



Please scan this QR code to view the Draft Red Herring Prospectus

**DRAFT RED HERRING PROSPECTUS**

Dated: October 21, 2023

Please read Section 26 and 32 of the

Companies Act, 2013

(This Draft Red Herring Prospectus will be updated

upon filing with the RoC)

100% Book Built Issue



**AITMC VENTURES LIMITED**

**CIN: U01611HR2016PLC06675**

Registered Office	Contact Person	Telephone and Email	Website
84-85 Chakkarpur NA, Gurugram, Haryana 122002 India	Mohhammad Bilal Company Secretary and Compliance Officer	Tel: 1800-123-5414 Email: cs@avplinternational.com	www.avplinternational.com

**PROMOTERS OF OUR COMPANY**

(i) Deep (ii) Preet Sandhu (iii) Nisha Saharan

**DETAILS OF THE ISSUE**

TYPE	FRESH ISSUE	OFFER FOR SALE (₹ IN LAKHS)	TOTAL ISSUE	ELIGIBILITY & SHARE ALLOCATION
Fresh Issue	Up to 2,07,32,000 Equity Shares aggregating up to ₹ [●] Lakhs	-	Up to ₹ [●] Lakhs	This issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. For details in relation to share allocation among NIIs and RIIs, please refer "The Issue" on page 33

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION - Nil**

**RISK IN RELATION TO THE FIRST ISSUE**

The face value of the Equity Shares is ₹ 2/- each. The Floor Price, the Cap Price and the Issue Price to be determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in "Basis for Issue Price" on page 66 or in case where, Price Band is not disclosed otherwise, will be advertised in all editions of a widely circulated English national daily newspaper, all editions of a widely circulated Hindi national daily newspaper (Hindi being the regional language of Haryana, where our Registered Office is located), at least two working days prior to the Bid / Issue Opening Date, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in Equity and Equity-related securities involve a degree of risk and 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 issued 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the "Risk Factors" beginning on page 18 of this Draft Red Herring Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

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

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

Name	Contact Persons	Email & Telephone No.
 <b>SKI CAPITAL SERVICES LIMITED</b>	Mr. Manick Wadhwa Mr. Ghanisht Nagpal	Email: avlipo@skicapital.net Tel. No.: +91-011-41189899

**REGISTRAR TO THE ISSUE**

Name	Contact Person	Email & Telephone No.
<b>BIGSHARE SERVICES PRIVATE LIMITED</b>	Mr. Babu Raphael	Email: ipo@bigshareonline.com Tel No: +91 -22-6263-8200

**ISSUE PROGRAMME**

ANCHOR INVESTOR BIDDING DATE	[●]
ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]

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

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

**Pursuant to Schedule VI of ICDR, this space has been left blank intentionally.**



**AITMC VENTURES LIMITED**  
**CIN: U01611HR2016PLC06675**

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of "AITMC Ventures Private Limited" bearing Corporate Identification Number U74999HR2016PLC066758 dated 21 December, 2016 issued by the Registrar of Companies, Delhi & Haryana. Subsequently, our Company was converted into public limited company pursuant to a shareholders' resolution passed at an Extra-Ordinary General Meeting held on July 20, 2023, and the name of our Company was changed to "AITMC Ventures Limited" and a fresh Certificate of Incorporation dated August 18, 2023 was issued by Registrar of Companies, Delhi & Haryana. For further details, please refer to "Our History and Certain Other Corporate Matters" beginning on page 102 of the Draft Prospectus.

**Registered Office:** 84-85 Chakkarpur NA, Gurugram, Haryana 122002 India

**Contact Person:** Mohhammad Bilal, Company Secretary & Compliance Officer; **Tel No:** 1800-123-5414 **Email:** cs@avplinternational.com; **Website:** www.avplinternational.com

**OUR PROMOTERS:** (i) Deep (ii) Preet Sandhu (iii) Nisha Saharan

**DETAILS OF THE ISSUE**

THE ISSUE COMPRISE OF A PUBLIC ISSUE OF 2,07,32,000 EQUITY SHARES OF FACE VALUE OF ₹2/- EACH FULLY PAID (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARES (INCLUDING A PREMIUM OF ₹ [●]/- PER EQUITY SHARE) AGGREGATING TO ₹ [●]/-LAKHS ("THE ISSUE") BY OUR COMPANY. THE ISSUE COMPRISES A RESERVATION OF WHICH [●] EQUITY SHARES OF ₹10/- EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER RESERVATIONS PORTION AND A NET ISSUE TO THE PUBLIC OF [●] EQUITY SHARES OF ₹2/- EACH IS HEREINAFTER REFERRED TO AS THE NET ISSUE. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] AND [●] RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 2/- EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN ALL EDITIONS OF A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER (HINDI BEING THE REGIONAL LANGUAGE OF HARYANA, WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED "NSE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS, PLEASE REFER TO "ISSUE STRUCTURE" BEGINNING ON PAGE 216 OF THIS DRAFT RED HERRING PROSPECTUS.

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /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 respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders (except Anchor Investors) are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see "Issue Procedure" on page 233.

**ELIGIBLE INVESTORS**

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 233 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

**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 of our Company. The face value of the Equity Shares is ₹10.00. The Issue Price, Floor Price or the Price Band should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 18 of this Draft Red Herring Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares Issued through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (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 letter dated [●] from National Stock Exchange of India Limited ("NSE") for using its name in the Offer Document for listing of our shares on the SME Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be NSE.

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**



**SKI CAPITAL SERVICES LIMITED**  
 SEBI Registration No.: INM000012768  
 Address: 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005  
 Telephone No: +91-011-41189899  
 Website: skicapital.net  
 Email ID: avlipo@skicapital.net  
 Contact Person: Mr. Manick Wadhwa / Mr. Ghanisht Nagpal

**REGISTRAR TO THE ISSUE**



**BIGSHARE SERVICES PRIVATE LIMITED**  
 SEBI Registration No.: INR000001385  
 Address: Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093  
 Tel No: +91 -22-6263-8200;  
 Email: ipo@bigshareonline.com  
 Contact Person: Mr. Babu Raphael

**ISSUE PROGRAMME**

**ANCHOR INVESTOR BIDDING DATE**

**ISSUE OPENS ON:** [●]

[●]

**ISSUE CLOSES ON:** [●]

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

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

## TABLE OF CONTENTS

<b>SECTION I – GENERAL</b> .....	<b>3</b>
DEFINITIONS AND ABBREVIATIONS .....	3
FORWARD LOOKING STATEMENTS .....	14
<b>SECTION II – SUMMARY OF THE ISSUE DOCUMENT</b> .....	<b>15</b>
SUMMARY OF OUR BUSINESS .....	15
SUMMARY OF THE INDUSTRY IN WHICH WE OPERATE.....	15
HIGHLIGHTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENTS .....	16
SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS.....	16
<b>SECTION III – RISK FACTORS</b> .....	<b>18</b>
INTERNAL RISK FACTORS .....	19
ISSUE RELATED RISK FACTORS .....	28
EXTERNAL RISK FACTORS .....	30
<b>SECTION IV – INTRODUCTION</b> .....	<b>33</b>
THE ISSUE .....	33
SUMMARY OF FINANCIAL INFORMATION.....	35
GENERAL INFORMATION .....	38
CAPITAL STRUCTURE .....	47
OBJECTS OF THE ISSUE .....	58
BASIS FOR ISSUE PRICE .....	66
STATEMENT OF TAX BENEFITS .....	73
KEY REGULATIONS AND POLICIES .....	76
<b>SECTION V – ABOUT THE COMPANY</b> .....	<b>81</b>
OUR INDUSTRY .....	81
OUR BUSINESS.....	93
OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS.....	102
OUR MANAGEMENT .....	107
OUR PROMOTERS .....	117
OUR PROMOTER GROUP .....	121
OUR GROUP ENTITIES.....	122
RELATED PARTY TRANSACTIONS .....	125
DIVIDEND POLICY .....	126
<b>SECTION VI – FINANCIAL INFORMATION</b> .....	<b>127</b>
INDEPENDENT AUDITOR’S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL STATEMENT .....	127
INDEPENDENT AUDITOR’S EXAMINATION REPORT ON RESTATED STANDALONE FINANCIAL STATEMENT .....	165
OTHER FINANCIAL INFORMATION .....	202
STATEMENT OF FINANCIAL INDEBTEDNESS.....	203
CAPITALISATION STATEMENT .....	204
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS .....	205
<b>SECTION VII – LEGAL AND OTHER INFORMATION</b> .....	<b>212</b>
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS .....	212
GOVERNMENT AND OTHER APPROVALS .....	216
OTHER REGULATORY AND STATUTORY DISCLOSURES .....	218
<b>SECTION VIII – ISSUE INFORMATION</b> .....	<b>227</b>
TERMS OF THE ISSUE .....	227
ISSUE PROCEDURE .....	233
RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES .....	254
ISSUE STRUCTURE.....	256
<b>SECTION IX - MAIN PROVISIONS OF OUR ARTICLE OF ASSOCIATION</b> .....	<b>259</b>
<b>SECTION X - OTHER INFORMATION</b> .....	<b>265</b>
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION .....	265
<b>SECTION XI – DECLARATION</b> .....	<b>266</b>

*This space has been left blank intentionally*

## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Draft Red Herring Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Our Industry”, “Key Industry Regulations and Policies”, “Financial Information”, “Outstanding Litigation and Other Material Developments”, will have the meaning ascribed to such terms in these respective sections.

