in-trade for the FY 2023-24 was ₹1,488.96 as compared to ₹176.09 Lakhs during the FY 2022-23 showing an increase of ₹1,312.87 lakhs or 745.76%.The increase was due to increase in revenue and the corresponding increase in purchase of goods and services to meet the contractual obligations.

Employee Benefit Expense

Employee Benefit expenses for the FY 2023-24 was ₹ 931.16 lakhs as compared to ₹308.73 Lakhs for FY 2022-23 showing an increase of ₹ 622.43 lakhs or 201.63 %. The increase was due to recruitment of more employees and consequent increase in salary of the employees.

Finance Cost

Finance cost for the FY 2023-24 was ₹ 78.66 lakhs as compared to 7.58 Lakhs in FY 2022-23 showing an increase of ₹ 71.08 lakhs or 937.73%. This was because of interest on lease obligations, interest on loans from related parties and interest on car loan.

Depreciation & Amortization

The Depreciation and amortization expense for FY 2023-24 was ₹ 118.19 as compared to ₹87.75 Lakhs for FY 2022-23 showing an increase of ₹ 30.44 lakhs or 34.69%. This was due to an addition to our tangible and intangible assets.

Other Expenses

Other Expenses for the FY 2023-24 was ₹ 377.90 lakhs as compared to ₹62.08 Lakhs for FY 2022-23 showing a increase of ₹ 315.82 lakhs or 508.73%. This was due to an increase in travelling expenses, consultancy fees and

repairs and maintenance

Profit before Tax

The Profit before Tax was ₹ 1,659.60 lakhs in in FY 2023-24 as compared to a profit of ₹ 290.87 lakhs in FY 2022-23 by showing an increase of ₹ 1,368.73 lakhs or 470.56%. The increase was due to increase in the revenue from operations due to an increase in overseas and domestic contracts.

Profit after Tax (PAT)

Profit after Tax was ₹ 1,227.69 lakhs for the FY 2023-24 as compared to ₹ 287.52 Lakhs in the FY 2022-23 showing an increase of ₹ 940.17 lakhs or 326.99%. The increase was due to increase in the Revenue from operations and moderate increase in expenses which was due to an increase in sales and a proportionate increase in expenses.

Comparison of Financial Year Ended March 31, 2023 with Financial Year Ended March 31, 2022

Revenue from Operations

The revenue from operations for the FY 2022-23 was ₹804.87 Lakh as compared to ₹34.69 Lakh during the FY 2021-22 showing an increase of ₹770.18 lakhs or 2220.18% on account of increased domestic and export sales. After a challenging year in FY 2022, the company managed to obtain a major contract from the Malaysian Navy for its Combat Management Systems in the financial year 2022-23 which resulted in the increase in sales for the financial year ended March 31, 2024. It also started concentrating on exports from financial year 2022-23 which lead to an exponential growth and an increase in revenues from the year 2022-23.

Other Income

The other income for the FY 2022-23 was ₹1.86 Lakh as compared to ₹0.10 Lakh for the FY 2021-22 showing an increase of ₹ 1.76 or 1760% due to increase in interest income.

Expenses

Purchase of Goods and Services

Purchase of Stock-in-trade for the FY 2022-23 was ₹176.09 Lakhs as compared to ₹ 9.46 Lakhs during the FY 2021-22 showing an increase of ₹166.63 lakhs or 1761.42%.The increase was due to corresponding increase in the purchases of goods and services.

Employee Benefit Expense

Employee Benefit expenses for the FY 2022-23 was ₹308.73 Lakhs as compared to ₹ 210.27 Lakhs for FY 2021-22 showing an increase of ₹ 98.46 lakhs or 46.83 %. The increase was due to recruitment of more employees and consequent increase in salary of the employees.

Finance Cost

Finance cost for the FY 2022-23 was ₹ 7.58 Lakhs as compared to ₹ 6.35 Lakhs in FY 2021-22 showing an increase of ₹ 1.23 Lakhs or 19.37%. This was because no fresh loans were availed.

Depreciation & Amortization

The Depreciation and amortization expense for FY 2022-23 was ₹87.75 Lakhs as compared to ₹ 25.15 Lakhs for FY 2021-22 showing an increase of ₹ 62.60 lakhs or 248.91%. This was due to an addition to our tangible and intangible assets.

Other Expenses

Other Expenses for the FY 2022-23 was ₹62.08 Lakhs as compared to ₹19.17 Lakhs for FY 2021-22 showing a increase of ₹ 42.91 lakhs or 223.84%.

Profit before Tax

The Profit before Tax was ₹290.87 Lakhs in FY 2022-23 as compared to a loss of ₹ 239.80 Lakhs in FY 2021-22 by showing an increase of ₹ 530.67 lakhs or 221.30%. The increase was due to increase in the revenue from operations and moderate increase in expenses.

Profit after Tax (PAT)

Profit after Tax was ₹ 287.52 Lakhs in the FY 2022-23 as compared to a loss of ₹238.21 Lakhs in FY 2021-22 showing an increase of ₹ 525.73 lakhs or 220.70%. The increase was due to increase in the Revenue from operations and moderate increase in expenses. Post COVID-19, the company tried to bid for indigenous defence contracts. However, the contracts were not awarded due to the tendering process and other hurdles, the Company started to expand its horizon. It bid successfully for selling and execution of “Combat Management System” (CMS) to Royal Malaysian Navy against stiff competition from most established global platform players and this was a testament to capabilities of the Company. The Company has successfully sold its CMS to 2 Malaysian Frigates and thereafter has started to export to other countries. Since this was one of the most successful capability demonstrations in Intelligent platform from an Indian company, the Company bagged contracts from companies like Maritronics India Private Limited, OSI Maritime ODC, Canada and C2C Inc, USA. This increased the total sales income to ₹.804.87 lakhs for the financial year ended March 31, 2023.

The total expenses for the financial year were ₹.515.86 lakhs which included ₹176.09 lakhs for purchases (which had increased due to the increase in orders) and employee benefit expenses to ₹ 308.27 lakhs as a greater number of employees have been recruited, the number being 58 as at the end of March 31, 2023.

Due to an increase in sales and not an equally proportionate increase in expenses, the PAT for the company for the financial year ended March 31, 2023 was ₹.287.52 lakhs and hence there is a rise in PAT margin as well. When compared to the loss of the previous year, the profit is steep and due to the above reasons

Comparison of Financial Year Ended March 31, 2022 with Financial Year Ended March 31, 2021

Revenue from Operations

The revenue from operations for the FY 2021-22 was ₹ 34.69 Lakhs as compared to ₹ 107.68 Lakhs during the FY 2020-21 showing a decrease of ₹ 72.99 lakhs or 67.78%. The revenue from operations for the year ended FY 2022 reduced to Rs.34.69 lakhs, as there were only 4 customers during that period as under:

1. Arico Marine Private Limited	:	8,85,150
2. Maritronics India Private Limited	:	20,42,000
3. Tata Advanced Systems Limited	:	4,61,400
4. Vik Sandvik Design India Private Limited	:	80,000
Total		34,68,550

All the clients were domestic clients and there were no other major contracts that were obtained by the Company in the tender process or otherwise. The Company’s business was largely dependent on contracts from Government of India (GoI) and their OEMs/intermediaries and associated entities including defence public sector undertakings. In the absence of government contracts, the Company’s prospects were challenged. The reason for not securing contracts was because of Covid lockdowns.

Other Income

The other income for the FY 2021-22 was ₹0.10 Lakhs as compared to ₹0.46 Lakhs for the FY 2020-21 showing a decrease of ₹ 0.35 lakhs or 77.78% due to non receipt of duty drawback.

Expenses

Purchase of Goods and Services

Purchase of Stock-in-trade for the FY 2021-22 was ₹9.46 Lakhs as compared to ₹ 9.59 Lakh during the FY 2020-21 showing a decrease of ₹ 0.13 lakhs or 1.36%. The decrease was due to reduction in sales.

Employee Benefit Expense

Employee Benefit expenses for the FY 2021-22 was ₹ 210.27 Lakhs as compared to ₹ 26.61 Lakhs for FY 2020-21 showing an increase of ₹ 183.66 lakhs or 690.19%. The increase was due to recruitment of more employees and normal increase in salary of the employees.

Finance Cost

Finance cost for the FY 2021-22 was ₹ 6.35 lakh as compared to ₹0.04 Lakh in FY 2020-21 showing an increase of ₹ 6.31 lakhs. The increase was due to increase in interest on lease obligations and car loans.

Depreciation & Amortization

The Depreciation and amortization expense for FY 2021-22 was ₹ 25.15 Lakhs as compared to ₹ 29.70 Lakhs for FY 2020-21 showing a decrease of ₹ 4.55 Lakhs or 15.32%. The decrease was because of no addition of any machinery.

Other Expense

Other Expenses for the FY 2021-22 was ₹19.17 Lakhs as compared to ₹ 61.87 Lakhs for FY 2020-21 showing a decrease of ₹ 42.70 lakhs or 69.02%. The decrease was due to reduction in sales.

Profit before Tax

The loss before tax was ₹ 239.80 Lakh in FY 2021-22 as compared to a loss of ₹ 16.01 Lakhs in FY 2020-21 an increase of ₹223.79 lakhs or 1397.81%. This was due to a reduction in sales and an increase in expenditure.

Profit after Tax (PAT) / Net Loss

The net loss was ₹ 238.21 Lakhs in the FY 2021-22 as compared to a net loss of ₹ 11.78 Lakhs in FY 2020-21 an increase of ₹ 226.43 Lakhs due to a reduction in sales and an increase in expenditure. The COVID-19 pandemic and associated responses had adversely affected workforces, consumer sentiment, economies and financial markets around the world, including India in the financial year 2020-21. In order to contain the spread of the COVID-19 pandemic, the GoI along with State Governments declared a lockdown in the country, including severe travel and transport restrictions and a directive to all citizens to shelter in place, unless essential. The lockdown required private, commercial and industrial establishments to remain temporarily closed. This affected the Company and hence the sales were muted during the financial year ended March 30, 2021

While our Company employed the appropriate safety precautions and travel arrangements for our employees, we could not start significant operations or generate substantial revenues till August 2020, due to low attendance, lack of support from ancillary industries which were not functional at the time, impediments in logistics of domestic and imported goods and non-availability of our customers for inspection and clearances.

We have earned a revenue of Rs. 107.68 lakhs for the financial year ended 2021 while the total expenses for the same period was Rs.124.14 lakhs. This was the year when there was the devastating wave of the Covid-19 pandemic and although the sales were muted, all other expenses like employee benefit expenses arising from salaries, bonuses, wages, contribution to provident fund, gratuity, employees' state insurance had to be incurred. Rent, rates and repairs had to be paid for our registered office. Our business is based on high quality human resources who are difficult to find and train and hence we chose to keep paying them to ensure we have continuity of business.

Since the company had employed 40 qualified engineers the employee compensation during that period was Rs.26.61 lakhs and other expenses were Rs.61.87 lakhs. Hence the company made a loss before tax of Rs.16.01 lakhs and after taxes made a loss of Rs.11.78 lakhs. Hence the company had a negative PAT margin during the financial year ended March 31, 2021.

CASH FLOW*(₹ in Lakhs)*

Particulars	For the six month period ended	For the year ended March 31		
	September 30, 2024	2024	2023	2022
Net Cash generated/(used in) operating activities (A)	(2,677.44)	(3527.20)	(481.00)	(415.81)
Net Cash generated from/(used in) investing activities (B)	(0.55)	(82.05)	(11.01)	(4.53)
Net Cash generated from/ (used in) financing activities (C)	1,329.02	5149.62	488.46	413.70
Net change in cash and cash equivalent (A+B+C)	(1,348.97)	1,540.37	(3.56)	(6.63)
Cash and Cash Equivalent at the beginning of the year	1,540.52	0.15	3.71	10.35
Cash and Cash Equivalents at the end of the year	191.55	1,540.52	0.15	3.71

Net Cash Flow from Operating Activities**Six month period ended September 30, 2024**

In the six month period ended September 30, 2024, cash flow from Operating activities was ₹ (2677.44) lakhs, Net profit before tax stood at ₹1308.80 lakhs. Primary adjustments were on account of depreciation cost of ₹58.12 lakhs, finance cost of ₹ 5.56 lakhs and finance income of ₹(2.60) lakhs.

The Operating Cash Flows before working capital changes was ₹ 1,369.88 Lakhs.

The changes in Working Capital were due to:

- Net Change in Trade payables of ₹ 16.14 Lakhs ;
- Net changes in other financial liabilities ₹ 23.58 Lakhs
- Net change in Lease Liability ₹ (40.14) Lakhs
- Net change in Trade Receivables of ₹(3,185.61) Lakhs;
- Net changes in Other Current Financial Assets of 37.62 Lakhs
- Net Change in Other Current Assets of ₹ (457.98) Lakhs;
- Net Change in Inventories of ₹(311.43) Lakhs);

Financial year 2023-24

In the F.Y 2022-23, Net Cash Flow used in Operating Activities was ₹ (3,527.20) Lakhs. Net Profit before tax and extraordinary items stood at ₹1,659.60 Lakhs. Primary adjustments were on account of depreciation cost of ₹118.19 Lakhs, provision for gratuity ₹ 8.84 lakhs finance cost of ₹ 78.66 lakhs and Finance Income of ₹(5.39) Lakhs.

The Operating Cash Flows before working capital changes was ₹ 3,527.200 Lakhs.

The changes in Working Capital were due to:

- Net Change in Trade payables of ₹ (159.57) Lakhs ;
- Net changes in other financial liabilities ₹ (42.91) Lakhs
- Net change in Lease Liability ₹ (86.77) Lakhs
- Net change in Trade Receivables of ₹(3,370.48) Lakhs;
- Net changes in Other Current Financial Assets of ₹ (554.74) Lakhs
- Net Change in Other Current Assets of ₹ (636.13) Lakhs;
- Net Change in Inventories of ₹(524.66) Lakhs);

Financial year 2022-2023

In the F.Y 2022-23, Net Cash Flow used in Operating Activities was ₹ (481.00) Lakh. Net Profit before tax and extraordinary items stood at ₹290.87 Lakhs. Primary adjustments were on account of depreciation cost of ₹87.75 Lakhs, provision for gratuity ₹ 7.16 lakhs finance cost of ₹ 7.58 lakhs and Finance Income of ₹(1.86) Lakhs.

The Operating Cash Flows before working capital changes was ₹ 391.50 Lakhs.

The changes in Working Capital were due to:

- o) Net Change in Trade payables of ₹ 85.48 Lakhs ;
- p) Net changes in other financial liabilities ₹ 68.92 Lakhs
- q) Net change in Lease Liability ₹ (45.96) Lakhs
- r) Net change in Trade Receivables of ₹(717.44) Lakhs;
- s) Net changes in Other Current Financial Assets of ₹ 11.61 Lakhs
- t) Net Change in Other Current Assets of ₹ (148.75) Lakhs;
- u) Net Change in Inventories of ₹(126.37) Lakhs);

Net Cash Flow from Operating Activities

Financial year 2021-2022

In the F.Y 2021-22 net Cash Flow used in Operating Activities was (₹415.81) Lakhs. Losses before tax and extraordinary items stood at ₹(239.80) Lakhs. Primary adjustments were on account of depreciation cost of ₹25.15 Lakhs, provision for gratuity ₹ 4.41 lakhs, finance cost of ₹ 6.35 lakhs and Finance Income of ₹(0.10) Lakhs

The Operating Cash Flows before working capital changes was ₹(204.00) Lakhs.

The changes in Working Capital were due to:

- a) Net Change in Trade payables of ₹ (145.64) Lakhs ;
- b) Net changes in other financial liabilities ₹ 32.34 Lakhs
- c) Net change in Lease Liability ₹ (31.14) Lakhs
- d) Net change in Trade Receivables of ₹(3.92) Lakhs;
- e) Net changes in Other Current Financial Assets of ₹ (68.67) Lakhs
- f) Net Change in Other Current Assets of ₹ 1.04 Lakhs;
- g) Net Change in Inventories of 4.18 Lakhs

Cash Flows from Investing Activities

Six month period ended September 30, 2024

Net Cash used in Investing Activities was ₹ (0.55) lakhs for the six month period ended September 30, 2024, primarily on account of purchase of plant and equipment (₹13.43 Lakhs), purchases of not current assets of (₹11.69) Lakhs) and interest income of ₹1.79 lakhs.

Financial year ended 2024

Net Cash used in Investing Activities was ₹ (82.05) lakhs in the F.Y 2023-24, primarily on account of purchase of plant and equipment (₹9.67 lakhs), and net changes in current assets (₹75.02) Lakhs and interest income of ₹ 2.64 lakhs.

Financial year 2023

Net Cash used in Investing Activities was ₹ 11.01 Lakhs in the F.Y 2022-23, primarily on account of purchase of plant and equipment (₹5.36 Lakhs), purchases of Intangible Assets of (₹311.65 Lakhs) and net changes in current assets (₹5.66) Lakhs.

Financial year 2022

Net Cash used in Investing Activities was ₹ 4.53 Lakhs in the F.Y 2021-22, primarily on account of Intangible Assets under development of (₹0.42 Lakhs) and net changes in current assets (₹4.11 Lakhs).

Cash Flows from Financing Activities

Six month period ended September 30, 2024

Net Cash generated from Financing Activities was ₹ 1,329.02 Lakhs for the six month period ended September 30, 2024 , primarily on account of, change in short term borrowing of ₹1329,02 lakhs.

Financial year 2023-24

Net Cash generated from Financing Activities was ₹ 5,149.62 Lakhs in the F.Y 2023-24, primarily on account of, net increase in share capital of ₹ 625.76 lakhs, security premium received ₹ 5540.14 lakhs, Finance costs ₹ (71.53) lakhs and change in short term borrowings of ₹ (944.74) lakhs.

Financial year 2022-23

Net Cash generated from Financing Activities was ₹ 488.46 Lakhs in the F.Y 2022-23, primarily on account of, Finance cost of (₹1.50 lakhs), decrease in long term borrowing of (₹9.61 lakhs) and increase in short term borrowings of ₹ 399.57 Lakhs.

Financial year 2021-22

Net Cash generated from Financing Activities was ₹413.70 Lakhs in the F.Y 2021-22, primarily on account of proceeds from Short Term Borrowings of ₹427.09 Lakhs, repayment of Long Term Borrowings of ₹(7.13) Lakhs and finance cost of ₹(6.26) Lakhs.

.Related Party Transactions

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relates to remuneration payable, consultancy received, interest paid, purchase & sale of goods, loans & deposits taken & paid, advance to suppliers and Issue of Equity Shares. For further details of such related parties, refer chapter titled “Financial Statements” on page 199 of this Red Herring Prospectus.

Contingent Liabilities

As per the restated financial statement of the company We have contingent liabilities to the extent of ₹ 59.80 Lakhs at the end of the six month period ended September 30, 2024 and an amount of ₹59.80 Lakhs for the financial year ended on March 31, 2024.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Qualitative Disclosure about Market Risk

Financial Market Risk

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulties in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our approach to managing liquidity is to ensure, to the extent possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation. We manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Majority of the clients of the company are Government entities, with no history of defaults. Hence, credit risk on the trade receivables are negligible. The company takes adequate precaution in terms of evaluation of the creditworthiness of its direct clients. The track record of collection of Trade Receivables has been very healthy. The company also has a practice of obtaining confirmation on service provided from most of its clients before invoicing, and hence risk of subsequent non-collection is negligible..

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled “*Financial Statements*” on page 199 of this Red Herring Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, including therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in chapter titled “*Financial Statements*” page 199 of this Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures & interest thereon or repayment of deposits & interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

Unusual or Infrequent Events or Transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company’s operations or are likely to affect income from continuing operations except as described in chapter titled “*Risk Factors*” on page 26 of this Red Herring Prospectus.

Known Trends or Uncertainties that have had or are expected to have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations

Other than as described in the section titled “*Risk Factors*” on page 26 of this Red Herring Prospectus and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are known

Other than as described in chapter titled Our Business on page 128 of this Red Herring Prospectus and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

Total Turnover of Each Major Industry Segment in Which the Issuer Operates

Our company works under single reportable Industry segment.

Competitive Conditions

We have competition with Indian manufacturers & traders and our results of operations could be affected by competition in the jewellery industry in India. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled “*Risk Factors*” on page 26 of this Red Herring Prospectus.

Increase in income

Increases in our income are due to the factors described above in this chapter under “*Significant Factors Affecting Our Results of Operations*” on Page 239 of this Red Herring Prospectus and chapter titled “*Risk Factors*” on page 26 of this Red Herring Prospectus.

Status of any Publicly Announced New Products or Business Segments

Except as disclosed elsewhere in the Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

Significant Dependence on a Single or Few Customers

Our Company is not dependent on a single or few customers.

Our Company has not received consent from our suppliers and customers to include their name so we have not included their name.

Seasonality of Business

The nature of our business is not seasonal. For further details please refer chapter titled “*Risk Factors*” on page 26 of this Red Herring Prospectus.

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**SECTION VII – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

Except as stated below there are no outstanding (i) Civil and criminal proceedings involving our Company, Directors, or Promoters or Promoter Group; (ii) actions by statutory or regulatory authorities involving our Company, Directors, or Promoters or Promoter Group; (iii) outstanding claims relating to direct and indirect taxes involving our Company, Directors, or Promoters or Promoter Group; and (iv) other pending litigation involving our Company, Directors, or Promoters or Promoter Group and (v) any amount due with any creditor as determined to be material by our Board pursuant to the Materiality Policy (as disclosed herein below); or (vi) litigation involving our Group Company which has a material impact on our Company.

Further, there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no default in creation of full security as per the terms of the issue, no proceedings initiated for economic or other offences and no disciplinary action has been taken by SEBI or any stock exchanges against our Promoters, our Directors or Promoter Group Companies.

For the purposes of (v) above in terms of Materiality Policy adopted by a resolution of our Board dated February 08, 2024, amount due to small scale undertakings and other creditors would be considered 'material' if the amount is in excess of 5% of gross turnover or 10% of net worth.

Our Company has no subsidiary as on the date of this Red Heering Prospectus. For the purposes of the above, pre-litigation notices received by the Relevant Parties or the Group Company from third parties (excluding those notices issued by statutory or regulatory or taxation authorities) have not and shall not, unless otherwise decided by our Board, be considered material until such time that any of the Relevant Parties or the Group Company, as the case may be, is impleaded as a defendant in litigation before any judicial or arbitral forum. Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus. All terms defined in a particular litigation disclosure below are for that particular litigation only.

I. LITIGATIONS INVOLVING OUR COMPANY

A. Litigations against our Company

Civil Matters	Nil
Criminal Matters	Nil
Labour Matters	Nil
Custom	Nil
Excise	Nil
Income Tax	Nil

B. Litigations by our Company

Civil Matters	Nil
Criminal Matters	Nil
Labour Matters	Nil
Custom	Nil
Excise	Nil
Income Tax	Nil

II. LITIGATIONS INVOLVING OUR PROMOTERS

A. LITIGATIONS AGAINST OUR PROMOTERS:

Civil Matters	Nil
Criminal Matters	Nil
Labour Matters	Nil
Custom	Nil
Excise	Nil
Income Tax	Nil

LITIGATIONS BY OUR PROMOTERS

Civil Matters	Nil
Criminal Matters	Nil
Labour Matters	Nil
Custom	Nil
Excise	Nil
Income Tax	Nil

III. LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS)

A. LITIGATIONS AGAINST OUR DIRECTORS

Civil Matters	Nil
Criminal Matters	Nil
Labour Matters	Nil
Custom	Nil
Excise	Nil
Income Tax	Nil

IV. LITIGATION INVOLVING OUR GROUP COMPANIES

A. LITIGATIONS AGAINST OUR GROUP COMPANIES

i. RTTS TechnoSolutions Private Limited

Civil Matters	Nil
Criminal Matters	Nil
Labour Matters	Nil
Custom	Nil
Excise	Nil

Income Tax : a. The following income tax demands are pending against RTTS Technosolutions Private Limited:

Assessment Year	Outstanding Demand Amount	Accrued Interest Amount
2009	168077	263760
2009	1067534	1977470
2010	20650	0
2011	589180	759939
2016	5873290	3858625
2018	2893680	1070622
2021	977940	293370
Total	11590351	8223786

b. The following Tax Deducted at Source (pending to be deposited) demands are pending against the company :

Financial Year	Outstanding Demand Amount
2018-19	13,47,440
2019-20	1,72,90,477
2020-21	1,87,71,898
Total	3,74,09,815

ii. KTI Intelligent Systems Limited

Civil Matters	Nil
Criminal Matters	Nil
Labour Matters	Nil
Custom	Nil
Excise	Nil

Income Tax	Nil
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B. LITIGATIONS BY OUR GROUP COMPANIES

Civil Matters	Nil
Criminal Matters	Nil
Labour Matters	Nil
Custom	Nil
Excise	Nil
Income Tax	Nil

V. LITIGATION INVOLVING SUBSIDIARY COMPANY- NA

VI. Other Material Outstanding Litigation Involving Our Company:

Penalties levied upon our company / promoter / promoter group companies in the past five years- *Nil*

VII: Litigations or legal actions, pending or taken, by any ministry or department of the government or a statutory authority against our promoters during the last 5 (five) years- *Nil*

VIII: Pending proceedings initiated against our company for economic offences- *Nil*

IX: Inquiries, Investigations etc. Instituted under The Companies Act, 2013 or any previous Companies Enactment In The Last 5 (Five) years Against Our Company- *Nil*

X: Material fraud against our company in the last 5 (five) years: There has been no material fraud committed against our Company in the last 5 (five) years.

XI: Fines Imposed Or Compounding Of Offences For Default-*Nil*

XII: **Non-Payment Of Statutory Dues-** There was a delay in the deposit of PF deducted from our employees.

Material Developments

In the opinion of the Board, other than as disclosed in the Notes to our Financial Statements in the section “Financial Statements” on page no. 199 of this Red Herring Prospectus and in the section “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 238 of this Red Herring Prospectus, there has not arisen, since the date of the last financial statements set out herein, any circumstance that materially or adversely affects our profitability taken as a whole or the value of our consolidated assets or our ability to pay our material liabilities over the next 12 months.

Amounts due to Small Scale Undertakings

In accordance with our Company’s materiality policy, creditors to whom an amount exceeding 5% of the gross turnover or 10% of the net worth were considered ‘material’ creditors. Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at September 30, 2024 by our Company, are set out below:

(₹ in Lakhs)

Sr. No	Particulars	No of creditors as on September 30, 2024	Amt involved as on September 30, 2024
1.	Micro, Small and medium enterprises	Nil	Nil
2.	Other creditors	10	217.79

Adverse Events

There has been no adverse event affecting the operations of our Company occurring within one year prior to the date of filing of the Red Herring Prospectus with the NSE.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this issue and our current 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 Red Herring Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities. The Company has got following licenses / registrations / approvals /consents / permissions from the Government and various other Government agencies required for its present business.

1. Incorporation Documents

Sl.No	Nature of Registration / Licence	Registration / Licence Number	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Certificate of Incorporation in the name of C2C DB Systems Private Limited	U72200KA2018PTC110361	Companies Act, 2013	RoC, Bangalore, Karnataka	February 21, 2018	Valid till cancelled or replaced by a fresh certificate
2	Fresh Certificate of Incorporation consequent to change of name to C2C Advanced Systems Private Limited	U72200KA2018PTC110361	Companies Act, 2013	RoC, Bangalore, Karnataka	May 12, 2022	Valid till cancelled or replaced by a fresh certificate
3	Fresh Certificate of Incorporation consequent upon conversion from C2C Advanced Systems Private Limited to C2C Advanced Systems Limited	U72200KA2018PLC110361	Companies Act, 2013	RoC, Bangalore, Karnataka	December 22, 2023	Valid till cancelled or replaced by a fresh certificate

II. Issue related Approvals:

The following approvals have been obtained or will be obtained in connection with the Issue:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on February 08, 2024 and April 27, 2024 have authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Section 62(1) (c) of the Companies Act, 2013, by a special resolution passed in the Extra- Ordinary General Meeting held on February 12, 2024 and April 29, 2024 authorized the Issue.
3. Our company has obtained In-principle approval dated October 08, 2024 from the NSE to use the name of NSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. The International Securities Identification Number (“ISIN”) of our Company is INE0U7V01015.

III. Corporate / General Authorisations

Sl.No	Nature of Registration / Licence	Registration / Licence Number	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Permanent Account Number	AAHCC4189Q	Income Tax Act, 1961	Commissioner of Income Tax	January 05, 2024	Valid till Cancelled
2	TAN	BLRC16997B	Income Tax Act, 1961	Commissioner of Income Tax	January 23, 2024	Valid till Cancelled
3	Registration Certificate of Goods & Service Tax (GST) for the property situated at	29AAHCC4189Q1ZQ	Central Goods and Services Tax Act, 2017 & Karnataka Goods and Services Tax Act, 2017	Central Government and Karnataka State Government	January 31, 2024	Valid till Cancelled

IV. Industrial Laws and Labour Laws applicable to the Company

Sl. No	Nature of Registration / Licence	Registration / Licence Number	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Registration under Employees Provident Fund	PYKRP1737010000	Employees Provident Fund and Miscellaneous Provisions Act, 1952	Regional Provident Commissioner	27/02/2024	Valid till Cancellation
2	Professional Tax Certificate of Enrolment	395826013	Goods and Services Act	Karnataka Sales Tax Department	26/07/2018	Valid till Cancellation
3	Udyam Registration with MSME for the Company; Micro Social Category-General	UDYAM-KR-03-0038491	The Micro, small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small & Medium Enterprises	20/12/2020	Valid till Cancelled
4	Registration under the Shops and Establishment Act	32/57/CE/0034/2018	Shops and Establishment Act	Office of the Senior Labour Inspector, Bangalore, Karnataka	14/02/2024	31/12/2027
5	Registration under the Shops and	2024055783	Shops and Establishment Act	Department of Labour, Delhi	19/03/2024	Valid till cancelled

	Establishment Act					
6	Export License	Clearance to be taken as and when any defense material is exported	-	Ministry of Defense, Department of Defense Production	-	-
7	Export Clearance	-	For export of Munitions List Items to Malaysia	Ministry of Defense, Department of Defense Production	04/12/2018	Valid till cancelled

V. Industrial Licences applied for but not yet received

Sl. No	Nature of Registration / Licence	Registration / Licence Number	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Factories License	IL / IDR / ACK/ 277146/2024	Factories Act, 1948	DPIIT	Applied on 19/01/2024	-

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OTHER REGULATORY AND STATUTORY DISCLOSURE

Authority for the Issue

Corporate Approvals

The Board of Directors, pursuant to a resolution passed at their meeting held on February 08, 2024 and April 27, 2024 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Annual General Meeting held on February 12, 2024 and April 29, 2024 have authorized the Issue.

In-principle Approval

Our Company has obtained in-principal approval from the NSE for using its name in this Red Herring Prospectus/ Red Herring Prospectus/ Prospectus pursuant to an approval letter dated October 08, 2024. NSE is the Designated Stock Exchange.

Prohibition by SEBI, RBI or governmental authorities

As on date of this Red Herring Prospectus, we confirm that our Company, our Promoters, our Promoter Group, our directors, person(s) in control of the promoter, our Group Companies or the natural person(s) in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court.

The companies, with which our directors are or were associated as promoter, directors or persons in control are not prohibited or debarred from accessing capital markets under any order or direction passed by SEBI or any other regulatory authority.

None of our Directors or the entities that our directors are associated with as promoter or directors is in any manner associated with the securities market and there has been no action taken by the SEBI against our Directors or any entity in which our directors are associated with as promoter or directors.

Prohibition with respect to wilful defaulter or a fraudulent borrower

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulter or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of this Red Herring Prospectus.

Eligibility for the Issue

Our Company is eligible in terms of Regulations 230 of SEBI (ICDR) Regulations for this issue. Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue face value capital is more than ten crore rupees and upto twenty five crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange of NSE [in this case being the "NSE Emerge].

We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the BRLMs to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to

said underwriting please refer to section titled “General Information – Underwriting” on page 70 of this Red Herring Prospectus.