#### General Terms

Term	Description
“AVL”, “our Company”, “the Issuer”, “the Company” and AITMC Ventures Limited	Unless the context otherwise requires, refers to AITMC Ventures Limited, a company incorporated under the Companies Act, 2013 having its registered office at 84-85 Chakkarpur Gurugram Haryana- 122002.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, on a consolidated basis as on the date of this Draft Red Herring Prospectus
“you”, “your” or “yours”	Prospective investors in this Issue.

#### Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of AITMC Ventures Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled — Our Management on page 107 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, being NKSC &Co., Chartered Accountants.
Board of Directors / Board/ Director(s)	The Board of Directors of AITMC Ventures Limited, including all duly constituted Committees thereof.
Companies Act	The Companies Act, 2013 including provisions of the Companies Act, 1956, to the extent not repealed.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Mohammad Bilal
Chief Executive Officer	The Chief Executive Officer of our Company being Himanshu Sharma
Chief Financial Officer	The Chief Financial Officer of our Company being Suresh Gupta
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Equity Shares	Equity Shares of our Company of Face Value of ₹2/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company.
Group Companies	Group companies of our Company in accordance with the SEBI ICDR Regulations. For details, see “Our Group Entities” beginning on page 122

HUF	Hindu Undivided Family.
Indian GAAP	Generally Accepted Accounting Principles in India.
Key Managerial Personnel /Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled Our Management on page 107 of this Draft Red Herring Prospectus.
MOA / Memorandum of Association	Memorandum of Association of AITMC Ventures Limited.
Non Residents	A person resident outside India, as defined under FEMA.
NRIs / Non Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
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 validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Peer Reviewed Auditor	Being NKSC &Co., Chartered Accountants, holding a valid peer review certificate, as mentioned in “ <b>General Information</b> ” of this Draft Red Herring Prospectus.
Promoters or Our Promoters	Promoters of our Company, being, Deep, Preet Sandhu, and Nisha Saharan.
Promoters Group	Entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in “ <b>Our Promoter Group</b> ” beginning on page 121
Registered Office	The Registered office of our company which is located at 84-85 Chakkarpur Gurugram Haryana-122002.
Restated Financial Statements	The restated consolidated financial statements of our Company together with our Subsidiaries, on a consolidated basis, and the restated standalone financial statements of our Company, on a standalone basis, which comprises the restated statement of Assets and Liabilities for the period ended as at June 30, 2023 & year ended on March 31, 2023, 2022 & 2021 and the restated statements of profit and loss and the restated cash flows for the period ended on June 30, 2023 & year ended on March 31, 2023, 2022 & 2021 of our Company prepared in accordance with GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC	Registrar of Companies, Delhi & Haryana.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations or SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and 2011, as amended from time to time.
Stock Exchange	Unless the context requires otherwise, refers to the EMERGE Platform of National Stock Exchange of India Limited.

## Issue Related Terms

Terms	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the 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	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	A bank account maintained by an ASBA Bidder with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Bangalore, Pune Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicant(s) in this Issue who apply(ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	Collectively, the Escrow Collection Bank, Refund Bank, Public Issue Account Bank and Sponsor Bank(s)
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "Issue Procedure" beginning on page 233 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●]

	(a widely circulated Hindi national daily newspaper), (Hindi being the regional language of Haryana, where our Registered Office is located). In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), (Hindi being the regional language of Haryana, where our Registered Office is located).
Bid/ Issue Period	Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investor. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days.
Bidder	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 an Anchor Investor
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 Manager or BRLM	The Book Running Lead Manager to the Issue, namely SKI Capital Services Limited (“SKI”).
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and the Anchor Investor Issue Price will not be finalized and above which no Bids will be accepted.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Intermediary(ies)”	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Issue.  In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.

	<p>In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs.</p> <p>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.</p>
Designated Stock Exchange	EMERGE Platform of National Stock Exchange of India Limited or NSE EMERGE
Draft Red Herring Prospectus	Draft Red Herring Prospectus filed with NSE EMERGE for obtaining in-principle approval.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
EMERGE Platform of National Stock Exchange of India Limited	The EMERGE Platform of NSE i.e. NSE EMERGE for listing equity shares issued under Chapter IX of the SEBI ICDR Regulations.
First/ Sole Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be Finalized and below which no Bids will be accepted.
Issue/ Issue Size/ Initial Public Issue/Initial Public Offering/ IPO	Public Issue of 2,07,32,000 Equity Shares of face value of ₹2/- each fully paid of our Company for cash at a price of ₹[●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating ₹ [●] Lakhs comprising of a fresh issue of 2,07,32,000 equity shares aggregating up to ₹ [●] lakhs by our Company.
Issue Agreement	The agreement dated [●] between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription is [●]
Issue Opening Date	The date on which Issue opens for subscription is [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹ [●] per Equity Share of face value of ₹2/- each fully paid. The Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “Objects of the Issue” page 58 of this Draft Red Herring Prospectus.
Listing Agreement	The equity listing agreement to be signed between our Company and the National Stock Exchange of India Limited, being the Designated Exchange.
Market Maker	Market Makers appointed by our Company from time to time, in this case being [●] having SEBI registration number [●] who have agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.

Market Making Agreement	The Agreement entered into between the Book Running Lead Manager, Market Maker and our Company dated [●].
Market Maker Reservation	The Reserved Portion of [●] Equity Shares of face value of ₹ 2/- each fully paid for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹2/- each of Issuer at ₹ [●] (including share premium of ₹ [●]) per equity share aggregating to ₹[●].
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled — Objects of the Issue beginning on page 58 of this Draft Red Herring Prospectus.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than ₹2,00,000.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. [●] by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Prospectus	The Prospectus, which is filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹2,500 Lakh, pension fund with minimum corpus of ₹2,500 Lakh, NIF and insurance funds set up and managed by army, navy or air force of the Union of India, Insurance funds set up and managed by the Department of Posts, India.
Refund Account	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar/ Registrar to the Issue	Registrar to the Issue being Big Share Services Private Limited. For more information please refer — General Information on page 38 of this Draft Red Herring Prospectus.

Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html</a> or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchange and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case [●].
Syndicate Agreement	Agreement to be entered into among the Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Members	Intermediaries (other than Book Running Lead Manager) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Issue and carry out activities as an underwriter namely, [●]
Syndicate or members of the Syndicate	Together, the Book Running Lead Manager, and the Syndicate Member.
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriter	Underwriter to this Issue is [●].
Underwriting Agreement	The agreement dated [●] entered into between Underwriter and our Company.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days' means, all days on which commercial banks in the city as specified in this Draft Red Herring Prospectus are open for business. 1. However, in respect of announcement of price band and bid/ Issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Draft Red Herring Prospectus are open for business 2. In respect to the time period between the bid/ Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Saturdays, Sundays and bank holidays in accordance with circular issued by SEBI.

#### Conventional and General Terms and Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BRLM	Book Running Lead Manager

BIFR	Board for Industrial and Financial Reconstruction
NSE	National Stock Exchange of India Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries of India
MAPIN	Market Participants and Investors' Integrated Database
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India(Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NDOH	Next Date of Hearing
NGT	National Green Tribunal
NOC	No Objection Certificate

NPV	Net Present Value
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
₹ / Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
STT	Securities Transaction Tax
UAV	Unmanned Aerial vehicle
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI.
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 to be read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR /2022/75 dated May 30, 2022 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard

UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorise blocking of funds on the UPI mobile or other application equivalent to the Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.

#### **Business & Industry Related Terms**

<b>Term</b>	<b>Description</b>
CHC	Custom Hiring Centre
COVID-19	Coronavirus Pandemic 2019
DDAY-NULM	Deen Dayal Antyodaya Yojana or the National Urban Livelihood Mission
DDUGKY	Deen Dayal Upadhyaya Grameen Kaushalya Yojana
DGCA	Directorate General of Civil Aviation
GDP	Gross Domestic Product
GVA	Gross value added
HSDM-STT SURYA	Haryana Skill Development Mission – Short Term Training – SURYA scheme
NSKFDC-STT	National Safai Karamcharis Finance & Development Corporation – Short Term Training
PMKVY	Prime Minister Kaushal Vikas Yojana
RPTO	Remote Pilot Training Organization
UAV	Unmanned Aerial Vehicle
USD	United States Dollar
USTTAD	Upgrading the Skills and Training in Traditional Arts/Crafts for Development

*Notwithstanding the foregoing:*

- In the section titled “Main Provisions of the Articles of Association” beginning on page number 259 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- In the chapters titled “Summary of Issue Documents” and “Our Business” beginning on page numbers 15 and 93 respectively, of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- In the section titled “Risk Factors” beginning on page number 18 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- In the chapter titled “Statement of Tax Benefits” beginning on page number 73 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- In the chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page number 205 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.*

***This space has been left blank intentionally***

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “Financial Statements”, as Restated beginning on page 127 this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1<sup>st</sup> April of each year and ends on 31<sup>st</sup> March of the next year. All references to a particular fiscal year are to the 12 months’ period ended 31<sup>st</sup> March of that year. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled “**Financial Information**”, as Restated beginning on page 127 of this Draft Red Herring Prospectus.

### Currency and units of presentation

In this Draft Red Herring Prospectus, references to Rupees or ₹ Or INR or ₹. are to Indian Rupees, the official currency of the Republic of India. All references to \$, US\$, USD, U.S. \$ or U.S. Dollars are to United States Dollars, the official currency of the United States of America. All references to million / Million / Mn refer to one million, which is equivalent to ten lacs or ten lakhs, the word Lacs / Lakhs / Lac means one hundred thousand and Crore means ten million and billion / bn./ Billions means one hundred crores.

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Draft Red Herring Prospectus has been obtained or derived from industry and government publications, publicly available information and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources which are believed to be reliable but accuracy, completeness relevance of such information shall be subject to the disclaimers, context and underlying assumptions of such sources. Although the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

Industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader’s familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “**Risk Factors**” on page 18.

In accordance with the SEBI ICDR Regulations, “**Basis for Issue Price**” beginning on page 66 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein.

*This space has been left blank intentionally*

## FORWARD LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical facts constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Draft Red Herring Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

These forward-looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions.

Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- loss of consumers;
- impact of Covid 19 pandemic or any future pandemic;
- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- Adverse natural calamities having significant impact on regions where we are having projects under implementation;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business; and
- developments affecting the Indian economy;
- Any adverse outcome in the legal proceedings in which we are involved.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page numbers 18, 93 and 205 respectively of this Draft Red Herring Prospectus.

Forward looking statements reflects views as on the date of the Draft Red Herring Prospectus and not a guarantee of future performance. 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 materially differ from those that have been estimated. Neither our Company / our Directors nor the Book Running Lead Manager, nor any of its 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 SEBI requirements, our Company and the Book Running Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

*This space has been left blank intentionally*

## SECTION II – SUMMARY OF THE ISSUE DOCUMENT

### SUMMARY OF OUR BUSINESS

Our Company is a “Category A” Training Partner recognized by the National Skill Development Corporation (NSDC) and serves a wide range of government departments & agencies, including other training providers. We primarily operate in the northern part of India with our registered address being 84-85, Chakkarpur, Gurugram Haryana, 122002, India.

Our subsidiary SPH Aviation Private Limited, offers DGCA approved Drone Pilot training programmes at their RPTOs. Upon successful completion of these training programmes candidates from our RPTOs are provided DGCA certification as qualified drone pilots. Our subsidiary Farmers City International Private Limited is fostering community engagement through the establishment of Farmer's City Marts (FCMs), which will serve as comprehensive one-stop shops to provide a centralized hub for items such as fertilizers, seeds, and other essential farming necessities, streamlining the agricultural ecosystem for all involved.

For detailed information on the business of our Company please refer to the section entitled “**Our Business**” beginning on page 93 of this Draft Red Herring Prospectus.

### SUMMARY OF THE INDUSTRY IN WHICH WE OPERATE

The Indian government has launched schemes to boost skill development and employment, addressing workforce gaps for economic growth and poverty reduction. Companies implementing these programs act as vital intermediaries, tailoring skills to industry needs and relying on government funding. They also benefit from the growing demand for skilled labour. Meanwhile, the agricultural sector in India is embracing drone technology, supported by government initiatives like the Kisan Drone Scheme and Drone Shakti Scheme, aiming to make India a global drone hub by 2030. Our business offers training to farming communities, aligning with these initiatives.

For detailed information on the Industry please refer to “**Our Industry**” beginning on page number 81 of this Draft Red Herring Prospectus.

### PROMOTERS

The Promoters of our Company are Deep, Preet Sandhu and Nisha Saharan. For detailed information, please refer to chapter titled “**Our Promoters**” on page number 117 of this Draft Red Herring Prospectus.

### ISSUE SIZE

The Issue size comprises of fresh issue of up to 2,07,32,000 Equity Shares of face value of ₹2/- each fully paid-up of the Company for cash at price of ₹[●] per Equity Share (including premium of ₹[●] per Equity Share) aggregating ₹[●].

### OBJECTS OF THE ISSUE

Our Company proposes to utilize the Net Proceeds for the following objects:

Sr. No.	Particulars	Amount (₹ in Lakhs)
1.	Investment in of our Subsidiaries, namely, SPH Aviation Private Limited and Famer’s City International Private Limited for funding new business initiatives	3000
2.	Working Capital	1250
3.	General corporate purposes*	[●]
4.	Issue expenses	[●]
<b>Total</b>		<b>[●]</b>

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

### DETAILS OF THE HOLDING OF SECURITIES OF PERSONS BELONGING TO THE CATEGORY “PROMOTERS AND PROMOTER GROUP” BEFORE AND AFTER THE ISSUE:

S. N.	Name of shareholder	Pre-Issue		Post-Issue	
		No. of Equity Shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital*
<b>Promoters</b>					
1	Deep	2,34,03,350	48.38	2,34,03,350	[●]

2	Preet Sandhu	71,53,540	14.79	71,53,540	[•]
3	Nisha Saharan	53,12,500	10.99	53,12,500	[•]
<b>Total – A</b>		<b>3,58,69,390</b>	<b>74.16</b>	<b>3,58,69,390</b>	<b>[•]</b>
<b>Promoter Group (B) : NIL</b>					
<b>Total-B</b>		-	-	-	-
<b>Grand Total (A+B)</b>		<b>3,58,69,390</b>	<b>74.16</b>	<b>3,58,69,390</b>	<b>[•]</b>

\*Subject to finalisation of basis of allotment.

## HIGHLIGHTS OF RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Particulars (₹ Lakh)	For period ended on June 30, 2023	For the year ended March 31		
		2023	2022	2021
Share Capital	967.50	387.00	375.00	375.00
Net Worth	1,350.14	1,116.29	580.76	555.03
Revenue (total income)	961.79	2,202.02	1,134.06	1,168.08
Profit after Tax	233.85	481.31	25.73	-23.08
Basic Earnings/(Loss) Per Share (₹)	2.42	12.80	0.69	-0.61
Diluted Earnings/(Loss) Per Share (₹)	2.42	12.80	0.69	-0.61
Net Asset Value per Equity Share	13.95	28.84	15.49	14.80
Total borrowings	286.70	194.96	459.29	613.10
- Long Term	96.01	71.66	137.82	83.18
- Short Term	190.69	123.30	321.47	529.92

\* Note

1. June 30, 2023 figures are not annualized
2. The NAV is calculated on the basis of face value of each Equity Shares of ₹2/-.
3. As the Holding Company, AITMC Ventures Limited, has acquired 2 (Two) subsidiaries in the financial year 2022-23, Hence, the Consolidated Financial Statements has been prepared starting from financial year 2022-23 and accordingly, there are no consolidated financial statement prior to financial year 2023 and hence, number of standalone financials has been used in FY 2022 & 2021.

## QUALIFICATIONS OF AUDITORS

For details of qualification requiring adjustments by the Statutory Auditors, please refer Annexure 3A of this Draft Red Herring Prospectus.

## SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

Particulars	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by authorities	Amount Involved (₹ in Lakhs)
Company	By	1	1	-	-	32.25
	Against	-	-	-	-	-
Promoter	By	-	-	-	-	-
	Against	-	-	-	-	-
Group Companies/Entities	By	-	-	-	-	-
	Against	-	-	-	-	-
Directors other than promoters	By	-	-	-	-	-
	Against	-	-	-	-	-

For further details, please refer to chapter titled “**Outstanding Litigations & Material Developments**” on page 212 of this Draft Red Herring Prospectus.

#### **RISK FACTORS**

For details relating to risk factors, please refer section titled “**Risk Factors**” beginning on page 18 of this Draft Red Herring Prospectus.

#### **SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY**

As on the date of filing this Draft Red Herring Prospectus there is no contingent liability other than that mentioned in “**Financial Information**”, as Restated beginning on page 127 of this Draft Red Herring Prospectus.

#### **SUMMARY OF RELATED PARTY TRANSACTIONS**

For details of Related Party Transaction, please refer Annexure 34 mentioned in “**Financial Information**”, as Restated beginning on page 127 of this Draft Red Herring Prospectus.