2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or Equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.

3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Managers submit a copy of the Draft Red Herring Prospectus/ Red Herring Prospectus /Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.

4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Managers and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the NSE EMERGE . For further details of the arrangement of market making please refer to section titled “General Information- Details of the Market Making Arrangements for this Issue” on page 68 of this Red Herring Prospectus.

5. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower.

6. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.

7. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to NSE Emerge), as NSE is the Designated Stock Exchange.

8. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.

9. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.

10. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form.

11. 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 March 06, 2024 and National Securities Depository Limited (NSDL) dated April 15, 2024 for establishing connectivity.

12. Our Company has a website i.e., www.c2c-as.com

13. There has been no change in the promoters of the Company in the preceding one year from date of filing the application with NSE Emerge, the NSE SME Platform.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the NSE Emerge:

- 1) Our Company was incorporated as ‘C2C – DB Systems Private Limited, a private limited company, under the Companies Act, 2013, pursuant to a Certificate of Incorporation dated February 21, 2018 issued by the Registrar of Companies, Karnataka at Bengaluru (“RoC”). Subsequently, the name of our Company was changed to C2C Advanced Systems Private Limited and a fresh Certificate of Incorporation dated May 12,

2022 was issued by the RoC. Pursuant to a special resolution passed by our shareholders in the Extra Ordinary General Meeting held on October 28, 2023 our Company was converted into a public limited company and the name of our Company was changed to 'C2C Advanced Systems Limited and a fresh Certificate of Incorporation dated December 22, 2023 was issued to our Company by the RoC

- 2) The post issue paid up capital of the company will be upto 1,66,41,168 shares of face value of ₹10/- aggregating up to ₹ 16.64 Crores which is less than ₹25 Crores.
- 3) The Company had a track record of at least 3 years as on the date of filling the Draft Red Herring Prospectus.
- 4) As on December 31, 2023, the Company has net tangible assets of ₹ 20.70 lakhs.
- 5) The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for at least 2 financial years out of preceding three financial years and its net-worth as on March 31, 2023 is positive.

(Rs. In lakhs)

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2023
EBITDA	1,369.88	1,832.52	386.20	386.20
Networth	8,618.72	7,645.83	252.14	252.14

- 6) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter, Group Companies, companies promoted by the promoter of the Company;
- 7) The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- 8) Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
- 9) None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.
- 10) There is no winding up petition against the company, which has been admitted by a Court of competent jurisdiction or a liquidator has not been appointed.
- 11) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
- 12) The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.
- 13) We confirm that:
 - i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.
 - ii. There is no default in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.
 - iii. There are no litigations record against the applicant, promoters/promoting company(ies), group companies, companies & promoted by the promoters/promoting company(ies) except as stated in the section titled "**Outstanding Litigation and Material Developments**" on page 251 of this Red Herring Prospectus.
 - iv. There are no criminal cases/investigation/offences filed against the director of the company except as stated in the section titled "**Outstanding Litigation and Material Developments**" on page 251 of this Red Herring Prospectus.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT ISSUE DOCUMENT/ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT ISSEU DOCUMENT/ISSUE DOCUMENT. THE BOOK RUNNING LEAD MANAGERS, MARK CORPORATE ADVISORS PRIVATE LIMITED AND BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT ISSUE DOCUMENT/ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE 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 INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT ISSUE DOCUMENT/ ISSUE DOCUMENT, THE BOOK RUNNING LEAD MANAGERS, MARK CORPORATE ADVISORS PRIVATE LIMITED AND BEELINE CAPITAL ADVISORS PRIVATE LIMITED ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, MARK CORPORATE ADVISORS PRIVATE LIMITED AND BEELINE CAPITAL ADVISORS PRIVATE LIMITED, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED APRIL 26, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT ISSUE DOCUMENT/ ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT ISSUE DOCUMENT/ ISSUE DOCUMENT.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Red Herring Prospectus with the Registrar of Companies, Karnataka in terms of sections 26 and 33 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Book Running Lead Managers:

Track Record of past issues handled by Mark Corporate Advisors Private Limited

For details regarding track record of 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, is as under:

Track record of past issues handled by the Book Running Lead Managers

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

TABLE 1 DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY MARK CORPORATE ADVISORS PRIVATE LIMITED
(during the current fiscal and two fiscals preceding the current financial year)

S. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Operating Price on Listing Date	+% change in closing price, [+ / % change in closing benchmark] 30th calendar days from listing	+% change in closing price, [+ / % change in closing benchmark] 90th calendar days from Listing	+% change in closing price, [+ / % change in closing benchmark] 180th calendar days from listing
1.	FOCE India Limited	29.02	225	December 28, 2021	225	(-6.67%), (-0.76%)	(-8.44%), (+0.53%)	(+23.13%), (-8.13%)
2.	Khazanchi Jewellers Limited	96.74	140	August 07, 2023	142.3	(+51.43%), (-0.26%)	(+102.21%), (-2.41%)	(+143.57%), (+9.30%)
3.	Sunrest Lifescience Limited	10.8461	84	November 20, 2023	84	(-27.26%), (+8.93%)	(-12.50%), (+11.92%)	(-11.90%), (+12.82%)

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total no. of IPOs	Total Amount of Funds raised. (₹ Cr.)	No. of IPOs trading at discount-30 th calendar days from listing			No. of IPOs trading at premium-30 th calendar days from listing			No. of IPOs trading at discount-180 th calendar days from listing			No. of IPOs trading at premium-180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22	1	29.02	0	0	1	0	0	0	0	0	0	0	0	1
2022-23	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2023-24	2	107.59	0	1	0	1	0	0	0	0	1	1	0	0

Sr. No	NAME	Issue size (₹ in Crores)	Issue Price	Listing date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]		
						30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
1	Jetmall Spices And Masala Limited	4.98	20	April 19, 2021	20.5	(6.75)% , 4.70%	(10.50)% , 9.60%	(10.00)% , 28.81%
2	FOCE India Limited	29.02	225	December 28, 2021	225	(6.67)% , (0.76)%	(8.44)% , 0.53%	23.13% , (8.13)%
3	Khazanchi Jewellers Limited	96.74	140	August 07, 2023	142.3	51.43% , (0.26)%	102.21% , (2.41)%	143.57% , 9.30%
4	Sunrest Lifescience Limited	10.85	84	November 20, 2023	84	(27.26)% , 8.93%	(12.50)% , 11.92%	*

Track Record of past issues handled by Beeline Capital Advisors Private Limited

For details regarding track record of Book Running Lead Manager to the Issue as specified in the Circular reference no: CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, is as under:

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PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BRLM

For details regarding the price information and track record of the past issue handled by Beeline Capital Advisors Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
1.	Beacon Trusteeship Limited	32.52	60.00	June 04, 2024	90.00	+117.67% (+10.98)	+81.25% (+15.31%)	N.A.
2.	United Cotfab Limited	36.29	70.00	June 24, 2024	75.00	+0.24% (3.99%)	-23.14% (9.31%)	N.A.
3.	Dindigul Farm Product Limited	34.83	54.00	June 27, 2024	102.60	+109.54% (+2.79%).	+37.31% (+7.16%)	N.A.
4.	Sati Poly Plast Limited	17.36	130.00	July 22, 2024	247.00	+62.00% (+0.77%)	+50.00% (+0.98%)	N.A.

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
5.	V.L.Infraprojects Limited	18.52	42.00	July 30, 2024	79.80	+148.81% (+0.78%)	+32.38% (-2.72%)	N.A.
6.	Ashapura Logistics Limited	52.66	144.00	August 06, 2024	185.00	-3.16% (+5.03%)	-29.17% (+1.30%)	N.A.
7.	Positron Energy Limited	51.21	250.00	August 20, 2024	475.00	+75.04% (+2.75%)	N.A.	N.A.
8.	Indian Phosphate Limited	67.36	99.00	September 03, 2024	188.10	+14.80% (+2.05%)	N.A.	N.A.
9.	Mach Conferences and Events Limited	125.28	225.00	September 11, 2024	300.00	+6.36% (+0.11%)	N.A.	N.A.
10.	S D Retail Limited	64.98	131.00	September 27, 2024	145.00	+2.33% (-8.04%)	N.A.	N.A.

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 th calendar day from listing date			Nos. of IPO trading at premium as on 30 th calendar day from listing date			Nos. of IPO trading at discount as on 180 th calendar day from listing date			Nos. of IPO trading at premium as on 180 th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	16	655.43	-	-	3	10	-	3	-	-	-	3	-	1
2023-24	21	770.18			3	13	3	2		2	2	15	1	1
2022-23	12	232.94	-	1	2	3	2	4	-	1	1	3	2	5
2021-22	N.A.													

Disclaimer from our Company and the Book Running Lead Managers

Our Company, the Directors and the Book Running Lead Managers accept no responsibility for statements made otherwise than those contained in this Red Herring Prospectus or, in case of the Company, in the advertisements or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at their own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Agreement entered between the BRLMs (Mark Corporate Advisors Private Limited and Beeline Capital Advisors Private Limited), and our Company on April 03, 2024 and the Underwriting Agreement dated October 30, 2024

All information shall be made available by our Company, and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Managers and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Companies, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Companies, and our affiliates or associates for which they have received and may in future receive compensation.

Note:

Investors who apply in the 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 of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter 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 the Equity Shares in the issue.

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 majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this 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 jurisdiction of the competent court(s) in Bengaluru Karnataka, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs

of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of NSE

National Stock Exchange of India Limited ("NSE") has vide its letter dated October 08, 2024, given permission to "C2C Advanced Systems Limited" to use its name in the Issue Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("NSE Emerge") the Company's securities are proposed to be listed. NSE has scrutinized this Issue document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner: i. warrant, certify or endorse the correctness or completeness of any of the contents of this Issue document; or ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on NSE; or iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company. iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this Issue Document have been cleared or approved by NSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever. v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this Issue Document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof. vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by NSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai.

Disclaimer Clause under Rule 144A of the U.S. Securities Act

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulations of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with the SEBI/ RoC

The Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus is being filed with NSE, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra India.

The Draft Red Herring Prospectus was not filed with SEBI, nor has SEBI issued any observation on the Issue 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/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus/ Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC Office situated at Registrar of Companies, Karnataka at E Wing, 2nd Floor, Kendriya Sadana, Bengaluru – 560 034 Karnataka, India

Listing

The Equity Shares of our Company are proposed to be listed on NSE EMERGE. Our Company has obtained in-principle approval from NSE by way of its letter dated October 08, 2024 for listing of equity shares on NSE Emerge. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the NSE EMERGE is not granted by NSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of the Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge mentioned above are taken within three (3) Working Days of the Bid/Issue Closing date. If Equity Shares are not Allotted pursuant to the Issue within three (3) Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

- ii. Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

Consents

Consents in writing of Our Directors, Our Promoter, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker to the Company, Book Running Lead Managers, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue/ Sponsor Bank, Syndicate Members, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained as required under section 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 26 & 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, 2018, M/s. P K Chand & Co., , Chartered Accountants, Statutory Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Red Herring Prospectus/ Red Herring Prospectus/ Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC.

Expert Opinion

Except for the reports in the section titled “Financial Statements” and “Statement of Special Tax Benefits” on page 199 and 110 respectively of this Red Herring Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

Fees, Brokerage and Selling Commission payable

The total fees payable to the Book Running Lead Managers will be as per the (i) Agreement dated April 03, 2024 with the Book Running Lead Managers, (ii) the Underwriting Agreement dated October 30, 2024 and the addendum thereto entered with the Underwriter and (iii) the Market Making Agreement dated October 30, 2024 and the addendum thereto entered with the Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 AM to 5.00 PM on Working Days from the date of the Red Herring Prospectus until the Bid/Issue Closing Date.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company, and the Registrar to the Issue dated April 03, 2024, a copy of which is available for inspection at our Company’s Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in India or abroad the five (5) years preceding the date of this Red Herring Prospectus.

Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to the section titled “Capital Structure” on page 72 of this Red Herring Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Previous capital issue during the last three years by listed Group Companies of our Company

We do not have any Group Company which is listed.

Performance vis-à-vis objects

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

As on the date of this Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

Partly Paid-Up Shares

As on the date of this Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments

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

Option to Subscribe

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

Stock Market Data for our Equity Shares

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Investor Grievances and Redressal System

The agreement between the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and Demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investors complaints received during the three years preceding the filing of this Red Herring Prospectus. Since there are no investors complaints received, none are pending as on the date of filing of this Red Herring Prospectus.

Investors may contact the BRLMs for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants’ DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLMs and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be within 15 Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Manjeet Singh, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

No.86, Wings of Eagles, SS Commercial Estate,
Varthur Road, Nagavarapalya Main Road,
C V Raman Nagar,
Bengaluru– 560093
Karnataka, India
Tel: +91 80 4372 4052

E-mail: compliance@c2c-as.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as nonreceipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Our Board by a resolution on January 19, 2024 has constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “Our Management” on page 171 of this Red Herring Prospectus.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company

We do not have any listed company under the same management.

Tax Implications

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “Statement of Special Tax Benefits” on page 110 of this Red Herring Prospectus.

Purchase of Property

Other than as disclosed in Section “Our Business” on page 128 of this Red Herring Prospectus there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Red Herring Prospectus.

Except as stated elsewhere in this Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

Capitalization of Reserves or Profits

Save and except as stated in “Capital Structure” on page 72 of this Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

Revaluation of assets

There has not been any revaluation of assets since incorporation of the Company.

Servicing Behaviour

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of Our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed under chapter titled “Our Management” on page 171 of this Red Herring Prospectus and chapter “Financial Information” on page 199 of this Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

Exemption from complying with any provisions of securities laws, if any

As on date of the Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION VIII – ISSUE RELATING INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, 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 all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Bid-cum-Application forms. Investor may visit the official website of the concerned for any information on operational utilization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Authority for the Issue

The present Public Issue of up to 43,83,600 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on February 08, 2024 and April 27, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Annual General Meeting held on February 12, 2024 and April 29, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA 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 Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, “Main Provisions of Article of Association”, on page 318 of this Red Herring Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “Dividend Policy” and “Main Provisions of Article of Association” on pages 198 and 318 respectively of this Red Herring Prospectus.

Face Value and Issue Price

The face value of each Equity Share is ₹10.00 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 Anchor Investor Issue Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta a Hindi national daily newspaper and Bangalore Edition of Vishwvani (Kannada), a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the BRLMs, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares issued by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI ICDR Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled “Main Provisions of the Articles of Association” on page 318 of this Red Herring Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being issued can be applied for in the dematerialized form only. In this context, two agreements shall be signed among our Company, the respective Depositories and Registrar to the Issue.

Tripartite Agreement dated April 15, 2024 between NSDL, our Company and Registrar to the Issue; and Tripartite Agreement dated March 06, 2024 between CDSL, our Company and Registrar to the Issue;

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE EMERGE (NSESME) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Bengaluru, Karnataka.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us.

Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Issue Program

Event	Indicative Date
Bid/ Issue Opening Date	Friday, November 22, 2024 ⁽¹⁾
Bid/Issue Closing Date	Tuesday, November 26, 2024 ^{(1) (2)}
Finalisation of Basis of Allotment with Designated Stock Exchange (T+1)	Wednesday, November 27, 2024
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account* (T+2)	Thursday, November 28, 2024
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	Thursday, November 28, 2024
Commencement of Trading of The Equity Shares on the Stock Exchange (T+3)	Friday, November 29, 2024

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

Note: ¹Our Company in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

²Our Company in consultation with the BRLMs, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four 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 four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

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

Bid-Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Bid/ Issue Closing Date maybe extended in consultation with the BRLMs, RTA and BSE SME taking into account the total number of applications received up to the closure of timings. On the Bid/ Issue Closing Date, the Bids shall be uploaded until:

- (i) 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 P.M. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

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

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional 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. Retail Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail 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.

Our Company in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares. In case of any revision to the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable.

In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription and Underwriting

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, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “General Information – Underwriting” on page 70 of this Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of National Stock Exchange of India Limited (NSE) from the NSE Emerge on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter 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 and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter 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.

Market Making

The shares issued through this Issue are proposed to be listed on the NSE EMERGE (NSE SME), wherein the Book Running Lead Managers to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the NSE EMERGE.

For further details of the agreement entered into between the Company, the Book Running Lead Managers and the Market Maker please refer to section titled “General Information - Details of the Market Making Arrangements for this Issue” on page 68 of this Red Herring Prospectus.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE EMERGE.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Allotment of Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

Application by Eligible NRI's, FPI's, VCF's, AIF's 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.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed under section titled "Capital Structure" on page 72 of this Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled "Main Provisions of the Articles of Association" on page 318 of this Red Herring Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus/ Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

Withdrawal of the Issue

Our Company in consultation with the BRLMs, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The BRLMs through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Managers are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

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ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue face value capital is more than ten crore rupees and upto twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE Emerge i.e., SME platform of NSE). For further details regarding the salient features and terms of such an issue please refer chapter titled “Terms of the Issue” and “Issue Procedure” on page 272 and 284 of this Red Herring Prospectus.

Issue Structure:

Initial Public Issue of 43,83,600 Equity Shares of ₹ 10 each (the “Equity Shares”) for cash at a price of ₹. [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] Lakhs (“the Issue”) by the issuer Company (the “Company”).

The Issue comprises a reservation of 2,19,600 Equity Shares of ₹ 10 each for subscription by the designated Market Maker (“the Market Maker Reservation Portion”) and Net Issue to Public of 41,64,000 Equity Shares of ₹ 10 each (“the Net Issue”).

The Issue and the Net Issue will constitute 26.34% and 25.02 %, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for Allotment/ allocation	2,19,600 Equity Shares	Not more than 20,82,000 Equity Shares	Not less than 6,24,600 Equity Shares	Not less than 14,57,400 Equity Shares
Percentage of Issue Size available for Allotment/ allocation	5.00% 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. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment⁽³⁾	Firm Allotment	Proportionate as follows (excluding the Anchor Investor portion): (a) Up to 42,000 Equity Shares shall	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in	Proportionate basis subject to minimum allotment of [●] Equity Shares

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Applicants	Retail Individual Investors
		<p>be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>(b) Up to 7,90,800 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>Up to 60% of the QIB Portion (of up to 12,49,200 Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price</p>	<p>multiples of [●] Equity Shares.</p>	
Mode of Allotment	Compulsorily in dematerialised form			
Minimum Bid Size	2,19,600 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 and in multiples of [●] Equity Shares the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid Size	2,19,600 Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	[●] Equity Shares
Trading Lot	[●] Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI	[●] Equity Shares and in multiples thereafter	[●] Equity Shares and in multiples thereafter	[●] Equity Shares and in multiples thereafter

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Applicants	Retail Individual Investors
	ICDR Regulations, 2018			
Terms of Payment	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. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁴⁾			
Mode of Bid	Only through the ASBA process	Only through the ASBA process (Except for Anchor Investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

* Subject to finalization of basis of allotment.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- (1) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- (4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum-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.

The Bids by FPIs with certain structures as described under “Issue Procedure - Bids by FPIs” on page 295 of this Red Herring Prospectus and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Managers, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Managers, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

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

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

Issue Program

Event	Indicative Date
Bid/ Issue Opening Date	Friday, November 22, 2024 ⁽¹⁾
Bid/Issue Closing Date	Tuesday, November 26, 2024 ^{(1) (2)}
Finalisation of Basis of Allotment with Designated Stock Exchange (T+1)	Wednesday, November 27, 2024
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account (T+2)	Thursday, November 28, 2024
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	Thursday, November 28, 2024
Commencement of Trading of The Equity Shares on the Stock Exchange (T+3)	Friday, November 29, 2024

Note: ¹Our Company in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

²Our Company in consultation with the BRLMs, 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.

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Bid-Cum Application Form. Standardization of cut-off time for uploading of applications on the Bid/ Issue Closing Date:

- a) A standard cut-off time of 3.00 P.M. for acceptance of applications.
- b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by stock exchange after taking into account the total number of applications received up to the closure of timings and reported by BRLMs to stock exchange within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form visà-vis the data contained in the physical Bid-Cum Application form, for a particular applicant, the details as per physical Bid-Cum application form of that Applicant 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 bank holidays).

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 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. SEBI through its UPI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. 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 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be 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. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days.

Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been

notified by SME Platform of NSE Limited (“NSE Emerge”) to act as intermediaries for submitting Application Forms are provided on www1.nseindia.com/emerge For details on their designated branches for submitting Application Forms, please see the above mentioned website of Platform of NSE Limited) NSE Emerge).

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Managers would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

Further, the Company and the BRLMs are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

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 RIBs 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 RIBs 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).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Managers.

PART A

Book Building Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLMs, 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% 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 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, 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 the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLMs, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, 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 the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLMs, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected.

Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Anchor Investors are not permitted to participate in the Issue through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

Since the Issue is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Issue through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLMs. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

The prescribed colour of the Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Anchor Investors **	White
Resident Indians including resident QIBs, Non-Institutional Applicants, Retail Individual Applicants and Eligible NRIs applying on a non-repatriation basis (ASBA)	White
Non-Residents including FPIs and Eligible NRIs, FVCIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis (ASBA)	Blue

*Excluding Electronic Bid cum Application Form

** Bid cum application for Anchor Investor shall be made available at the Office of the BRLMs.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making a bid in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”).

Sl.No	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked, is maintained
2	A syndicate member (or sub-syndicate member)
3	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')

4	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB	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 Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

Availability of Red Herring Prospectus and Bid Cum Application Forms

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLMs, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLMs.

Who can Bid?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies.

Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the 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 Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of Rs. 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

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P.(DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

For Retail Individual Investors

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹2,00,000.

For Other than Retail Individual Investors (Non-Institutional Investors and QIBs)

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI ICDR Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Investors, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLMs will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper Financial Express , all editions of Hindi national newspaper Jansatta and Bengaluru Edition of Vishwavani Regional newspaper (Kannada) where the registered office of the company is situated, each with wide circulation at least two Working

Days prior to the Bid/ Issue Opening Date. The BRLMs and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Bengaluru Edition of Vishwavani Regional newspaper (Kannada) where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Managers.

b) During the Bid/ Issue Period, Retail Individual Bidders, should approach the BRLMs or their authorized agents to register their Bids. The BRLMs shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLMs (for the Bids to be submitted in the Specified Cities) to register their Bids.

c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

d) The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLMs or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLMs or SCSBs will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.

e) Except in relation to the Bids received from the Anchor Investors, the BRLMs/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form

f) The BRLMs shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e., one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “Issue Procedure” beginning on page 284 of this Red Herring Prospectus.

h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.

i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form,

as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public 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.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

a. Our Company in consultation with the BRLMs, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e., the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b. Our Company in consultation with the BRLMs, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders May Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

e. The price of the specified securities issued to an anchor investor shall not be lower than the price issued to other applicants.

Participation by Associates /Affiliates of BRLMs and the Syndicate Members

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLMs nor any persons related to the BRLMs (other than Mutual Funds sponsored by entities related to the BRLMs), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

Option to Subscribe in the Issue

a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders

1. Our Company and the Book Running Lead Managers shall declare the Bid/ Issue Opening Date and Bid/ Issue Closing Date in the Red Herring Prospectus/Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus/Red Herring Prospectus/Prospectus will be available with the, the Book Running Lead Managers, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the BRLMs, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1) (ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLMs.
- 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 BRLMs, 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 upto ₹ 2500.00 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 ₹ 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹ 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2500.00 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 Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs 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 2 (two) Working Days from the Bid/ Issue Closing Date. 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) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) 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.
- 11) The BRLMs, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLMs) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLMs and made available as part of the records of the BRLMs for inspection by SEBI.

12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

Applications by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Office of BRLMs and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue colour).

For further, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 315 of this Red Herring Prospectus.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

Bids by FPIs including 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 or an 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, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Application Form, failing which our Company in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Application Form for Non-Residents (Blue 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, 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 the ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (i) to (iv)); and (b) prior consent of the FPI is obtained

for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Applications 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 Applications:

- (1) FPIs which utilise the multi investment manager structure;
- (2) Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- (3) Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- (4) 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;
- (5) Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- (6) Government and Government related investors registered as Category 1 FPIs; and
- (7) Entities registered as collective investment scheme having multiple share classes.

The Applications belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Application in the Application process. The Equity Shares allotted in the Application may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Application, FPIs making multiple Applications 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 Application Forms that the relevant FPIs making multiple Applications 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 Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Applications shall be rejected

For details of investment by FPIs in the Issue, see “*Restrictions on Foreign Ownership of Indian Securities*” on Page 315 of this Red Herring Prospectus. Participation of FPIs shall be subject to the FEMA Non-debt Instruments Rules.

The FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents.

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the “SEBI AIF Regulations”) prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 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. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

The category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such equity shares shall be locked in for a period of at least six months period from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor.

There is no reservation for Eligible NRI Applicants, AIFs, FPIs and FVCIs. All Applicants will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLMs shall not be responsible for loss, if any, incurred by the Application on account of conversion of foreign currency.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the *Karta*. The applicant should specify that the Bid is being made in the name of the HUF in the Bid Cum 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*”. Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS:

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds.

No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights. With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

Bids by limited liability partnerships

In case of Bid Cum Application 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 BRLMs, reserve the right to reject any Bid Cum Application without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the “Banking Regulation Act”), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank’s own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank’s paid-up share capital and reserves. A banking

company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or 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, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 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 Application Form. Failing this, our Company and the in consultation with the BRLMs reserve the right to reject any Bid Cum Application without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under Regulation 9 of 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 Systemically Important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) 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 NBFCs, are required to be attached to the Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Application 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.

Bids under Power of Attorney

In case of Application made pursuant to a power of attorney 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 the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with minimum corpus of Rs. 2500 lakhs and pension funds with a minimum corpus of Rs. 2500 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 Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company and the, in consultation with the LM, may deem fit, without assigning any

reasons thereof.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Application, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company, and the members of Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Bid Cum Application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Red Herring Prospectus, Red Herring Prospectus and Prospectus.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Issue.

ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:

- 1) Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLMs or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
- 2) 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.

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Managers are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

TERMS OF PAYMENT

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders. SCSBs will transfer the amount as per the instruction of the Registrar to the Public 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 Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Individual Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the 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, Retail Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Managers, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: - “C2C Advanced Systems Limited IPO – Anchor Account- R”
- b. In case of Non-Resident Anchor Investors: - “C2C Advanced Systems Limited IPO – Anchor Account- NR”
- c. Bidders 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 from the Anchor Investors.

Electronic Registration of Applications

- i) The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Managers nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries.

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Managers on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bankers, DPs and RTAs shall forward a Schedule as per format given along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.
7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
 - (a) Name of the Bidder;
 - (b) IPO Name;
 - (c) Bid Cum Application Form Number;
 - (d) Investor Category;
 - (e) PAN (of First Applicant, if more than one Applicant);
 - (f) DP ID of the demat account of the Applicant;
 - (g) Client Identification Number of the demat account of the Applicant;
 - (h) Number of Equity Shares Applied for;
 - (i) Bank Account details;
 - (j) Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - (k) Bank account number
8. In case of submission of the Bid Cum Application by an Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Bid Cum Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Individual Investors and Retail Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; Our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the

correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/ Issue Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

Withdrawal of Bids

a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

a) Based on the demand generated at various price levels, our Company in consultation with the BRLMs, shall finalize the Issue Price and the Anchor Investor Issue Price.

b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLMs, subject to compliance with the SEBI Regulations.

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

Bid Quantity	Bid Amount	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50%
1,500	22	3,000	100%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

1. Our company has entered into an Underwriting Agreement dated October 30, 2024
2. A copy of Red Herring Prospectus shall be filed with the RoC and copy of the Prospectus shall be filed with the RoC in terms of Section 32 of the Companies Act, 2013 and Section 26 of the Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will, after registering this Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Financial Express (a widely circulated English national daily newspaper), in all editions of Jansatta, a Hindi National daily newspaper and Begaluru edition of Vishwvani (a widely circulated Kannada daily newspaper) (Kannada being the regional language of Karnataka where our Registered Office is located). Our Company shall, in the pre-Issue advertisement state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of under the SEBI ICDR Regulations.

ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:

Our Company will issue a statutory advertisement after the filing of the Red Herring Prospectus/ Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

General Instructions

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/Issue period and withdraw their Bids until Bid/issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date

Do's:

- a) Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Applicants should submit their Applications through the ASBA process only;
- b) Ensure that you have make an application at the Issue Price;

- c) Ensure that you have mentioned the correct ASBA Account number (for all Applicants other than Retail Individual Investors Bidding using the UPI Mechanism) in the Application Form and such ASBA account belongs to you and no one else. Retail Individual Investors using the UPI Mechanism must mention their correct UPI ID and shall use only his/her own bank account which is linked to such UPI ID
- d) Retail Individual Investors applying using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
- e) Retail Individual Investors Bidding using the UPI Mechanism shall make Applications only through the SCSBs, Mobile Applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
- f) Read all the instructions carefully and complete the Application Form in the prescribed form;
- g) Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only
- h) Ensure that your 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. Retail Individual Applicants using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, sub-Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;
- i) All Applicants should submit their Applications Bids through the ASBA process only;
- j) In case of joint Applications, ensure that first Applicant is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Applicant is included in the Application Form;
- k) Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Applicant is included in the Application Forms. PAN of the First Applicant is required to be specified in case of joint Applicants;
- l) Applicants should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Application Form;
- m) Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form under the ASBA process to any of the Designated Intermediaries;
- n) Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- o) Ensure that the Demographic Details are updated, true and correct in all respects;
- p) 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;
- q) Ensure that the category and the investor status is indicated in the Application Form to ensure proper upload of your Application in the electronic Bidding system of the Stock Exchanges;
- r) Ensure that in case of Application under power of attorney or by limited companies, corporates, trust, etc., relevant documents, including a copy of the power of attorney, are submitted;
- s) Ensure that Applications submitted by any person resident outside India should be in compliance with applicable foreign and Indian laws;
- t) Retail Individual Investors applying using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
- u) Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary,

as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Applications are liable to be rejected;

- v) However, Applications 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 Applications have been made with different beneficiary account numbers, Client IDs and DP IDs
- w) Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date;
- x) FPIs making MIM Applications using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, were required to submit a confirmation that their Applications 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 Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids are liable to be rejected;
- y) Ensure that while Applying through a Designated Intermediary, the Application Form (other than for RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI (at www.sebi.gov.in) or such other websites as updated from time to time;
- z) Ensure that you have correctly signed the authorization /undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Application;
- aa) Retail Individual Investors applying using the UPI Mechanism shall ensure that details of the Application 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, the Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Application Form in his/her ASBA Account;
- bb) Retail Individual Investors Applying using the UPI Mechanism should mention valid UPI ID of only the Applicant (in case of single account) and of the First Applicant (in case of joint account) in the Application Form
- cc) Applications by Eligible NRIs and HUFs for an Application Amount of less than ₹. 2,00,000 would be considered under the Retail Portion, and Applications for an Application Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Issue.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply on another Application Form after you have submitted an Application to a Designated Intermediary;
3. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Application Forms by post, instead submit the same to the Designated Intermediary only;
5. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
6. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms;
7. Do not Apply on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
8. Do not fill up the Application Form such that the Equity Shares Bid for exceeds the Issue/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;
9. Do not submit your Application after 3.00 pm on the Issue Closing Date;
10. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

11. If you are a RIB and are using UPI mechanism, do not submit more than one Application Form for each UPI ID
12. Do not submit the General Index Register (GIR) number instead of the PAN;
13. Do not apply for an amount exceeding ₹ 200,000 (for Bids by Retail Individual Investors)
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account or in the case of Retail Individual Investors Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;
16. Do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors may revise or withdraw their Bids until the Bid/Issue Closing Date;
17. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Bidder;
18. 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 Applications submitted by Retail Individual Investors using the UPI Mechanism;
19. Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
20. Do not apply 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);
21. Do not submit more than one Application Form per ASBA Account. If you are a Retail Individual Investor Bidding using the UPI Mechanism, do not submit Applications through an SCSB and/or Mobile Applications and/or UPI handle that is not listed on the website of SEBI;
22. Do not submit an Application using UPI ID, if you are not a Retail Individual Investor;
23. Do not apply for Equity Shares more than specified by respective Stock Exchanges for each category;
24. RIIs applying through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in the SEBI website is liable to be rejected;
25. Do not submit an Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by Retail Individual Investors using the UPI Mechanism); and
26. Do not Apply if you are an OCB.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Other instructions for the Bidders

Joint Bids

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Investor Grievance

In case of any pre-issue or post issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

- a) During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Tripartite Agreement dated April 15, 2024 among NSDL, our Company and the Registrar to the Issue.
2. Tripartite Agreement dated of March 06, 2024 among CDSL, our Company and Registrar to the Issue.