#### **FINANCING ARRANGEMENTS**

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

#### **WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTERS IN LAST ONE YEAR**

<b>Name of the Promoter and Promoter Group</b>	<b>No. of Shares Acquired</b>	<b>Weighted Average Price (in ₹)</b>
Deep	1,42,32,010	0.13
Preet Sandhuu	54,66,040	1.4
Nisha Saharan	41,87,500	0

#### **AVERAGE COST OF ACQUISITION**

The average cost of acquisition per Equity Share to our Promoters as at the date of this Draft Red Herring Prospectus is:

<b>Name of the Promoter and Promoter Group</b>	<b>No. of Shares held</b>	<b>Average cost of Acquisition (in ₹)</b>
Deep	2,34,03,350	0.40
Preet Sandhuu	71,53,540	1.55
Nisha Saharan	53,12,500	0.42

#### **DETAILS OF PRE-ISSUE PLACEMENT**

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

#### **ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR**

Our Company has issued 58,05,000 Equity Shares of Face Value ₹10/- each as bonus issue on June 28, 2023. Apart from the above, no shares were issued for consideration other than cash in the last one year.

For more details, refer — Capital Structure on page number 47 of this Draft Red Herring Prospectus.

#### **SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

Our Company has not undertaken any equity shares split or consolidation in the past year, except for a split from a face value of ₹10 to ₹2 that occurred on September 19, 2023.

*This space has been left blank intentionally*

### SECTION III – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below before making an investment in the Equity Shares.*

*We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate or propose to operate. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment.*

*To obtain a more detailed understanding of our business and operations, see this section in conjunction with the sections titled “Our Industry”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, respectively, as well as other financial and statistical information contained in this Draft Red Herring Prospectus. Unless otherwise indicated or unless the context requires otherwise, our financial information used in this section are derived from our Restated GAAP Summary Statements. In making an investment decision, prospective investors must rely on their own examination of our business and the terms of the Issue, including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences to them of an investment in our Equity Shares.*

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

#### **Materiality**

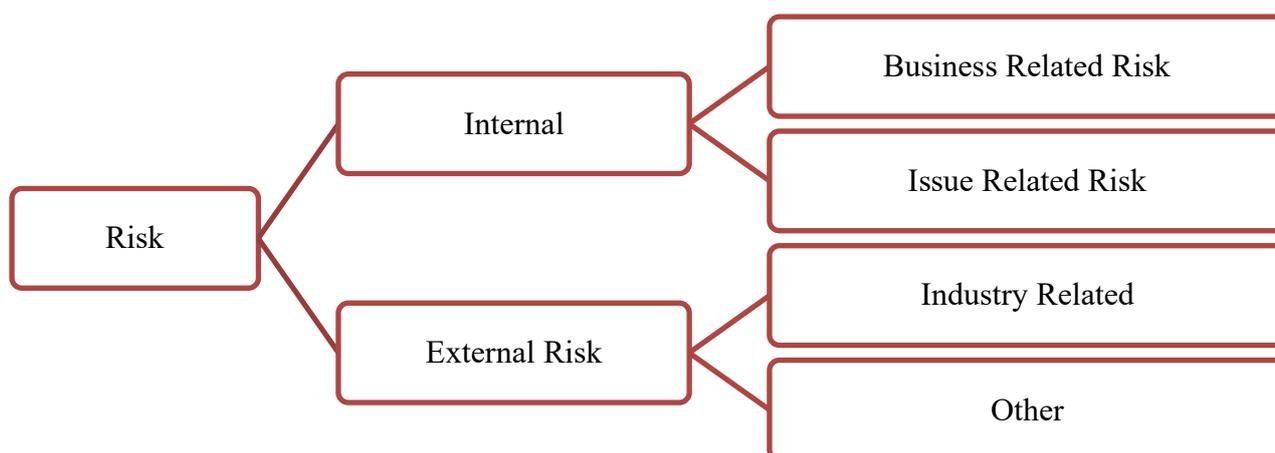
The Risk factors have been determined on the basis of their materiality, which has been decided on the basis of following factors:

Some events may not be material individually but may be material when considered collectively.

Some events may have an impact which is qualitative though not quantitative.

Some events may not be material at present but may have a material impact in the future.

#### **Classification of Risk Factors**



## INTERNAL RISK FACTORS

- 1. We have no prior experience in the area of Drone Assembly which is expected to form one of the mainstays of our business going forward.***

We are in the process of establishing a Drone Assembly unit. Our lack of prior experience in manufacturing may lead to operational challenges that could affect our ability to meet production and quality standards, potentially impacting our market reputation. The successful implementation and performance of our Drone Assembly venture are not guaranteed due to our limited experience in this specialized domain. Competing effectively in the Drone Assembly market may be challenging, as established industry players with more experience may have a competitive advantage over us.

- 2. We do not own our registered office and the facilities from which we operate.***

Due to the extensive list of operating locations, we have omitted a detailed reproduction here for brevity. For details on the property operated from by the Company and other details please refer to the section titled “***Our Business***” beginning on page 93 of the Draft Red Herring Prospectus.

We cannot assure you that we will be able to renew our lease in the future, on commercially acceptable terms or at all. We also cannot assure you that, if required to vacate our current premises, we would be able to obtain alternative arrangements for the premises, on commercially acceptable terms or at all. Relocation of our business operations may disrupt our operations and entail substantial costs, which could have an adverse effect on our business, prospects, results of operations and financial condition. Further, the lease deeds for our properties may not be adequately registered or stamped and consequently, may not be accepted as evidence in a court of law and we may be required to pay penalties for inadequate stamp duty or registration.

- 3. Certain lease agreements are not adequately stamped or registered.***

Our company has identified instances where certain lease agreements have not been properly stamped or registered as mandated by relevant legal requirements. This lack of compliance poses a potential risk to our business and adherence to regulatory norms. Lease agreements are integral to our operations, and failure to adequately stamp and register them may lead to legal complexities, financial penalties, and disputes with counterparties. These issues can negatively affect our financial standing and create legal liabilities. While we are actively taking measures to address this non-compliance, we cannot provide absolute assurance that we will completely mitigate these risks. This non-compliance may impact the legal validity of certain lease agreements, potentially impacting our financial performance and operational continuity.

- 4. Our “Drone Training Business” is highly regulated. Our DGCA license for this business is subject to certain conditions. Changes in Government policies and/or regulations may adversely impact the operations of the above business. Also, if we fail to comply with applicable regulations, rules prescribed by Government of India as well as conditions on which the DGCA license has been issued, our business and financial condition may suffer materially.***

Operations in our industry are highly regulated and are subject to stringent laws and regulations. For imparting drone training the current regime requires application for DGCA authorized Remote Pilot Training Organizations (RPTOs). The validity of such license is 10 years from the date of issuance i.e., till 18.05.2033 and further the validity of the license depends on the conditions laid down while issuing such license. Moreover, the renewal process of license is rigorous and time consuming and there is no guarantee that we can secure the license again well in time. We also cannot assure you that DGCA in the future would not amend the existing requirements having higher quality standards which may delay the renewal/application process. If we are unable to meet existing/future requirements, our business, financial condition as well as ability to generate desired cash flow would be affected materially.

- 5. We have experienced negative cash flows from operating, investing and financing activities in the past.***

We have in the past, and may in the future, experience negative cash flows from operating, investing and financing activities. The following table sets forth our net cash inflow/(outflow) from operating, investing and financing activities for the periods/years indicated:

Particulars	For the period ended June 30, 2023	For the year ended March 31,		
		2023	2022	2021
Net Cash from Operating Activities	(138.02)	632.33	528.78	69.59
Net Cash from Investing Activities	(7.70)	(308.59)	(407.23)	(3.70)
Net Cash used in Financing Activities	86.37	(248.82)	(197.72)	15.45

Any negative cash outflows from operating activities over extended periods, or significant cash outflows in the short term from investing and financing activities, could have an adverse impact on our cash flow requirements, business operations and growth

plans. As a result, our cash flows, business, future financial performance and results of operations could be adversely affected. For further details, see “*Management's Discussion and Analysis of Financial Condition and Results of Operations*” on page 205.

**6. *Our business is dependent on contractual arrangements entered into by us with our clients that include Government departments and entities with historical affiliations with our Promoters. Their non-renewal, conflicts of interest, and termination clauses may affect our financial stability and future prospects.***

Our business has historically relied on significant contractual agreements, including those with governmental authorities and departments, which have contributed substantially to our revenue.

Additionally, a substantial portion of our current revenue is derived from contracts with entities that have had historical affiliations with our Promoters and management. These longstanding relationships have been instrumental in shaping our revenue landscape. The continuation and terms of these contracts can still be subject to the factors mentioned earlier, such as termination clauses and disassociation of our Promoters from these affiliated entities could have a significant impact on the revenue generated from these contractual agreements. These contracts impose various obligations on our company, and failure to meet these obligations or perceived breaches in performance could lead to legal liabilities and harm our reputation, potentially adversely affecting our business, financial condition, and results of operations.