GROUND FOR TECHNICAL REJECTIONS

In addition to the grounds for rejection of Application on technical grounds as provided in the “General Information Document” Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

1. Applications submitted without instruction to the SCSBs to block the entire Application Amount;
2. Applications submitted by Applicants which do not contain details of the Application Amount and the bank account details / UPI ID in the Application Form;
3. Applications submitted on a plain paper;
4. Applications submitted by applicants using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. Applications submitted by UPI applicants using third party bank accounts or using a third party linked bank account UPI ID;
6. Applications by HUFs not mentioned correctly as given in the sub-section “Who can Apply?” of this Red Herring Prospectus;
7. Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
8. Application submitted without the signature of the First Applicant or sole Applicants;
9. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;
10. GIR number furnished instead of PAN;

11. Application by Retail Individual Investors with Application Amount for a value of more than ₹ 2,00,000;
12. Applications by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Applications by Applicants accompanied by cheques or demand drafts;
14. Applications accompanied by stock invest, money order, postal order or cash;
15. Application by OCB.

For further details of grounds for technical rejections of Application Form, please refer to the General Information Document and UPI Circulars.

For details of instruction in relation to the Application Form, please refer to the General Information Document and UPI Circulars.

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 56 of this Red Herring Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking

BASIS OF ALLOCATION

- The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue.

BASIS OF ALLOTMENT

a) For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 14,57,400 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than 14,57,400 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b) For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 6,24,600 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than 6,24,600 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c) For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for 5.00 % of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5.00 % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5,00 % of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than 5 % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for 5.00 % of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below 5.00 % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than 12,49,200 Equity Shares.

a. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of

the Issuer, in consultation with the BRLMs, subject to compliance with the following requirements:

- a. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- b. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- c. allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - maximum number of two Anchor Investors for allocation up to ₹ 2 crores;
 - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
 - in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

d) In the event the Issue Price is lower than the Anchor Investor Allocation Price: Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalize the Basis of Allotment in consultation with NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - (i) Each successful Bidder shall be allotted [●] equity shares; and
 - (ii) The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under

the Capital Structure mentioned in this RHP. Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00, 000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE. The Executive Director/ Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Managers and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Issuance of Allotment Advice

1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Book Running Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders 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.

3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public 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 4 working days of the Bid/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

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centres is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related Problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares. The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the BRLMs may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who—

- A. *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- B. *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- C. *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least Rs. 1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months period 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 Rs. 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to Rs. 5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily
- that if the 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, failing which interest will be due to be paid to the Applicants at the rate prescribed under applicable law for the delayed period
- that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Issue Closing Date or such other time as may be prescribed
- that funds required for making refunds to unsuccessful applicants 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 applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund
- that if our Company does not proceed with the Issue after the 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 on which the Equity Shares are proposed to be listed shall also be informed promptly
- that if our Company, in consultation with the LM, withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh draft Issue document with the SEBI, in the event our Company subsequently decides to proceed with the Issue thereafter
- Promoter’s contribution, if any, shall be brought in advance before the Issue Opening Date
- that adequate arrangements shall be made to collect all Application Forms submitted by Applicants; and

- no further issue of Equity Shares shall be made until the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.

Utilisation of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) 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 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Managers undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

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RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“FEMA”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the “FDI Policy”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

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 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.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 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 of fund in India. Each Bidder 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 Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/ restrictions for overseas entities

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/ statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis

The purchase/ sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognized stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the

Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

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SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY

The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on February 12, 2024 in substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company. Further no material clause of the Articles of Association have been left out from disclosure, which may have any bearing on the Offer or disclosure.

1. The regulations contained in Table 'F' in Schedule I to the Companies Act, 2013 ("Table 'F'"), as are applicable to a public company limited by shares, shall not apply to the company.

The regulations for the management of the Company and for the observance by the membersthereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act 2013, be such as contained in theseArticles.

2. In the Interpretation of these Articles, unless repugnant to the subject or context:

"The Company" or "This Company" means C2C Advanced Systems Limited'.

"The Act" means "the Companies Act, 2013", or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in theseArticles and any previous Company law, so far as may be applicable.

"Annual General Meeting" means a General Meeting of the members held in accordance with the provisions of Section 96 of the Act.

"Articles" means the articles of association of the Company or as altered from time to time. "Board" or

"Board of Directors" means the Directors of the Company collectively and shall include a committee thereof.

"Depository" means a company formed and registered under the Act and which has been granted a certificate of registration under Section 12(1A) of the Securities Exchange Board of India Act, 1992 (15 of 1992).

"Director" means a director of the Company (including any duly appointed alternate director).

"Extraordinary General Meeting" means an Extraordinary General Meeting of the members duly called and constituted and any adjourned holding thereof.

"General Meeting" means Annual General Meeting or Extraordinary General Meeting. "Managing

Director" means the managing director for the time being of the Company

"Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

"Rupees", "Rs." or "INR" refers to Indian Rupees being the lawful currency of the Republic of India.

"Seal" shall mean the common seal of the company.

"Share Capital" shall mean the paid up equity share capital of the Company.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa. The marginal notes and titles used in these Articles shall not affect the construction thereof. Word importing the masculine gender shall include the feminine gender. The heading or sub -

heading hereto shall not affect the construction thereof.

Save as aforesaid and unless the context otherwise requires, words or expressions defined in the Act and contained in these regulations shall if not inconsistent with the context or subject bear the same meaning in these Articles as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

3. The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in Clause V of the Memorandum of Association, with power to Board of Directors to increase or re-classify or sub-divide or consolidate or reduce or modify the said capital and to divide the shares for the time being of the Company into several classes and attach thereto preferential, deferred, qualified, or special rights or conditions, as may be determined by or in accordance with the Act or Articles of Association of the Company or terms of issue and to vary, modify, or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided for by the Act or Articles of Association of the Company or the terms of issue.
4. The Company in general meeting may, by ordinary resolution from time to time increase the capital by the creation of new shares such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at general meeting of the Company in conformity with Section 43, 47 and 50 of the Act. Whenever, the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.

Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

Subject to the provisions of Section 55 of the Act, the Company shall have power to issue Preference Shares which, at the option of the Company, are liable to be redeemed and may redeem such shares in the manner provided in the resolution authorizing such issue and in absence of any specific condition of their issue in that behalf in such manner as the Board may deem fit.

Subject to the provisions of Section 54 and other applicable provisions of the Act, Rules or any other law, the Company may with the approval of the shareholders by a special resolution, issue sweat equity shares in accordance with such rules and guidelines issued by the Securities and Exchange Board of India and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.

Notwithstanding anything contained in any other Article, but subject to the provisions of the Act or Rules or any statutory modification or re-enactment thereof, the Company may from time to time and at any time issue to any person(s) as it may deem fit, shares whether equity, preference or any other class or any other financial instruments or Securities, by whatever name called, with disproportionate voting rights or non-voting rights and/ or shares / instruments / securities so issued may carry rights as to voting, dividend, capital or otherwise which may be disproportionate to the rights attached to the other shares or securities of the Company.

- a) Subject to the provisions of Section 63 and any other applicable provisions of the Act or Rules including any statutory modification or amendment thereof, the Company in General Meeting may resolve that the whole or any part of the undivided profits of the Company for the time being standing to the credit of the Reserve Account or Fund, or any Capital Redemption Reserve Account or the Securities Premium Account, or any amount representing premium received on the issue of shares, debentures, debenture-stock or any other securities be (1) capitalised and distributed amongst the shareholders of the Company or some of them, in the same proportion to the amounts paid-up or credited as paid-up thereon, of the paid-up shares, debentures, debenture-stock or bonds or other obligations of the Company and / or (2) capitalised by crediting any shares, debentures, debenture-stock or bonds or any other securities of the Company, in proportion to the

shares, debentures, debenture-stock or any other securities held, respectively, for the whole or any part of the same.

- b) Provided that the Securities Premium Account and a Capital Redemption Reserve Account may, for the purpose of this Article, only be applied in the paying up of any unissued shares to be issued to members of the Company as fully paid bonus shares.
 - c) The Board for the purpose of this Article shall have power –
 - 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
 - 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;
 - d) Any agreement made under such authority shall be effective and binding on such members.
5. 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 buy at such time as they may from time to time think fit.
6. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
7. (1) Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premiums on these shares shall be transferred to an account, to be called “Securities Premium Account” and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in this Article, apply as if the securities premium account were paid-up share capital of the Company.
- (2) The securities premium account may, notwithstanding anything contained in Clause (1) hereof but subject to complying with the provisions of section 52, be applied by the Company:
- a) in paying up unissued shares of the Company, to be issued to the members of the Company as fully paid bonus shares;
 - b) in writing off the preliminary expenses of the Company;
 - c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company; or
 - d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company; or
 - e) for the purchase of its own shares or other securities under section 68 of the Act.
8. The Company may at any time pay commission to any person in consideration of his subscribing, or agreeing to subscribe (whether absolutely or conditionally) for any shares in or debentures of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in or debentures of the Company and the provisions of Section 40 of the Act or any other Rules

or regulations in this behalf shall be observed and complied with. Such commission shall not exceed the maximum permissible rate as prescribed in the Rules. Such commission may be paid in cash or by allotment of Securities or partly by cash and partly by allotment of Securities.

9. Whenever the capital, by reason of the issue of preference shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act, be modified, commuted, affected, abrogated or dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with sanction of a special resolution passed at a separate General Meeting of the holders of shares of that class, and all the provisions hereafter contained as to General Meeting shall mutatis mutandis, apply to every such meeting.
10. Subject to the provisions of section 61, the Company may, by ordinary resolution in the General Meeting:-
 - a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, subject to the approval of the Tribunal, if required;
 - 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 shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
 - d) Cancel any shares, which, at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person, and diminish the amount of Share Capital by the amount of the share cancelled. A cancellation of shares in pursuance of this Sub-clause shall not be deemed to be reduction of share capital within the meaning of the Act.
11. Notwithstanding anything contained in these articles but subject to the provisions of the Act 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 whether or not they are redeemable, at such price and on such terms and conditions as the Board may deem fit and proper in the best interests of the Company.
12. The Company may (subject to the provisions of Sections 52, 55 and 66 and other applicable provisions, if any, of the Act) from time to time by appropriate resolution specified under the Act, reduce (a) its share capital (b) any capital redemption reserve account or (c) any securities premium account in any manner for the time being authorised by law and in particular capital may be paid off on the footing that it may be called up again or otherwise.
13. Notwithstanding anything contained in these Articles, but subject to the provisions of Sections 68, 69 & 70 and other applicable provisions, if any, of the Act and all other applicable provisions of the Law as may be in force at any time and as modified from time to time, the Company may acquire or purchase any of its fully paid or redeemable Shares and may make payment out of funds at its disposal for and in respect of such acquisition / purchase on such terms and conditions at such times as the Board may in its discretion deem fit, and such acquisition / purchase shall not be construed as reduction of Share Capital of the Company.

SECURITIES AND CERTIFICATES

14. Subject to provisions of Section 29 and other applicable provisions of the Act, Rules and any statutory modification or amendment which may be issued thereon, every member or allottee of shares or securities of the Company shall be entitled to receive one certificate specifying the name of the person(s) in whose favour it is issued, the shares to which it relates, the certificate number and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by

the Board or a Committee of Board or persons authorised by the Board in this regard and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issue against letters of acceptance or of renunciation or in case of issue of bonus shares. Provided that if the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as to seek supporting evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as it may think fit.

Every such certificate shall be issued under the seal of the Company which shall be affixed in the presence of, and signed by two Directors, duly authorised by the Board for the purpose or persons acting on behalf of the Directors under a duly registered power of attorney or the Committee of the Board if so authorised by the Board; and the secretary or any other person authorised by the Board for the purpose, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be persons other than a Managing Director or a Whole-time Director. The certificate issued shall be in conformity with the Companies (Share Capital and Debentures) Rules, 2014 or any other statutory modification or re-enactment thereof for the time being in force. A Director shall be deemed to have signed the share certificate if his signature is printed thereon as a facsimile signature by means of any machine, equipment or other mechanical means such as engraving in metal or lithography, or digitally signed, but not by means of a rubber stamp.

The particulars of every certificate issued in accordance with the provisions of this Article, the Act and the Rules, including any statutory modification or re-enactment thereof, shall be the prima facie evidence of the title of the person of such shares and the particulars of every such share certificate issued shall be entered in the Register of Members maintained in accordance with the provisions of Section 88 along with the name(s) of the person(s) to whom it has been issued, indicating the date of the issue.

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. The Company shall also comply with the regulations issued by Securities Exchange Board of India or any other regulatory authority, in this regard from time to time.

15. Any two or more joint allottees of a share shall, for the purpose of this Article, be treated as a single member, and the certificate of any share, which may be the subject of joint ownership may be delivered to anyone of such joint owners on behalf of all of them.
16. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its shares, debentures and other securities (both existing and future) held by it with the depository provided that in case of a public offer of its securities for subscription, the same shall be only in a dematerialised form pursuant to section 29 of the Act and the Depositories Act, 1996 and the Rules framed thereunder, if any.

Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law in respect of any securities in the manner provided by the Depositories Act, and the Company shall in the manner and within the time prescribed issue to the beneficial owner the required certificates of securities.

17. No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or where the cages on the reverse for recording transfers have been fully utilised, unless the certificate in lieu of which it is issued is surrendered to the Company. Subject to the Act and the Rules, the Company may charge such fee as the Board thinks fit, not exceeding fifty (50) rupees per certificate on splitting or consolidation of the share certificate(s) or in replacement of share certificate(s) that are defaced, mutilated, torn or old, decrepit or worn out. The issue of new share certificate(s) shall be in conformity with the Companies (Share Capital and Debentures) Rules, 2014 or any other statutory modification or re-enactment thereof.
18. Except as ordered by a Court of competent jurisdiction or as by law required or otherwise stated in these Articles, the Company shall be entitled to treat the person whose name appears on the Register of Members as a holder of any share whose name appears as the beneficial owner of shares in the records

of the Depository, as the absolute owner therefore and accordingly shall not be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any two or more persons or the survivor or survivors of them.

19. If any share stands in the names of two or more persons, the person first named in the registers shall, as regards receipts of dividends or bonus or service of notice and all or any other matter connected with the Company, except voting at meetings, and the transfer of the shares, be deemed the sole holder thereof but the joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of share and for all incidents thereof according to the Company's regulations.

FURTHER ISSUE OF CAPITAL

20. (1) Where at any time, it is proposed to increase its subscribed capital by the issue of further shares, such shares shall be offered-
- (a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares at that date by sending a letter of offer,
 - (b) such offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined,
 - (c) such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred above shall contain a statement of this right, provided that the Directors may decline, without assigning any reason, to allot any shares to any person in whose favour any member may renounce the shares offered to him,
 - (d) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the shareholders and the Company.
- (2) Subject to the provisions of the Act and the Rules, the company may issue further shares to employees under a scheme of employees' stock option, subject to special resolution passed by company and in conformity with the provision prescribed in the Rules or any other law.
- (3) The Company may also issue further shares in accordance with Section 62 of the Act and the Rules to any person(s), if authorised by a special resolution, whether or not those person(s) include the person(s) referred to in Article 19(1) and 19(2), either for cash or for a consideration other than cash.
- (4) Nothing in this Article shall apply to the increase of the subscribed capital caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company, provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.
21. Subject to the provisions of Section 62 and other applicable provisions, if any, of the Act and subject to the Articles, the Board may, from time to time, create, offer and issue to or for the benefit of the Company's employees including the Managing Director and the Whole-time Directors, such number of equity shares of the Company, for subscription on such terms and conditions as may be determined by the Board prior to the issue and offer, in consultation with the authorities concerned and in accordance with such guidelines or other provisions of law as may be prevalent at that time but ranking *pari passu* with the existing equity shares of the Company. The issue price of such shares shall be determined by the Board in accordance with the laws prevalent at the time of the issue. In the

alternative to equity shares, mentioned hereinabove, the Board may also issue bonds, equity warrants or other securities convertible or non-convertible into equity shares, as may be permitted in law, from time to time. All such issues as above are to be made in pursuance of Employees' Stock Option (ESOP) Scheme(s) to be drawn up and approved by the Board.