Furthermore, certain contracts can be terminated by our clients in writing upon any breach or non-observance of the conditions outlined in the agreements. While we carefully consider all factors before entering into such agreements, we cannot guarantee that clients will not choose to terminate their agreements based on the terms mentioned above. Non-compliance or breaches of these contractual arrangements by either party may result in damages, penalties, or termination of agreements, potentially hampering our ability to secure future business opportunities.

**7. *Our directors have previously been subject to regulatory action by the Ministry of Corporate Affairs.***

Our directors, Deep and Preet Sandhu, have previously faced regulatory action by the Ministry of Corporate Affairs. They were disqualified under section 164(2) of the Companies Act due to the failure of companies where they were directors, KSD Infrastructure Private Limited and Voice Infotech Private Limited, to file financial statements or annual returns for three consecutive years. However, the disqualification has been rectified, and as of the date of this Draft Red Herring Prospectus, Deep and Preet Sandhu are eligible to serve as directors on our Board.

**8. *Our Company has delayed payment of Government and statutory dues, and has been penalized.***

Our company has a history of delayed payments and contributions towards Goods and Services Tax, Employee State Insurance, Employee Provident Fund, and Advance Tax, resulting in the imposition of interest and penalties on these amounts. However, as of the date of filing of this Draft Red Herring Prospectus, there are no pending dues or delayed statutory payments.

While we have taken corrective measures and established systems to address this issue, including the appointment of a dedicated professional to oversee timely payments, the past delays in meeting statutory obligations pose a risk. Future delays or lapses in compliance with regulatory authorities' requirements could result in financial penalties, legal liabilities, and damage to our reputation.

**9. *The Drone Industry is subject to rapid changes in technology, quality specifications and customer needs that may not be possible for us to track and keep up with latest developments.***

Our Company operates in the Drone industry which involves a substantial degree of risk, including as a result of rapidly evolving changes in technology and industry needs. The Company's business requires it to quickly react to changing technologies, market dynamics and clients' requirements. The increasing acceptance of Drone deployment in agricultural operations, rapidly deepening penetration of internet access in rural areas, rapid improvements in aerial photography and video recording techniques, the rising need for surveying and documenting animals and public service missions have expanded the market. The Company's success at winning opportunities to provide Drone solutions for our clients depends on our ability to effectively adapt its services to the changes in response to evolving technologies. If we fail to keep pace with its clients' needs or fail to respond to changes in technology, we may be unable to compete effectively which could have a material adverse effect on its business, financial condition, cash flow and results of operations.

**10. *We shall be dependent upon domestic and global vendors including China for the supply of components for drone assembly and may not be able to reduce our dependency on external sources in the short term. If critical components or raw materials become scarce or unavailable, then we may incur delays in manufacturing and delivery of our products. Moreover, the supply and cost of components can be subject to significant variation due to factors beyond our control.***

We will partially import essential components such as carbon fiber tubes, landing gear, propellers, motors, and antennas, crucial for drone manufacturing. Additionally, we will depend on domestic vendors for the supply of other key drone components. It's

imperative to acknowledge that a disruption in the supply chain and fluctuations in the component market could significantly impact our drone assembly business.

Furthermore, it's important to note that some of these critical components may be imported from China. Any change in the government's import policy, such as tariffs, trade restrictions, or diplomatic tensions, could severely affect our business operations.

**11. *Our business is predicated upon several statutory and regulatory permits, licenses and approvals. Our inability to obtain, renew or maintain the requisite statutory and regulatory licenses, permits and approvals may have a material adverse effect on our business & operations.***

We require various statutory and regulatory licenses, permits and approvals to operate our business. We need to scrupulously comply with the conditions set forth in each of these licenses, permits, etc. to continue our operations. Our Company is in the process of updating some of its certificates/ licenses with respect to the details of our offices or updating of its name from "Private Limited" to "Limited" after the conversion into public limited company.

While we believe that we have complied fully with all applicable laws and regulations, statutory/regulatory authorities may allege non-compliance and we cannot assure you that we will not be subjected to any such regulatory action in the future, including penalties, and other civil or criminal proceedings.

For more information on the licenses obtained by our Company and the licenses applied for by our Company, please refer section titled "**Government and other Approvals**" beginning on page 216 of this Draft Red Herring Prospectus.

**12. *There are certain discrepancies/errors and non-compliance noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 2013.***

There are certain discrepancies and non-compliance noticed in some of our corporate records relating to forms filed with the Registrar of Companies. Our Company has made clerical mistakes in documents and forms filed in registrar of Companies. Further, there are some cases where forms have been filed belatedly in Registrar of Companies for which requisite delayed fees was paid by the Company or have not been filed at all. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.

Although no show cause notice has been issued against the Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, penal actions may be taken against the Company and its directors, in which event the financials of the Company and its directors may be adversely affected.

**13. *Our Company has borrowings that are repayable on demand.***

Our company has obtained loans that are repayable on demand from members of our Promoters and Promoter Group, primarily to fulfill the Company's working capital needs. These loans can be recalled at any time by the respective lenders. The feature of our borrowings introduces an element of uncertainty and financial vulnerability. The sudden recall of these loans, especially if they represent a substantial portion of our working capital, could adversely affect our liquidity and financial stability, potentially leading to operational disruptions, delayed payments to creditors, and defaults on other financial obligations. Refer the "**Statement of Financial Indebtedness**" on page 203 of this Draft Red Herring Prospectus for the Company's current indebtedness.

**14. *Our business is highly technology intensive and our success is dependent upon the continued availability of highly skilled professionals with domain expertise in the field of remotely operated unmanned aircraft.***

The success of our business is dependent upon the continued availability of sufficient numbers of skilled professionals and due to the limited pool of available skilled personnel, we may face difficulty in recruiting and retaining skilled and professionally qualified employees.

Our continued future success also depends upon our ability to recruit and retain a large group of experienced professional trainers and staff. The loss of the services of our senior management or our inability to recruit, train or retain a sufficient number of experienced personnel could have a material adverse effect on the operations and profitability of our Drone Skilling business.

Our ability to retain experienced staff members as well as senior management will in part depend on our maintaining appropriate staff remuneration and incentive schemes in accordance with then prevailing private sector industry standards. We cannot assure you that the remuneration and incentive schemes we have in place will be sufficient to retain the services of our senior management and skilled employees.

**15. *Our current lines of business are seasonal in nature.***

Our skilling business in India aligns with the seasonal patterns of agriculture, resulting in fluctuations during sowing and harvesting seasons. However, with the introduction of additional lines of business, such as drone pilot training and Farmers' City Marts, we anticipate a reduction in the seasonal impact on our revenue streams. However, no assurance can be made regarding the extent of this reduction in the seasonal impact on our revenue streams.

**16. *Reliance has been placed on declarations and affidavits furnished by our Promoters, Promoter Group, Directors and Key Management Personnel, for details of their details included in this Draft Red Herring Prospectus.***

Our Promoters, Promoter Group, Directors, and Key Management Personnel have provided declarations and affidavits containing information concerning various aspects, including but not limited to family and relatives, shareholding in other companies, work experience, and qualifications. Accordingly, reliance has been placed on the above to disclose such details in this Draft Red Herring Prospectus and neither we, nor the Book Running Lead Manager have been able to independently verify these details in the absence of documentary evidence. Therefore, we cannot assure you that all or any of the information relating to the work experience of our Directors and Key Management Personnel in "Our Management" and "Our Promoters" on page 107 and 117 respectively of this Draft Red Herring Prospectus is complete, true and accurate.

**17. *Our Farmer's City Mart (FCM) business is predicated upon the successful integration of diverse sections of local farming communities. Multiple socioeconomic factors are involved in the process and we may be unable to address all such issues effectively or in a timely manner to achieve the full potential of the FCM business.***

Our FCM business is a community connect initiative and relies on our ability to bring several distinct interest groups together to form a coherent ecosystem for transactions in products and services across the entire agrarian value chain. Local issues may come in the way of successful operation of an FCM and the persistence of such issues may adversely impact our FCM business.

**18. *The company has failed to file eform CHG-1 for creation of charge against loans taken for various motor vehicles purchased***

Our company has not filed eform CHG-1 for the creation of charges against loans obtained for the purchase of various motor vehicles. This non-compliance represents a potential risk to our business and regulatory adherence. Filing eform CHG-1 is a legal requirement for recording and notifying the creation of charges on assets acquired with loans. Failure to comply with this requirement can result in legal and financial consequences, including potential disputes with lenders and regulatory actions.

We cannot guarantee complete mitigation of associated risks. This non-compliance may impact our relationships with lenders and regulatory standing, potentially affecting our financial and operational stability.

**19. *Our Company has incurred a financial loss in the past.***

The Company experienced a loss of ₹23.08 Lakhs in the Financial Year 2020-2021. It's important to acknowledge that financial performance can be unpredictable, and past losses do not guarantee future profitability. While the Company may have strategies in place to improve its financial standing, there remains an inherent uncertainty regarding its ability to avoid losses in future periods. While the Company's financial results are subject to various factors and market conditions, some of which may be beyond its control. There can be no guarantee that the Company will achieve consistent profitability in the future.

**20. *We may be subject to fraud, theft, employee negligence or similar incidents.***

Our operations may be subject to incidents of theft or damage to inventory in transit and otherwise. Our industry typically encounters some inventory loss on account of employee theft, robbery, vendor fraud, and general administrative error. We shall maintain large amounts of high value inventory at all times. There can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

Additionally, in case of losses due to theft, fire, breakage or damage that may be caused by other casualties, flood, earthquake or any other natural calamities, there can be no assurance that we will be able to recover from our insurers the full or adequate amount of any such loss that we may suffer in a timely manner. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have an adverse effect on our business, results of operations and financial condition.

**21. *If we are unable to identify consumer demand accurately and maintain an optimal level of inventory, our business, results of operations, cash flows and financial condition may be adversely affected.***

The success of our business depends upon our ability to anticipate and forecast consumer demand and trends. Any error in our forecast could result in either surplus stock, which we may be unable to sell in a timely manner, or at all, or under-stocking, which will affect our ability to meet consumer demand. We plan our inventory and commence our design process prior to launch and estimate our sales based on the forecasted demand. We have inventory manufactured and stored at our warehouse ahead of an upcoming season. An optimal level of inventory is important to our business as it allows us to respond to consumer demand effectively and to maintain a full range of products at our stores and for sale through our other retail channels. Ensuring

availability of our products requires prompt turnaround time and a high level of coordination amongst manufacturers, warehouse management and physical stores and staff. While we aim to avoid under-stocking and over-stocking through our technology-enabled distribution model, our estimates and forecasts may not always be accurate. If we fail to accurately forecast consumer demand, we may experience excess inventory levels or a shortage of products available for sale. Any unsold inventory may have to be sold at a discount or discarded, potentially leading to losses. We cannot assure you that we will be able to sell surplus stock in a timely manner, or at all, which in turn may adversely affect our business, results of operations, cash flows and financial condition.

- 22. Our Drone Assembly business is working capital intensive. We may need to raise additional financing to meet working capital requirements in the future. If we are unable to mobilize enough working capital financing our business may be adversely impacted.**

Our Drone Assembly business requires significant amounts of working capital and a major portion of our working capital is utilized towards purchasing of components and employee benefit expenses. In our business, working capital is also required to finance the drones and their spares and stores. In the event we are unable to source the required amount of working capital, we might not be able to efficiently satisfy the demand of our clients in a timely manner or at all. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our products.

- 23. The current geographic concentration of our operations creates an exposure to local economies, regional downturns and severe weather or other catastrophic occurrences.**

The entirety of the Company's operations clustered in Haryana, which exposes the firm to regional vulnerabilities. Adverse changes and events that may impact our operations may include disruptions to infrastructure and services (such as supplies, transportation and utilities for our facilities), significant natural disasters and man-made incidents, political agitations and workforce disruptions, as well as changes in the general economic conditions, the regulatory environment and local government policies. In particular, incidents of fire, damage to, or inability to access, our facilities of our suppliers, or other issues preventing the normal operation of those facilities could hinder the distribution of our products. However, we may not be able to do so in a timely manner, or at all.

While we have not experienced any such disruptions in the past, we cannot assure you that we will be able to effectively manage any potential losses arising from any such events, which may adversely affect our business, cash flows, financial condition and results of operations. Any inability to obtain sufficient quantities of raw material of the requisite quality in a timely manner and at acceptable prices, or a slowdown, shutdown or disruption in such third parties' operations and performance, could adversely affect our business, cash flows, results of operations and financial condition.

- 24. There are certain pending legal proceedings involving our Company as well as the Promoters and Directors of our Company. Any adverse outcome on such proceedings may affect our business, financial condition and reputation.**

There are outstanding legal proceedings against our Company and Directors, which are pending at various levels of adjudication before various courts, tribunals and other authorities. The summary of outstanding matters set out below includes details of the above proceedings.

Particulars	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (₹)
<b>Company</b>	<b>By</b>	1	1	-	-	32.25
	<b>Against</b>	-	-	-	-	-
<b>Promoter</b>	<b>By</b>	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-
<b>Group Companies/Entities</b>	<b>By</b>	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-
<b>Directors other than promoters</b>	<b>By</b>	-	-	-	-	-
	<b>Against</b>	-	-	-	-	-

For further details, please refer to chapter titled “**Outstanding Litigations & Material Developments**” on page 212 of this Draft Red Herring Prospectus.

**25. *Inability to protect our intellectual property or any dispute relating to our intellectual property may debilitate our position vis-à-vis our competitors as well as our stakeholders.***

As on the date of this Draft Red Herring Prospectus we have several applications pending for registration of IPR (Intellectual Property Rights) with the concerned authorities.

We may not be able to adequately protect our intellectual property, which may result in the inability to prevent our competitors from developing, using or commercializing products that are functionally equivalent or similar to our products. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights.

We do not own any trademark for our brands as on the date of Draft Red Herring Prospectus. As such, we do not enjoy the statutory protections accorded to a registered trademark as on date. There can be no assurance that we will be able to register the trademark and the logo in future or that, third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our trademark in future by our Company will be granted by the relevant authorities in a timely manner or at all.

The protection of our intellectual property rights may require the expenditure of financial, managerial and operational resources. We rely on a combination of laws and regulations, confidentiality of information and contractual restrictions to protect our intellectual property. Despite our efforts to protect and enforce our proprietary rights, unauthorized parties may in the future use, our trademarks or similar trademarks, copy aspects of our website images, features, compilation and functionality or obtain and use information that we consider as proprietary, such as trade secrets.

We do not have comprehensive registered protection for all of our brands in all jurisdictions in which we operate or plan to operate. We may therefore not be able to prevent our competitors from developing, using or commercializing products that are functionally equivalent or similar to our products. This may lead to reduction in sales of some of our products.

Additionally, the process of obtaining intellectual property protection is expensive and time-consuming, and the amount of compensation for damages can be limited. Even if issued, patents or trademarks may not adequately protect our intellectual property, as the legal standards relating to the validity, enforceability and scope of protection of patent, trademark and other intellectual property rights are applied on a case-by-case basis and it is generally difficult to predict the results of any litigation relating to such matters. Any litigation, whether or not it is resolved in our favour, could result in significant expense to us and divert the efforts of our technical and management personnel, which may adversely affect our business, financial condition, cash flows and results of operations.

For further details, please refer to chapter titled “**Government and Other Approvals**” beginning on page 216 of the Draft Red Herring Prospectus.

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

We have provided security in respect of loans / facilities availed by us from banks by creating a charge over our movable properties. The total amounts outstanding and payable by us as secured loans were Rs.269.19 Lakhs as on June 30, 2023. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further details of secured loans of our Company, please refer the chapter titled “**Statement of Financial Indebtedness**” on page 203 of this Draft Red Herring Prospectus.

**27. *Our operations are heavily dependent upon the managerial skills, acumen and strategic vision of our Promoters and hence our future growth and profitability may be impacted by the departure of any or all of our Promoter***

We rely heavily on the services of our Promoters and Key Managerial Personnel (KMP) for our operational and strategic activities across our business lines. We cannot assure you that we will be able to retain our promoters or key managerial personnel and any loss of service could seriously impair the ability to continue to manage and expand the business efficiently. In addition, we could incur additional expenses and need to devote significant time and resources to recruit and train replacement personnel, which could further disrupt our business and growth.

**28. *Our promoters and members of promoter group jointly will continue to have majority control over our Company which may allow them to determine the outcome of matters submitted to shareholders for approval.***

Upon completion of this Issue, our Promoters will collectively hold 3,58,69,390 Equity Shares constituting [●] % of the post issue paid up equity share capital of our Company and also continue to enjoy remuneration or benefits, reimbursements of expenses as approved by the Board. Consequently, Promoters will have the ability to exercise significant influence over all matters requiring shareholders’ approval. Accordingly, our Promoters will continue to retain significant control, including being

able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Individual Promoters will exercise their rights as shareholders to the benefit and best interests of our Company.

**29. *Our insurance policy may not be adequate to cover all the losses which a business could incur. Any inability to maintain adequate cover from material adverse incidents may adversely affect our operation and profitability.***

We have obtained a number of insurance policies in connection with our operations as given in chapter titled “**Our Business**” on page 93. While we are of the opinion that the insurance coverage which our Company maintains would be reasonably adequate to cover the normal risks associated with the operations of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Our Company’s insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

**30. *We have carried out Related Party Transactions in the past and may need to continue to do so in future which may involve potential conflicts of interest.***

Our Company has entered into few related party transactions with our Promoters, Directors, Promoter Group, Group companies/entities during the last three Financial Years. While our Company believes that all such transactions have been conducted on the arm’s length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation.

**31. *We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the issue proceeds may delay the implementation schedule.***

Our requirements for proposed funds for our expansion plan as described in the section titled “Objects of the Issue” is to be funded from the proceeds of this IPO. Other than this offering, we have not identified any alternate source of funding and any delay or failure to mobilize the required funding or any shortfall in the issue proceeds may delay the implementation schedule. Further, we cannot provide any assurance that we would be able to execute our plans/strategy within the given timeframe. For details, kindly refer to the chapter titled “**Objects of the Issue**” on page 58.