22.

- 1) The Company shall have a first and paramount lien –
 - (a) on every share (not being a fully paid up share), for all monies (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 (whether solely or jointly with others), 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 be wholly or in part exempt from the provisions of this clause.

- 2) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

23. 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 or otherwise.

24. 1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

3) 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.

25. 1) As 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.

2) 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.

26.

1) The Board may, from time to time, subject to the provisions of Section 49 and any other applicable provisions of the Act, Rules and the terms on which any shares may have been issued; subject to the conditions of allotment, by a resolution passed at a meeting of the Board, make calls in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board.

2) Fifteen days' notice in writing of any call be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.

- 3) A call shall be deemed to have been made at the time when the resolution authorizing such call is passed at a meeting of the Board.
 - 4) A call may be revoked or postponed at the discretion of the Board.
 - 5) The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
 - 6) The Board may, from time to time at its discretion, extend the time fixed for the payment of any calls under Article 25.
 - 7) If any member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to time of actual payment at such rate as shall, from time to time, be fixed by the Board not exceeding twenty four (24) per cent per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.
 - 8) Any sum, which by the terms of issue of a share becomes payable on allotment or on any fixed date, whether on account of the nominal value of the share or by way of premium shall for the purpose of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
 - 9) On the trial of or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any moneys claimed to be due to the Company in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequently to the date at which the money is sought to be recovered is alleged to have become due on the shares in respect of which such money is sought to be recovered that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member or his representatives sued in pursuance of these Articles and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made nor that meeting at which any call was made was duly convened or constituted nor any other matters whatsoever but the proof of the matter aforesaid shall be conclusive evidence of the debt.
 - 10) Neither receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.
 - 11) The Board may, if it thinks fit, agree to and receive from any member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums actually called up and on the moneys so paid in advance, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the members paying the sum in advance and the Board agree upon. The Board may at any time agree to repay any amounts so advanced or may at any time repay the same upon giving to the member three months' notice in writing. Provided that moneys paid in advance of calls on any shares may carry interest but shall not confer a right to dividend or to participate in profits. No member paying any such sum in advance shall be entitled to voting right in respect of the moneys so paid by him until the same would but for such payment become presently payable.
27. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures, if any, of the Company.

FORFEITURE OF SHARES

28. If a member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as the call or any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
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. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.
31. A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.
32. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
33. 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. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.
- 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.
34. A duly verified declaration in writing that the declarant is a director, the manager or the secretary or any other person authorised by the Board in this regard, 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;
- 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;
- The transferee shall thereupon be registered as the holder of the share; and
- 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.
35. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the

nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

36. The Board may, subject to the provisions of the Act, accept surrender of any shares from or for any member desirous of surrendering on such terms as they think fit.

37. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures, if any, of the Company.

38.

1) The instrument of transfer of any share in the Company shall be in a prescribed form in accordance with the requirements of Section 56, executed by or on behalf of both the transferor and transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificates relating to the shares or debentures, or if no such certificate is in existence, along with the letter of allotment of the shares or debentures.

Provided that where on an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost or where the instrument of transfer has not been delivered within the prescribed period, the Company may register the transfer on such terms as to indemnify as the Board may think fit. Provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.

2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

3) Provided nothing in this Article shall apply to transfer of shares in dematerialized form through depository.

39. The Company shall keep a 'Register of Transfer' and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share held.

Notwithstanding anything contained in these Articles, in case of transfer of shares or marketable securities held in electronic or fungible form, the provisions of the Depositories Act, 1996, or statutory modification of re-enactment thereof, shall apply. Provisions of Section 45, relating to progressive numbering shall not apply to the shares of the Company which has been dematerialised.

40. Every person subscribing to securities offered by the Company shall have the option to receive the security certificates or to hold the securities with a depository. Such a person who is a beneficial owner of the securities can at any time opt out of the depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on the receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

41. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner. Save as otherwise provided, the depository as the registered owner of the securities shall not have any voting rights or any other right in respect of the securities held by it. Every person holding securities in the name of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

42. The Register and Index of Beneficial Owners, maintained by a Depository under Section 11 of the Depositories Act, 1996 or statutory modifications of re-enactment thereof, shall be deemed to be the Register and Index of Members and security holders as the case may be for the purposes of these

Articles.

43. Notwithstanding anything contained in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial owner may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
44. Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
45. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown on appearing in Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.
46. 1) 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.
- 2) 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.
47. Notwithstanding anything contained in these articles, the Board of Directors may delegate to the Company's Registrar and Share Transfer Agents or any committee of Directors, the power to approve transfer and transmission of shares and to do all incidental things thereto.
48. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, 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.
49. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.
50. TRANSMISSION OF SHARES
- 1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
51. Nothing in clause (1) 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. 1) 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 or any Committee thereof 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.
- 2) 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.
52. The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Company to give effect to such registration or transfer.
53. 1) 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.
- 2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- 3) 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.
54. 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 been complied with.

55. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:
- (a) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such date.
 - (b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or more persons recognized by the Company as having any title to the share but the directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
 - (c) Any one of such joint holders may give effectual receipts of any dividends, interests or other monies payable in respect of such share.
 - (d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed served on all the joint holders.
 - (e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by Attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more

than one of such joint holders be present at any meeting personally or by proxy or by attorney then one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect of such shares but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint holder present by any one attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares.

(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.

(iii) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

56. The Company in General Meeting may convert any paid-up shares into stocks and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein or any part of such interest in the same manner and subject to the same regulations as, and subject to which shares from which the stock arise might have been transferred, if no such conversion had taken place, or as near thereto as circumstances will admit. The Company may at any time reconvert any stock into paid-up shares of any denomination.
57. 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 meeting 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 the profits of the Company and in the assets of winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

GENERAL MEETINGS

58. The Company shall in each year hold in addition to any other meeting a General Meeting as its Annual General Meeting in accordance with provisions of Section 96 of the Act and shall specify the meeting as such in the notice calling it and, except in the case where the Registrar, has given an extension of time for holding any Annual General Meeting, not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

Provided that if the Registrar shall have for special reason extended the time within which any annual general (not being first Annual General Meeting) meeting may be held, then the meeting may be held within the additional time.

59. The Board may, whenever it thinks fit, call an Extraordinary General Meeting.
60. Every Annual General Meeting shall be called during business hours, that is between 9 a.m. to 6 p.m. on a day that is not a national holiday and shall be held either at the registered office of the Company or at some other place within the city or town or village in which the registered office of the Company is situated for the time being. For the purpose of this clause, national holiday means and includes a day declared as National Holiday by the Central Government.
61. 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.

Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act and Rules.

62. If within half an hour from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting, if called by or upon the requisition of members, shall stand cancelled and in any other case, shall stand adjourned to the same day in the next week, at the same time and place, or to

such other day and at such other time and place, as the Board may determine.

Provided that in case of an adjourned meeting or of a change of day, time or place of meeting, the company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.

If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the member present shall be quorum and may transact the business for which the meeting was called.

63. 1) A General Meeting of the Company may be called by giving not less than clear twenty-one days' notice in writing or through electronic mode.
- 2) A General Meeting may be called after giving shorter notice than that specified in Clause (1) hereof if consent is accorded thereto in writing or through electronic mode, by members of the Company holding not less than ninety-five per cent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting.
64. 1) Every notice of meeting of the Company shall specify the place and the day and hour of the meeting, and shall contain a statement of the business to be transacted thereat.
- 2) Subject to the provisions of the Act notice of every General Meeting shall be given either in writing or through electronic mode:
- a) To every member of the Company, to the legal representative of any deceased member or the assignee of an insolvent member,
- (b) The auditor or auditors of the Company and
- (c) Every director of the Company by sending the same in accordance with the provisions of Section 20 of the Act.
- 3) In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special with the exception of business relating to the consideration of the financial statements and reports of the Board of Directors and Auditors; the declaration of dividends; the appointment of Directors in the place of those retiring; and the appointment of, and the fixing of the remuneration of the auditors. In the case of any other meeting, all business shall be deemed special.
- 4) A statement setting out the material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, including the nature of concern or interest, financial or otherwise, if any in respect of each of the items of every director and the manager and their relatives, if any and every other key managerial personnel and their relatives. Any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon shall also be disclosed.
- 5) Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.
65. The Chairman of the Board of Directors shall be entitled to take the Chair at every General Meeting, or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or shall decline to take the Chair, the Vice-Chairman, if any, shall be entitled to take the Chair. If the Vice-Chairman, is also not present or is unwilling to take the chair the Directors present shall elect one of them as Chairman and if no Director be present or if the Directors present decline to take the Chair, then the members present shall elect one of the members to be a Chairman. If a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act, and the Chairman of the Board or Vice-Chairman of the Board or the Director elected as aforesaid who has taken the Chair or the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provision. If some other person is elected Chairman as a result of the poll he shall be the Chairman for the rest of the meeting.
66. No business shall be discussed or transacted at any general meeting except election of Chairman whilst

the Chair is vacant.

67. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings.
68. 1) The Board may, whenever they think fit, convene as Extraordinary General Meeting and they shall, on requisition of the members as hereinafter provided, forthwith proceed to convene Extraordinary General Meeting of the Company.
- 2) If any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors falls below the number prescribed by these Articles to form a quorum and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene General Meeting, any Director or any two or more members of the Company may call an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be called by the Directors.
69. 1) In case of requisition the following provisions shall have effect:
- The requisition shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists, and shall be deposited at the registered office of the Company.
- 2) The number of members entitled to requisition a meeting in regard to any matter shall be such number of them who hold, on the date of the deposits of the requisition, not less than one tenth of such of the paid-up share capital of the Company as at that date carries the right of voting in regard to that matter.
- 3) Where two or more distinct matters are specified in the requisition, the provisions of clause (2) shall apply separately in regard to such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause is fulfilled.
- 4) If the Board does not, within twenty one days from the date of deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty five days from the date of the deposit of the requisition, the meeting may be called by the requisitionists themselves within a period of three months from the date of requisition.
- 5) A meeting called under Clause (4) by requisitionists shall be called in the same manner, as nearly as possible, as that in which meeting is to be called by the Board.
- 6) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall be repaid to the requisitionists by the Company, and any sums so repaid shall be deducted by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.
70. The accidental omission to give any such notice as aforesaid to or the non-receipt thereof by any member or other person to whom it should be given, shall not invalidate the proceedings of any such meeting.
71. A poll demanded on any question of adjournment or appointment of Chairman of the meeting shall be taken forthwith. A poll demanded on any other question (not being a question relating to the election of a Chairman) shall be taken at such time not being later than forty eight hours from the time when the demand was made and in such manner and place as the Chairman of the meeting may direct and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which poll was taken.
72. Where a poll is to be taken, the Chairman of the meeting shall appoint such number of persons as he deems necessary, to scrutinize the poll process and the votes given on the poll and to report thereon to him. The Chairman shall have power to regulate the manner in which the poll shall be taken.
73. The demand for a poll except on the question of the election of the Chairman and of an adjournment

shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

74. Where by any provision contained in the Act or in these Articles, Special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one percent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees as may be prescribed under Companies (Management and Administration) Rules, 2014 has been paid up and the Company shall give its members notice of the resolution in such manner as may be prescribed under the said Rules.
75. 1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Act and Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
- 2) There shall not be included in the minutes any matter which, in the opinion of the Chairman of the meeting-
- a) is, or could reasonably be regarded, as defamatory of any person; or
 - b) is irrelevant or immaterial to the proceedings; or
 - c) is detrimental to the interests of the Company.
- 3) The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
- 4) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
76. 1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:
- a) be kept at the registered office of the Company; and
 - b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
77. Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in Article 78 above, provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
78. The Company shall transact by postal ballot, such items of business as specified under the Companies (Management and Administration) Rules, 2014, to be transacted by means of postal ballot. Further, the Company may transact by postal ballot, any other item of business other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot. The Company shall follow the procedure for conducting postal ballot as specified in the said rules.

If a resolution is assented to by a requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in this behalf.

VOTING RIGHTS

79. No member shall exercise any voting rights in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

80. Subject to any rights or restrictions for the time being attached to any class or classes of shares and the provisions of the Act, Rules and these Articles, on voting by electronic means i.e. e-voting or a poll, the voting rights of members (not disqualified to vote under Article 81) when present in person (including a body corporate by a duly authorised representative) or by an agent duly authorised under a power of Attorney or by proxy shall be in proportion to his share in the paid-up equity share capital of the company.

Provided however, if any preference shareholder be present at any meeting of the Company, save as provided in second proviso to Sub-section (2) of Section 47, he shall have a right to vote only on resolutions before the meeting which directly affect the rights attached to his preference shares and any resolution for the winding up of the company or for the repayment or reduction of its equity or preference share capital. A member is not prohibited from exercising his voting rights on the ground that he had not held his shares or interest in the Company for any specified period preceding the date on which the vote is taken.

81. 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.
82. 1) A body corporate (whether a Company within the meaning of the Act or not) may, if it is a member or creditor of the Company (including a holder of debentures) authorise such persons as it thinks fit, by a resolution of its Board of Directors or other Governing Body or by a letter issued by the principal officer of such body corporate, to act as its representative at any meeting of the Company or any class of members of the Company or at any meeting of the creditors of the Company or debenture holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual member, creditor or holder of debentures of the Company.

The production of a copy of the resolution referred above, certified by a Director or the Secretary of such body corporate or the letter issued by the principal officer of the body corporate referred above, before the commencement of the meeting shall be accepted by the Company as sufficient evidence of the validity of the said representatives appointment and his right to vote thereat.

2) Where the President of India or the Governor of a State, is a member of the Company, the President or as the case may be, the Governor may appoint such person as he thinks fit to act as his representative at any meeting of the Company or at any meeting of any class of members of the Company and such a person shall be deemed to be member of the Company shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), as the President or, as the case may be, the Governor could exercise as a member of the Company.

83. Subject to the provisions of these Articles, vote may be given either personally or by proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorized in accordance with Section 113 of the Act. A member may exercise his vote at a meeting by electronic means in accordance with the provisions of section 108 of the Act and the rules made thereunder.
84. On a poll taken at a meeting of the Company, a member entitled to more than one vote or proxy, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
85. Subject to the provisions of the Act, and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
86. Any member entitled to attend and vote at a general meeting may do so either personally or through

his constituted attorney or through another person as a proxy on his behalf, for that meeting. Provided that a proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on poll. A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty and such number of shares as prescribed under Companies (Management and Administration) Rules, 2014.

87. 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 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
88. An instrument appointing a proxy shall be in the form as prescribed in the Rules and the Act.
89. 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.

DIRECTORS

90. Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 18 (eighteen) or such higher number as may be fixed by the Act or any amendment thereto as the maximum number of Directors. Provided that if the number of Directors exceeds 18 or the maximum number of Directors fixed by the Act, prior permission of the company by way of special resolution shall be obtained.
91.
 - 1) The Board shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation. A retiring Director shall be eligible for reappointment.
 - 2) Subject to the provisions of section 149 of the Act and provisions of other law or other rules and regulations in force which are applicable, the Company shall, in general meeting, appoint such number of Independent Directors as may be necessary and such Independent Directors shall have such qualifications and shall perform such functions, duties, roles and responsibilities as may be prescribed under the Act or the legal provisions or rules and regulations. They shall also be entitled to such remuneration by way of fees, reimbursement of expenses for attending the meetings of the Board and the Committees and commission as may be prescribed and as may be approved by the Company in general meeting.
92. Any Trust Deed for securing debentures or debenture stocks, may, if arranged, provide for the appointment, from time to time by the Trustee thereof or by the holders of the debentures or debenture stocks, of some person to be a Director of the Company and may empower such Trustee or holders of debentures or debenture stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as 'Debenture Director' and the term 'Debenture Director' means the Director for the time being in office under this Article. The Debenture Directors shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provision as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the provisions herein contained.
93.
 - 1) 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.
 - 2) 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.

94. Notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement. Whenever the company enters into any contract with any government, bank, financial institution or any other person (the appointer) for borrowing any money or for providing any guarantee or security or for underwriting or for subscription to securities of the Company, the Board shall have power, subject to the provisions of the Act, to agree that such appointer shall have the right to appoint Director(s). A person so appointed shall be hereinafter referred to as "Nominee Director(s)" on the Board of the Company and his tenure shall be governed by the terms of such provision of law or agreement as may be decided by the appointer as the case may be and subject to the provisions of the Act. Such terms may include the right conferred there under to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place(s). Such Nominee Director(s) shall not be required to hold any qualification share in the Company. Subject to the provisions of the Act and the resolution passed in the general meeting, such Nominee Director(s) shall not be liable to retirement by rotation. Subject as aforesaid, the Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligation as any other Director of the Company. The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all general meetings, board meetings and the meetings of the committee of which the Nominee Director(s) is/are member(s), as also the minutes of such meetings.

The Company shall pay to the Nominee Director(s) sitting fees and expenses to which the other directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company, the same will be governed by the provisions of the law appointing him as aforesaid or the terms of the agreement or as may be decided by the appointer.

95. A Director need not hold any qualification shares.
96. The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board of Directors the continuing Director or Directors may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company, and for no other purpose.
97. 1) A person shall not be capable of being appointed as a Director of the Company, if:-
- a) he has been found to be of unsound mind by a Court of Competent Jurisdiction and the finding is in force;
 - b) he is an undischarged insolvent;
 - c) he has applied to be adjudicated an insolvent and his application is pending;
 - d) he has been convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months, and a period of five years has not elapsed from the date of expiry of the sentence;
 - e) he has not paid any call in respect of shares of the Company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call; or
 - f) An order disqualifying him for appointment as Director has been passed by a Court or Tribunal and the order is in force;
 - g) he has been convicted of any offence dealing with related party transactions under section 188 of the Act at any time during the last preceding five years; or
 - h) he has not been allotted a Director Identification Number.
- 2) No person who is or has been a Director of a Company which, -
- a) has not filed the annual accounts and annual returns for any continuous period of three financial years; or
 - b) has failed to repay its deposit or interest thereon on due date or redeem its debentures on due date or pay dividend and such failure continues for one year or more: shall be eligible to be re-

appointed as a Director of that Company or appointed in any other company for a period of five years from the date on which the said company fails to do so.

98. The office of a Director shall become vacant if:-
- (a) he incurs any of the disqualifications mentioned in Article 101 (1); or
 - (b) he absents himself from all meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence from the Board; or
 - (c) he acts in contravention of Section 184 of the Act relating to entering into any contract or arrangement in which he is directly or indirectly interested; or
 - (d) he fails to disclose his interest in contravention of Section 184 of the Act; or
 - (e) he becomes disqualified by an Order of the Court or Tribunal; or he has been convicted by a Court of any offence whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months, even if he has filed an appeal;
 - (f) he is removed in pursuance of the provisions of the Act; or
 - (g) having been appointed a Director by virtue of his holding any office or other employment in the holding, subsidiary or associate Company, he ceases to hold such office or other employment in that Company.
99. 1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called the "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an Independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
- 2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
- 3) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
- 4) Every such alternate Director shall, be entitled to notice of meeting of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all the powers and duties and authorities of the original Director.
100. Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be a Director to fill a casual vacancy. Any person so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated by him.
101. 1) The remuneration of a Director for his service shall be such sum as may be fixed by the Board of Directors and as may be allowed from time to time as per prevailing laws and Regulations for each meeting of the Board or a Committee thereof attended by him. The Directors subject to the sanction, if any required, may be paid such further remuneration as the Company in General Meeting shall, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and manner as the Board may from time to time determine, and in default of such determination shall be divided among the Directors equally.
- 2) The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof of the Company or in connection with the business of the Company at place other than his usual place of residence for the purpose of attending, such sum as the Board may consider fair compensation for traveling, hotel, and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.
- 3) Subject to the provisions of Sections 149, 188, 197, 198, and Schedule V of the Act, if any Director, not being independent director, being willing shall be called upon to perform extra services (which expression shall include work done by a Director as a member of any committee formed by the

Directors) or to make special exertions in going or residing out of his place of residence or otherwise for any of the purposes of the Company, the Company shall remunerate, in addition to sitting fees, the Director so doing either by a fixed sum or otherwise as may be determined by the Directors, and such remuneration may be, either in addition to or in substitution for his share in the remuneration above provided.

4) Subject to the approval of the members, Non-Executive Directors of the Company may be paid remuneration by way of commission on the net profits of the Company, computed in the manner laid down in Section 198 of the Act.

102. 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.

1) Every Director of the Company who is in any way whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors in the manner provided in Section 184 of the Act.

2) a) In the case of proposed contract or arrangement, the disclosure required to be made by a Director under Clause (1) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of that meeting concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he becomes so concerned or interested. Where a director is interested as aforesaid, he shall not participate in the meeting when such item of business relating to such contract or arrangement is discussed.

b) In case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

3) a) For the purpose of Clauses (1) and (2) a general notice given to the Board by a Director, to the effect that he is a director or a member of a specified body corporate or firm or is a member of a specified body corporate or is a member of a specified firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made;

b) Any such general notice shall expire at the end of the financial year in which it is given, but may be renewed for further period of one financial year at a time by a fresh notice given in the first meeting of the Board in every financial year or whenever there is a change;

c) No such general notice, and no renewal thereof, shall be of effect unless either it is given at a meeting of the Board, or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

d) Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between the Company and any other body corporate where such director or such director in association with any other director of the Company holds not more than two percent of the paid up share capital of that body corporate or is not a promoter, manager, chief executive officer of that body corporate; or with a firm or other entity in which such director is not a partner, owner or member as the case may be.

103. Not less than two-thirds of the total number of Directors shall (a) be persons whose period of office is liable to determination by retirement of Directors by rotation and (b) save or otherwise expressly provided in the Articles, be appointed by the Company in General Meeting.

104. Subject to the provisions of Section 152 of the Act, at every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number

is not three or a multiple of three the number nearest to one-third shall retire from office. The Debenture directors, Independent Directors, Nominee Directors and the (if not subject to retirement by rotation pursuant to the provisions of the Act) shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation.

105. Subject to Section 152 of the Act, the Directors to retire by rotation under Article 109 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between those who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot.

106. A retiring Director shall be eligible for re-election.

107. Subject to Section 152 and 169 of the Act, the Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacancy by appointing the retiring Director or some other person thereto.

108. Subject to the provisions of Section 149, 151 and 152 of the Act the Company may by ordinary resolution, from time to time, increase or reduce the number of Directors within the limit fixed in that behalf of Article 94 and may alter qualifications.

109. (a) If the place of retiring Director is not so filled up and the meeting had not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday till the next succeeding day which is not a holiday, at the same time and place;

(b) If at the adjourned meeting also, the place of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting unless:

i) At the meeting or the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost.

ii) The retiring Director has, by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so re-appointed.

iii) He is not qualified or is disqualified for appointment;

iv) A resolution, whether special or ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act; or

v) Section 162 of the Act is applicable to the case.

110. 1) No motion at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made had been first agreed to by the meeting without any vote being given against it;

2) A resolution moved in contravention of Clause (1) hereof shall be void, whether or not objection was taken at the time of its being so moved;

Provided where a resolution so moved is passed no provision for the automatic re-appointment of retiring directors in default of another appointment as hereinbefore provided shall apply.

3) For the purpose of this Article a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

111. 1) No person, not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other member intending to propose him has, at least fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of a Director or the intention of such member to propose him as a candidate

for that office, as the case may be, along with a deposit as prescribed under the Act, which shall be refunded to the director or such member, as the case may be, if the person succeeds in getting elected as a Director or gets more than twenty five per cent of the total valid votes cast either on show of hands or on poll on such occasion.

2) The Company shall inform its members of the candidature of the person for the office of Director or the intention of a member to propose such person as a candidate for that office by complying with the Companies (Appointment and Qualifications of Directors) Rules, 2014.

3) Every person (other than a Director retiring by rotation or otherwise or person who has left the office of the Company a notice under Section 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company consent in writing to act as a Director, if appointed.

4) A person, other than:

- a) A Director re-appointed after retirement by rotation or immediately on the expiry of his term of office; or
- b) an Additional or Alternate Director or a person filling a casual vacancy in the office of a Director under Section 161 of the Act, appointed as a Director or re-appointed as Additional or Alternate Director, immediately on the expiry of the term of office; shall not act as a Director of the Company unless he has on or before his appointment signed and filed with the company his consent in writing to act as such Director.

112. Every Director and every key managerial personnel of the Company shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of Section 170. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the first meeting of the Board next after it is given.

113. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do and not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

114. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the powers on behalf of the Company as mentioned in section 179 in accordance with the provisions of the said section and as specified in the Companies (Meetings of Board and its Powers) Rules, 2014.

Provided that, the Board may, by resolution passed at a meeting delegate to any committee of Directors, Managing Director, Manager or any other principal officer of the Company or in the case of a branch office of the Company, the principal officer of the branch office, the powers specified in the said section and the rules on such conditions as it may specify.

115. Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers, that is to say power:

- 1) To pay cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

- 2) To pay and charge to the capital account of the Company any commission, brokerage or interest lawfully payable thereon under the provisions of Sections 40 of the Act.
- 3) Subject to Sections 179 and 188 of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
- 4) At their discretion and subject to provision of the Act to pay for any property, rights, or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, mortgages or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, mortgages or other securities may be either specially charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- 5) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
- 6) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claim or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to foreign law and either in India or abroad and observe and perform or challenge any award made therein.
- 7) To accept from any member, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.
- 8) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees.
- 9) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- 10) To make and give receipts, releases, and other discharges for moneys payable to the Company and for the claims and demands of the Company.
- 11) Subject to the provisions of Sections 179, 185 and 186 of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company) or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
- 12) To execute in the name and on behalf of the Company in favor of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit, of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
- 13) To determine from time to time the persons who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give them necessary authority for such purpose.

- 14) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any officer or other persons employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expenses of the Company.
- 15) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows, families or the dependents or any connection of such persons, by building or contributing to the building of houses, dwellings, or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments or by creating, and from time to time subscribing or contributing to provident fund and other associations, institutions, funds, trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee to charitable, benevolent, religious, scientific, national or institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation, or of public and general utility or otherwise.
- 16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to depreciation fund, or to an insurance fund, or as a reserve fund or sinking fund or any special or other fund or funds or account or accounts to meet contingencies or to repay redeemable preference shares, debentures or debenture stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any part of the property of the Company and for such other purposes (including the purposes referred to in the preceding Clause) as the Board may, in their absolute discretion think conducive to the interest of the Company, and subject to Section 179 of the Act to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than share of this Company) as they may think fit, and from time to time deal with and vary such investments and dispose of and apply and expend all or any part thereof of the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters to which the Board applies or upon which they expend the same, or any part thereof may be matters to or upon which the capital money of the Company might be applied or expended; and to divide the General Reserve or Reserve Fund into such special funds as the Board may think fit; with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund to another Reserve Fund and/or division of a Reserve Fund and with full power to employ the assets constituting all or any of the above funds including the depreciation fund, in the business of the Company or in purchase or repayment of redeemable preference shares, debentures or debentures stock and without being bound to pay interest on the same with power, however, to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate, as the Board may think proper.
- 17) To appoint, and at their discretion remove or suspend such general managers, managers, secretaries, assistants, supervisors, clerks, agents and servants for permanent temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the Company in any specified localities in India or elsewhere in such manner as they think fit and the provisions contained in the four next following clauses shall be without prejudice to the general powers conferred by this clause.
- 18) To comply with the requirements of any local law which in their opinion shall be in the interests of the Company necessary or expedient to comply with.
- 19) From time to time and at any time to establish any local Board for managing any of the affairs of the company in any specified locality in India or elsewhere and to appoint any persons to be members of such local Boards, and to fix their remuneration.

- 20) Subject to Section 179 of the Act, from time to time and at any time to delegate to any persons so appointed any of the powers authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow moneys, and to authorise the Members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.
- 21) At any time and from time to time by Power of Attorney under the Seal of the Company to appoint any person or persons to be Attorney or Attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also, except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the members of any local board established as aforesaid or in favour of any company, or the shareholders, Directors, nominees or manager of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board or in favour of officials of the Company and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.
- 22) Subject to Section 184, 188 and other applicable provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
- 23) To purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the business which the Company is authorised to carry on in any part of India or abroad.
- 24) To purchase, take on lease for any term or terms of years or otherwise, acquire any factories or any land or lands with or without buildings and out-houses thereon, situated in any part of India, at such price or rent and subject to such terms and conditions as the Directors may think fit and in any such purchase, lease or other acquisition, to accept such title as the Directors may believe, or may be advised to be reasonably satisfactory.
- 25) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as the Board may think proper all or any part of the building, machinery, goods, stores, produce and other movable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell assign, surrender or discontinue any policies of insurance effected in pursuance of this power.
- 26) To purchase or otherwise acquire or obtain licence for the use of, and to sell, exchange or grant licence for the use of any trade mark, patent invention or technical know-how.
- 27) To sell, from time to time, any articles materials, plans, stores and other articles and things belonging to the Company, as the Board may think proper and to manufacture, prepare and sell waste and bye products.
- 28) From time to time, to expand the business and undertaking of the Company by adding to, altering or enlarging all or any kind of the building, factories, workshops, premises, plant and machinery for the time being the property of or in the possession of the Company or by

erecting new or additional buildings and to expend such sum of money for the purposes aforesaid or any of them as may be thought necessary or expedient.

- 29) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company, and to purchase the reversion or reversions and otherwise to acquire the free-hold, simple or all or any of the lands of the Company for time being held under lease or for an estate less than free-hold estate.
 - 30) To improve, manage, develop, exchange, lease, sell, re-sell and repurchase dispose or deal or otherwise turn to account any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.
 - 31) To lease, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and accept payment of satisfaction for the same in cash, or otherwise, they think fit.
 - 32) To spend a part of profits of the Company on Corporate Social Responsibility in accordance with the provisions of Section 135 of the Act.
 - 33) To contribute to bona fide charitable and other funds, subject to the provisions of Section 181 of the Act.
 - 34) Such other powers as the Act and Rules made thereunder may provide.
116. The Company may employ at the same time more than one of the following categories of managerial personnel, namely,
- (a) Managing Director and
 - (b) Whole-time Director.
117. All acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as if every such person had been duly appointed and was qualified to be a Director and had not vacated his office or his appointment had not been terminated.

Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

MANAGING DIRECTOR, WHOLE-TIME DIRECTORS, MANAGEMENT

118. Subject to the provisions of the Act and these Articles, the Directors shall have power to appoint from time to time one or more of their body to be Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company for such terms not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.
119. The remuneration of the Managing Director or Whole-time Director shall (subject to Section 197 and Schedule V to the Act and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Board, from time to time and may be by way of fixed salary and/or perquisites or commission on profits of the Company or by participation in such profits, or by way of all these modes or any other mode not expressly prohibited by the Act.
120. Subject to the provisions of the Act and these Articles, the Directors shall have power to appoint a

Manager for such term, at such remuneration and upon such conditions as they may think fit and may from time to time (subject to the provisions of any contract between him and the Company) remove or dismiss him from office and appoint another in his place.

121. The remuneration of the Manager shall (subject to the provision of Section 197 of the Act and Schedule V to the Act and other applicable provisions of the Act) be fixed by the Directors from time to time.
122. The Managing Director or Directors who are in the whole time employment in the Company shall be subject to supervision and control of the Chairman, if appointed and in absence of Chairman shall report to the Board of Directors and exercise such powers as are vested in them by the Board.
123. If the Chairman, Vice-Chairman or Managing Director ceases to hold the office of Director, he shall ipso facto and immediately cease to be the Chairman, Vice-Chairman or a Managing Director.