**32. *External shocks like the COVID-19 pandemic may have impact on our business and operations.***

In the past the Covid 19 pandemic has forced many countries including India to impose country-wide lockdowns, restrictions on travel and business operations including temporary closure of business. Further the pandemic has also been disruptive for the drone business because of derailments in the supply chain and shortage of components. Any future threat of a Covid-19 like situation cannot be ruled out and we cannot assure you that we shall be in a position to fully counter and/or address the effects of such an external shock to fully safeguard our business and operations.

**33. *We depend upon our relationships with our clients and other industry participants to source business.***

We generate projects through our relationship with government bodies and private institutions and other industry participants. Our failure to maintain these relationships, or to establish and capitalise on new relationships, could harm our business or prevent our business from growing, which could have a material adverse effect on our business, prospects, financial condition.

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

Our top ten (10) clients contributed to a majority of our revenue from operations based on Restated Financial Statements for the period ended June 30, 2023. In order to strengthen our business model, we need to widen our client network and diversify our exposure across more counterparties. If we are unable to generate sufficient sales leads through our marketing programmes or if our existing or new clients do not perceive our products/services to be of sufficiently high value and quality, we may not be able to achieve the envisaged growth rates in revenue and profitability.

In addition, our existing clients have no obligation to repeat contracts and/or award new projects to us. If we fail to achieve repetitive projects from existing clients or to add new clients, our operating results will suffer, and our revenue growth, cash flows and profitability may be materially and adversely affected.

**35. *If we are unable to attract new students for our Remote Pilot Training Organisation (RPTO), the growth of our business and cash flows will be adversely affected.***

To increase our revenue and cash flows from training, we must regularly add new students and organizations. If we are unable to add sufficient students and organizations through our community outreach programmes or if our students do not perceive our training to be of sufficiently high value and quality, we may not be able to increase revenue from training, our operating results would be adversely affected. If we fail to achieve our target students and organizations, our operating results will suffer, and our revenue growth, cash flows and profitability may be materially and adversely affected.

**36. *We may not be able to sustain effective implementation of our business and growth strategy.***

Our future performance will be contingent upon our timely and successful implementation of the business plan that we propose to finance through this Issue. Any disruption in the implementation schedule and/or any time or cost overrun in the implementation process may impair our ability to sustain our track record of consistent growth and profitability.

**37. *Our Company has issued Equity Shares within the last twelve months at a price that may be lower than the Issue Price.***

Our Company has issued Equity Shares within the last twelve months at a price that may be lower than the Issue Price proposed in this offering. Specifically, shares were issued to our Promoter, Mr. Deep, at a price of ₹50 per share as part of the conversion of a loan. The variance in share prices between the recent issuance and the proposed Issue Price could impact the perceived value of the shares being offered.

**38. *The average cost of acquisition of Equity Shares by our Promoters may be lower than the issue price.***

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price of the shares proposed to be offered through this Draft Red Herring Prospectus. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer to "*Capital Structure*" on page 47 of this Draft Red Herring Prospectus.

**39. *We have been unable to trace certain sanction letters issued to us by our lenders.***

Our management have encountered challenges in locating copies of certain sanction letters issued to them by specific lenders. As a result, we have been unable to obtain primary documentary evidence to independently verify the terms, conditions, and covenants of these borrowings. Consequently, neither we nor the Book Running Lead Manager have been able to independently verify these details in the absence of these sanction letters.

Furthermore, there can be no assurance that these sanction letters will be located in the future, if at all. Therefore, we cannot provide assurance that all or any of the information relating to the borrowings and associated terms in this Draft Red Herring Prospectus is complete, true, and accurate.

**40. *We have been unable to secure NOC from certain lender.***

As of the date of this Draft Red Herring Prospectus, we have encountered challenges in securing the necessary No Objection Certificate (NOC) for our Initial Public Offering from certain secured lenders. Specifically, these lenders have financed the automobile loans within our company. It may impact our ability to proceed with the offering and fulfill regulatory requirements. The absence of these NOCs may lead to delays or inability to proceed with the IPO and could affect the timing and success of the issue. There can be no assurance that we may be able to secure these NOCs in a timely manner or at all.

**41. *We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations financial condition, cash requirements, business prospects and any other financing arrangements.

Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof.

Accordingly, realization of a gain on shareholders' investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details regarding our dividend policy, please see "*Dividend Policy*" on page 126 of this Draft Red Herring Prospectus.

**42. *The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titled "Objects of the Issue".***

The fund requirement and deployment plan, as mentioned in the "*Objects of the Issue*" on page 58 of this Draft Red Herring Prospectus, is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

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

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above ₹10,000 Lakh. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the Audit Committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

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

**45. *The requirements of being a public listed company may strain our resources and impose additional requirements.***

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we were not required to incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations.

There can be no assurance that we will be able to satisfy our reporting obligations. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange, if any, could lead to imposition of penalties, including suspension of trading in shares of the Company.

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

We are exposed to counter party credit risk in the usual course of our business dealings with our clients or other counterparties who may delay or fail to make payments or perform their other contractual obligations. The financial condition of our clients, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions. We cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect the whole or any part of any overdue payments. Any material non-payment or non-performance by our clients, business partners, suppliers or other counterparties could affect our financial condition, results of operations and cash flows. For further details of

our business and clients, please see “Our Business” and “Management Discussion & Analysis of Financial Conditions and Result of Operation” of this Draft Red Herring Prospectus.

**47. *Our operations could be adversely affected by disputes with employees.***

While we believe we maintain good relationships with our workforce, there can be no assurance that the Company will not experience future disruptions to its operations due to disputes or other problems with its work force.

**48. *Interest rate fluctuations may adversely affect the Company's business.***

The Company may enter into certain borrowing arrangements to finance its capital requirements in the ordinary course of business for general working capital purposes. In the event interest rates increase, the Company's costs of borrowing will increase, and its profitability and results of operations may be adversely affected.

**49. *Our inability to establish internal control systems could cause operational errors which may adversely affect our business.***

A critical piece of our growth strategy is to develop and maintain streamlined internal systems and processes in order to enhance efficiency and profitability. While we are constantly focused on optimizing our internal controls, any possible lapse in our control mechanism may lead to errors and anomalies that may impact our operations.

**50. *Industry information included in this Draft Red Herring Prospectus has been derived from an industry report from various websites. Reliance on the forecasts of the reports could be incorrect and would significantly impact our operations.***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics.

Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of Equity Shares in an Indian Company are generally taxable in India. Any gain realized on the sale of listed Equity Shares on a stock exchange held for more than 12 months shall be subject to capital gains tax in India at 10% of such capital gain exceeding ₹ 1 lakh if Securities Transaction Tax (STT) has been paid on both acquisition and transfer of such shares. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realised on the sale of Equity Shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. However, 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. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India. For more details, please refer to the section entitled “Statement of Tax Benefits”.

## **ISSUE RELATED RISK FACTORS**

**52. *We cannot assure you that our equity shares will be listed on the NSE EMERGE in a timely manner or at all, which may restrict your ability to dispose of the equity shares.***

Though we shall make best of our efforts to comply with all applicable regulatory, financial and operational requirements for getting the equity shares proposed to be offered through this Draft Red Herring Prospectus listed on NSE EMERGE platform in a time bound manner, yet on account of any change in applicable laws, economic conditions and/or any other reason/s beyond our control, the said shares may not get listed on the EMERGE Platform of National Stock Exchange of India Limited in a timely manner or at all, which may restrict your ability to dispose of the equity shares. However, even in such circumstances, the Company shall stay fully committed to pay such interest and/or refund the full application amount, as may be required in accordance with the applicable regulatory directives.

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

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

**54. *After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.***

After listing permission and trading permission of equity shares have been granted, the price of the shares shall be driven by free market forces. The market price of a company's share is determined by the forces of supply and demand in the stock market. These forces are influenced by a variety of factors, including the company's financial performance, industry trends, economic conditions, and investor sentiment.

When a company issues equity shares, it sets an issue price based on various factors such as the company's valuation, the prevailing market conditions, and the demand for its shares. However, the issue price is not necessarily indicative of the market price of the shares after the issue.

Once the shares are listed on the stock exchange, their price is determined by the forces of supply and demand in the market. If there is strong demand for the shares, the price may rise above the issue price, and if there is weak demand, the price may fall below the issue price.

Therefore, while the issue price of equity shares provides a starting point for the company's valuation, it is not necessarily a reliable indicator of the market price of the shares after the issue. Investors should carefully evaluate all relevant factors and information before making investment decisions in the stock market.