PROCEEDINGS OF THE BOARD

124.
 - 1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
 - 2) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
 - 3) The Directors may adjourn and otherwise regulate their meetings as they think fit.

125.
 - 1) Notice of every meeting of the Board of Directors shall be given in writing to every Director at his address registered with the Company.

The notice in writing shall be given to Directors specifying the day, date, time and place of the meeting.

2) A Director may at any time convene a meeting of the Board of Directors by giving notice in writing to every other Director at his registered address or every Director as the case may be.

126.
 - 1) Subject to Section 174 of the Act the quorum for a meeting of the Board of Directors shall be one-third of its total strength or two Directors whichever is higher and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purpose of quorum.

Provided that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the total strength, the number of the remaining Directors (that is to say, the number of Directors who are not interested) present at the meeting being not less than two shall be the quorum during such time.

2) For the purpose of Clause (1):-

- i) "Total strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act, after deducting there from number of the Directors, if any, whose place may be vacant at the time and
- ii) "Interested Director" means a Director within the meaning of Section 184(2) of the Act.
- iii) any fraction of a number shall be rounded off as one.

127. If a meeting of the Board could not be held for want of quorum then the meeting shall automatically stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday at the same time and place.

128. The Secretary shall as and when directed by the Directors to do so, convene a meeting of the Board

by giving a notice in writing to every Director.

129. The Board may elect a Chairman of its meetings and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within fifteen minutes after the time appointed for holding the same or if the Chairman is unable or unwilling to take the chair, the Vice Chairman shall be entitled to take the chair at such meeting. If there be no such Chairman and/or Vice Chairman or if he/they are unable or unwilling to take the chair, or if he/they are not present within fifteen minutes of the time appointed for holding the meeting, then the Directors present may choose any one of them to be the Chairman of the meeting.
130. 1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- 2) In case of an equality of votes, the Chairman of the Board, if any, shall have a second or casting vote.
131. The participation of directors in a meeting of the Board or of its Committees, may be either in person or through video conferencing or audio visual means as may be prescribed by the Rules or permitted under law.
132. 1) 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.
- 2) 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.
- 3) A committee may elect a Chairman of its meetings unless Board, while constituting the committee, has appointed a Chairman of such Committee.
- 4) If no such Chairman is elected, or if at any meeting the Chairman 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 Chairman of the meeting.
133. 1) A Committee may meet and adjourn as it thinks fit.
- 2) Questions arising at any meetings of the Committee shall be determined by a majority of votes of the members present.
134. 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.
135. 1) Subject to Section 175 of the Act, a resolution passed by circular without a meeting of the Board or a Committee of the Board appointed under these Articles shall subject to the provisions of clause (2) hereof and the Act be as valid and effectual as the resolution duly passed at a meeting of the Directors or of a Committee duly called and held.
- 2) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, if the resolution, has been circulated in draft together with necessary papers, if any, to all the Directors, or to all the members of the committee at their addresses registered with the Company in India or by post or by courier or through electronic means as may be prescribed and has been approved by a majority of the Directors or members of the Committee who are entitled to vote on the resolution.

Provided that where not less than one-third of the total number of Directors of the Company for the time being, require that any resolution under circulation must be decided at a meeting, the Chairman shall put the resolution to be decided at a meeting of the Board.

136. 1) The Company shall cause minutes of all proceedings of General Meeting of any class of shareholders or creditors, and every resolution passed by postal ballot and of all proceedings of every meetings of the Board of Directors or of every Committee of the Board, to be kept by making within thirty days of the conclusion of every such meetings concerned, or passing of resolution by postal ballot, in books kept for that purpose with their pages consecutively numbered.
- 2) Each page of every such books shall be initialled or signed and the last page of the record of proceedings of each meetings in such books shall be dated and signed.
- a) in the case of minutes of proceedings of a meetings of Board or of a Committee thereof, by the Chairman of the said meetings or the Chairman of the next succeeding meeting.
- b) in case of minutes of proceedings of the General Meeting by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorised by the Board for the purpose.
- 3) In no case the minutes of proceedings of a meeting shall be attached to any such books as aforesaid by pasting or otherwise.
- 4) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- 5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- 6) In the case of a meeting of the Board of Directors or a Committee of the Board, the minutes shall contain:
- a) the names of the Directors present at the meeting; and
- b) in the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from or not concurring in the resolution.
- 7) Nothing contained in Clause (1) to (6) hereof shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting: -
- a) is, or could reasonably be regarded as, defamatory of any person;
- b) is irrelevant or immaterial to the proceedings; or
- c) is detrimental to the interest of the Company.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in this clause.

137. The minutes of the proceedings of every General Meeting and of the proceedings of every meeting of the Board or of every Committee kept in accordance with the provision of Section 118 of the Act shall be evidence of the proceedings recorded therein.
138. Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Act, then until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat have duly taken place and the resolutions passed by postal ballot to have been duly passed and in particular all appointments of Directors, Key Managerial Personnel, Auditors or Company Secretary in practice made at the meeting shall be deemed to be valid.
139. The Company shall observe secretarial standards as may be notified as mandatory by the authorities from time to time, with respect to general and board meetings as may be prescribed.
140. Subject to the provisions of the Act, the Board may from time to time appoint and at their discretion, remove a Chief Executive Officer, Company Secretary or Chief Financial Officer, to perform any

functions, which by the Act are to be performed by the Chief Executive Officer, Company Secretary or Chief Financial Officer respectively, and to execute any other managerial, ministerial or administrative duties or functions, which may, from time to time, be assigned to any of them by the Board. The Board may also, at any time, appoint some person (who need not be the key managerial personnel) to keep the registers required to be kept by the Company.

141. A Director may be appointed as a Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer provided however that a provision in the Act or these regulations requiring or authorising a thing to be done by or to a director and a 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 a Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.
142. The Company shall keep and maintain at its registered office all statutory registers as required under the Act and Rules namely, register of charges, register of members, register of debentureholders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans and investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 3.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
143. 1) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
- 2) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.
144. 1) The Board may provide for a common seal for the purpose of the Company and shall have the power from time to time to destroy the same and substitute a new seal in lieu thereof and Board shall provide for the safe custody of the Seal.
- 2) The Seal of the Company, if any, shall not be affixed to any instrument except by the authority of the Board or a Committee of the Board authorized by it in that behalf and except in the presence of at least one Director or Manager or the Secretary, where the Company has appointed a Secretary, duly constituted attorney or such other person as the Board may appoint for the purpose; and such Director or Manager or Secretary or duly constituted attorney or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence. In respect of Share Certificates, the Seal may be affixed in accordance with the provisions of the Act and Rules.
145. 1) 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.
- 2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of this regulation as paid on the share.
146. The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in General Meeting.
147. No dividend shall be payable except out of profits of the Company arrived at in the manner provided for in Section 123 of the Act.

148. The Board of Directors may from time to time pay to the members such interim dividend during any financial year out of the surplus in the profit and loss account and out of the profits of the financial year in which such interim dividend is sought to be declared. Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the Company during the immediately preceding three financial years.
149. Where the capital is paid on any shares in advance of the calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest confer a right, to dividend or to participate in profits.
150. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares and for portion or portions of the period in respect of which the dividend(s) is paid, but if any shares is issued on terms, providing that it shall rank for dividend(s) as from a particular date such share shall rank for dividend accordingly.
151. No member shall be entitled to receive payments of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any member all such sums of money so due from him to the Company.
152. A transfer of shares shall not pass the right to any dividend declared therein before the registration of the transfer.
153. Any one of the several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such shares.
154. The dividend payable in cash may be paid by cheque or warrant sent through post direct to registered address of the shareholder entitled to the payment of the dividend or by credit to his bank account or in any electronic mode or in the case of joint holders, to the registered address of one of them first named in the register of members or to such person and to such address as the first named holder in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission or for any dividend lost, to the member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.
155. 1) The Board may, before recommending or declaring any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose including meeting contingencies or for equalizing dividends or for any other purposes to which the profits of the Company may be properly applied and pending such applications 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 and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company.
- 2) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.
156. The Company shall transfer the amount of dividend including interim dividend to a separate account in a Scheduled bank within five days from the date of declaration of such dividend.
157. The Company shall pay the dividend or send the warrant in respect thereof, to the shareholders entitled to the payment of dividend, within stipulated time under section 124 from the date of the declaration unless:
- a) where the dividend could not be paid by reason of the operation of any law;
 - b) where a shareholder has given directions regarding the payment of the dividend and those

directions cannot be complied with;

- c) where there is a dispute regarding the right to receive the dividend;
 - d) where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder, or
 - e) where, for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.
158. No unclaimed dividend shall be forfeited by the Board and the Directors shall comply with provisions of Section 124 of the Act or any statutory modifications thereof for the time being in force as regards unclaimed dividends.
159. Subject to the provisions of Section 124 of the Act, no dividend shall bear interest as against the Company.
160. Any General Meeting declaring a dividend may, on the recommendations of the Board, make a call on the members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the members, be set off against the calls.
161. No dividend shall be payable except in cash.

Provided that nothing in this Article shall be deemed to prohibit the capitalisation of profits or reserve of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by members of the Company.

162. 1) 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.
- 2) 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.
163. Financial statements when audited and approved by the shareholders shall be conclusive.
164. 1) The Company shall keep as its registered office proper books of account and other relevant books and papers and financial statements as would give a true and fair view of the state of affairs of the Company including that of its branch office(s), if any, and explain the transactions effected both at the registered office and its branches or its transactions, and such books shall be kept on accrual basis and according to double entry system of accounting with respect to:
- a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
 - b) all sales and purchase of goods and services by the Company;
 - c) the assets and liabilities of the Company; and
 - d) if so required by the Central Government, items of cost as may be prescribed under section 148 by that Government.

Provided that all or any of the books of accounts aforesaid, may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides, the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.

Provided further the Company may keep such books of account or other relevant papers in electronic mode in accordance with the Companies (Accounts) Rules, 2014.

2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause (1) of proper books of accounts relating to the transactions effected at the branch are kept at that office and proper summarized returns, made upto date at intervals of not more than three months are sent by the branch office of the Company at its registered office or the other place referred to in clause (1). The books of accounts and other books and paper shall be open to inspection by any Director during business hours.

Provided that the inspection in respect of any subsidiary of the Company shall be done by any person authorized in this behalf by a resolution of the Board of Directors.

165. 1) 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.

2) No member (not being a Director) shall have any right of inspecting, any account books or documents of the Company, except as allowed by law or authorized by the Board.

166. The Board of Directors shall from time to time in accordance with Sections 129, 134 and other applicable provisions of the Act, cause to be prepared and laid before each Annual General Meeting, financial statement.

167. A copy of every such financial statement (including the Auditors' Report and every other document required by law to be annexed or attached to the Balance Sheet), shall at least clear twenty-one days before the meeting at which the same are to be laid before the members, be sent to the Members of the Company, to every trustee for holders of debentures issued by the Company, and to all persons other than such members or trustees being persons so entitled.

Provided that if the copies of the documents aforesaid are sent less than 21 days before the date of the Meeting, they shall notwithstanding that fact be deemed to have been sent if it is so agreed by ninety five percent of the members entitled to vote at the meeting.

168. Once at least in every year the accounts of the Company shall be examined, balanced and audited and the correctness of the Profit and Loss account and Balance Sheet ascertained by one or more Auditor or Auditors.

169. Auditors shall be appointed and their qualification, rights and duties regulated in accordance with Section 139 to 146 and 148 of the Act.

DOCUMENTS AND NOTICES

170. A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by Registered Post or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed.

171. Save or otherwise expressly provided in the Act, a document or proceeding requiring authentication by the Company may be signed by a Director, the Managing Director or the Secretary or other authorised officer of the Company and need not be under the Common Seal of the Company.

172. Subject to the provisions of the Act and Rules made thereunder –

1) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, 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.

2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

- 3) The liquidator may, with the like sanction, vest the whole or any part of such assets intrustees 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.
173. 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.
174. 1) Every Director, Manager, Auditor, Treasurer, member of a Committee, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except and so far as may be necessary in order to comply with any of the provisions in these presents contained.
- 2) No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading, or any matter which is or may be in the nature of a trade secret mystery of trade, secret process of any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

GENERAL AUTHORITY

175. Wherever in the Act it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in that case, by virtue of this Article, the Company is hereby specifically authorised, empowered and entitled to have such right, privilege or authority, to carry out such transactions as have been permitted by the Act without there being any separate regulations in that regard herein provided.

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SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/ Prospectus, delivered to the Registrar of Companies, for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the registered office between 10 A.M. and 5 P.M. on all Working Days from the date of this Red Herring Prospectus until the Issue Closing Date.

Material Contracts

1. Agreement dated April 03 2024 and an Addendum to the Issur Agreement dated November 05, 2024 executed between our Company and the Book Running Lead Managers to the Issue.
2. Agreement dated April 03, 2024 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated October 31, 2024 among our Company, Book Running Lead Managers, Banker to the Issue and the Registrar to the Issue.
4. Syndicate Agreement dated October 30, 2024 among our Company, the Book Running Lead Managers and Syndicate Member.
5. Market Making Agreement dated October 30, 2024 between our Company, Book Running Lead Managers and Market Maker.
6. Underwriting Agreement dated October 30, 2024 between our Company, Book Running Lead Managers and Underwriter.
7. Tripartite Agreement dated March 06, 2024 among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated April 15, 2024 among NSDL, the Company and the Registrar to the Issue.

Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated February 21, 2018, issued by the Registrar of Companies, Bengaluru, Karnataka
3. Certificate of Incorporation dated May 12, 2022 issued by the Registrar of Companies, Bengaluru, Karnataka pursuant to change of name.
4. Certificate of Incorporation dated December 22, 2023 issued by the Registrar of Companies, Bengaluru, Karnataka pursuant of conversion of the company from private limited to a public limited company
5. Copy of the Board Resolution dated February 08, 2024 and April 27, 2024 authorizing the Issue and other related matters.
6. Copy of Shareholder's Resolution dated February 12, 2024 and April 29, 2024 authorizing the Issue and other related matters.
7. Copies of Audited Financial Statements of our Company for the financial year ended March 31, 2024, March 31, 2023, March 31, 2022 and March 31, 2021 and for the six-month period ended September 30, 2024.
8. Statutory Auditors Report dated October 26, 2024 on the Restated Financial Information of our Company for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and for the six months ended September 30,2024.
9. Copy of the Statement of Special Tax Benefits dated April 26, 2024 from the Peer Review Auditor.

10. Certificate on KPI's issued by Statutory Auditors dated October 26, 2024
11. Consents of the Book Running Lead Managers, Legal Advisor to the Issue, Registrar to the Issue, Statutory Auditor of the Company, Market Maker, Underwriter, Bankers to our Company, Banker to the Issue/ Sponsor Bank, Syndicate Member, Promoter of our Company, Directors of our Company, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
12. Board Resolution dated April 26, 2024 for approval of Draft Red Herring Prospectus, dated November 11, 2024 for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
13. Due Diligence Certificate from Book Running Lead Managers dated April 24, 2024.
14. Addendum to the DRHP dated October 04, 2024.
15. Approval from NSE vide letter dated October 08, 2024 to use the name of NSE in the Red Herring Prospectus/ Prospectus for listing of Equity Shares on the NSE EMERGE.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Lakshmi Chandra Managing Director DIN: 07436752	Sd/-

Date: November 11, 2024

Place: New Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Murtaza Ali Soomar Executive Director and Chief Financial Officer DIN: 05194435	Sd/-

Date: November 11, 2024

Place: New Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Kuriyedath Ramesh Executive Director and Chief Technical Officer DIN: 07507255	Sd/-

Date: November 11, 2024

Place: Bengaluru

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Lt Gen Parminder Jeet Singh Pannu Independent Director DIN: 08628822	Sd/-

Date: November 11, 2024

Place: New Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Kishore Soni Independent Director DIN: 00852429	Sd/-

Date: November 11, 2024

Place: New Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Shashi Gupta Non Executive Non Independent Director DIN: 08969099	Sd/-

Date: November 11, 2024

Place: New Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Neha Gupta Additional Director (Independent Director) DIN: 07633844	Sd/-

Date: November 11, 2024

Place: New Delhi