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

Following the Issue, we will be subject to a daily "circuit breaker" imposed by the Stock Exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

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

The Issue Price of our Equity Shares has been determined by Book Built method. This price is being based on numerous factors (For further information, please see the section "Basis for Issue Price" of this Draft Red Herring Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

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

**57. *Holder 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, a company constituted through 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 in which the investors are located 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-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

## **EXTERNAL RISK FACTORS**

### **58. *Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.***

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

### **59. *Any adverse change or downgrade in the Sovereign Ratings of India may adversely affect our business, results of operations and cash flows.***

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

### **60. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

### **61. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.***

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

### **62. *Natural calamities like epidemics, pandemic, or fire, war, terrorist attacks, civil riots or other events could materially and adversely affect our business.***

Natural disasters (earthquakes, floods, etc.), epidemics, pandemics, war, terrorist attacks and other events, which are beyond our control, may lead to economic instability, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations could also be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property. We cannot assure you that there will not be any such accidents in the future thereby causing an adverse effect. We cannot assure you that there will not be any such accidents in the future thereby causing an adverse effect on our business and operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

### **63. *If there is any change in laws or regulations, or their interpretation, such changes may significantly affect our financial statements or affect our conduct of operation.***

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the tax rate (on gross basis) for Indian companies. Any such future amendments may affect our

ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

The Finance Act, 2020 (“Finance Act”), has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime. For instance, dividend distribution tax (“DDT”) will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely to be subject to tax deduction at source.

Further, the Government of India has introduced the Finance Bill, 2023, in the Union Budget for Fiscal 2024. The Finance Bill, 2023 proposes various amendments to taxation laws in India. As such, there is no certainty on the impact that the Finance Bill, 2023 may have on our business and operations or on the industry in which we operate. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

**64. *The Indian tax regime is currently undergoing substantial changes which could adversely affect our business.***

The goods and service tax (“GST”) that has been implemented with effect from July 1, 2017 combines taxes and levies by the GoI and state governments into a unified rate structure, and replaces indirect taxes on goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the GoI and state governments.

As regards the General Anti-Avoidance Rules (“GAAR”), The general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18. The GAAR provisions intend to declare an arrangement as an “impermissible avoidance arrangement”, if the main purpose or one of the main purposes of such arrangement is to obtain a tax benefit, and satisfies at least one of the following tests (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm’s length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, that is not ordinarily engaged for bona fide purposes. If GAAR provisions are invoked, the tax authorities will have wider powers, including denial of tax benefit or a benefit under a tax treaty. In the absence of any precedents on the subject, the application of these provisions is uncertain. As the taxation regime in India is undergoing a significant overhaul, its consequent effects on economy cannot be determined at present and there can be no assurance that such effects would not adversely affect our business, future financial performance and the trading price of the Equity Shares.

**65. *Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging Asian market countries. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. In recent times, the Indian financial markets had been negatively affected by the volatility in global financial market, including on account of certain European nations’ debt troubles and move to break away by the United Kingdom from the European Union. Although, economic conditions are different in each country, investors’ reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar owing to, amongst other, the announcements by the U.S. government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur and could harm our business, future financial performance and the prices of the Equity Shares.

**66. *A significant change in the Government of India’s economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.***

The Government of India has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Unfavourable government policies including those relating to the internet and e-commerce, consumer protection and data-privacy, could adversely affect business and economic conditions in India, and could also affect our ability to implement our strategy and our future financial performance. Since 1991, successive governments, including coalition governments, have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. However, the members of the Government of India and the composition of the

coalition in power are subject to change. As a result, it is difficult to predict the economic policies that will be pursued by the Government of India. For example, there may be an increasing number of laws and regulations pertaining to the internet and e-commerce, which may relate to liability for information retrieved from or transmitted over the internet or mobile networks, user privacy, content restrictions and the quality of services and products sold or provided through the internet. The rate of economic liberalization could change and specific laws and policies affecting the financial services industry, foreign investment, currency exchange and other matters affecting investment in our securities could change as well.

Any significant change in India's economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.

**67. *The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.***

While rapid strides are being made in developing India's physical infrastructure there are still gaps that need to be addressed. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

*This space has been left blank intentionally*

## SECTION IV – INTRODUCTION

### THE ISSUE

The Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on September 25, 2023 and by our Shareholders pursuant to a resolution passed at the EGM held on September 30, 2023 pursuant to Section 62(1)(c) of the Companies Act, 2013. This Issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to the section titled ‘Issue Structure’ beginning on page 256 of this Draft Red Herring Prospectus.

Particulars	Details
Issue of Equity Shares by our Company*	Up to 2,07,32,000 Equity Shares of face value of ₹2/- each fully paid-up for cash at price of ₹ [●]/- per Equity Share aggregating to ₹[●] Lakh.
<b>Of which:</b>	
Issue Reserved for Market Maker	Up to [●] Equity Shares of face value of ₹2/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
Net Issue to the Public	Up to [●] Equity Shares of face value of ₹2/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
<b>Of which:</b>	
Allocation to Qualified Institutional Buyers (Not more than 50% of Net Issue to public)	Not more than [●] Equity Shares of face value of ₹2/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹ [●] Lakh.
<b>Of which:</b>	
Anchor Investors	Up to [●] Equity Shares of face value of ₹2/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹[●] Lakh.
Net QIB Portion (Assuming Anchor allocation portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹2/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
<b>Of which:</b>	
Available for allocation to Mutual Funds only (5% of the QIB portion excluding Anchor Investor Portion)	Up to [●] Equity Shares of face value of ₹2/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakh.
Balance QIB Portion for all QIBs including mutual Funds	Up to [●] Equity Shares of face value of ₹2/- each fully paid-up for cash at price of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakh.
Allocation to Non-Institutional Investors (Not less than 15% of Net Issue to public)	Atleast [●] Equity Shares of face value of ₹2/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹ [●] Lakh.
Allocation to Retail Individual Investors (Not less than 35% of Net Issue to public)	Atleast [●] Equity Shares of face value of ₹2/- each fully paid-up for cash at price of ₹ [●]/- per Equity Share aggregating to ₹ [●] Lakh.
<b>Pre-and Post-Issue Equity Shares:</b>	
Equity Shares outstanding prior to the Issue	4,83,75,000 Equity Shares of ₹2/- each
Equity Shares outstanding after the Issue	[●] Equity Shares of ₹2/- each

<b>Use of Issue Proceeds</b>	For further details please refer to “ <i>Objects of the Issue</i> ” beginning on page 58 of this Draft Red Herring Prospectus for information on use of Issue Proceed.
------------------------------	--

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

- The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
- In the event of oversubscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.
- 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
- Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- Our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI Regulation. 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. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.

*This space has been left blank intentionally*

**SUMMARY OF FINANCIAL INFORMATION**

**Restated Consolidated Statement of Assets and Liabilities**

*(All amounts are ₹ in lacs unless otherwise stated)*

Particulars	Annexure	As at	
		June 30, 2023	March 31, 2023
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	3	967.50	387.00
Reserves and surplus	4	382.64	729.29
		<b>1,350.14</b>	<b>1,116.29</b>
Minority Interest	5	10.09	11.87
		<b>1,360.23</b>	<b>1,128.16</b>
<b>Non-current liabilities</b>			
Long-term borrowings	6	96.01	71.66
Other long term liabilities	7	704.00	524.00
Long term provisions	8	8.75	14.49
		<b>808.76</b>	<b>610.15</b>
<b>Current liabilities</b>			
Short-term borrowings	9	190.69	123.30
Trade payables	10		
- dues of micro enterprises and small enterprises		-	-
- dues of creditors other than micro enterprises and small enterprises		968.32	772.17
Other current liabilities	11	367.80	298.48
Short-term provisions	12	141.36	57.52
		<b>1,668.17</b>	<b>1,251.47</b>
<b>Total Equity and Liabilities</b>		<b>3,837.16</b>	<b>2,989.78</b>
<b>Assets</b>			
<b>Non current assets</b>			
Property, plant and equipment	13	484.13	434.84
Intangible Assets	14	0.62	0.72
Non current investment	15	69.38	70.25
Deferred tax assets (net)	16	9.55	12.34
Long-term loans and advances	17	184.45	232.66
Other Non-current assets	18	35.26	35.26
		<b>783.39</b>	<b>786.07</b>
<b>Current assets</b>			
Trade receivables	19	2,398.08	1,747.27
Cash and cash equivalents	20	33.44	92.79
Short-term loans and advances	21	543.90	310.24
Other current assets	22	78.35	53.41
		<b>3,053.77</b>	<b>2,203.71</b>
<b>Total Assets</b>		<b>3,837.16</b>	<b>2,989.78</b>

## Restated Consolidated Statement of Profit and Loss

( All amounts are ₹ in lacs unless otherwise stated)

Particulars	Annexure	Period/Year ended	
		June 30, 2023	March 31, 2023
<b>Income</b>			
Revenue from operations	23	948.33	2,144.99
Other income	24	13.46	57.03
<b>Total Income</b>		<b>961.79</b>	<b>2,202.02</b>
<b>Expenses</b>			
Purchase of traded goods	25	35.42	2.44
Cost of Services	26	316.66	825.26
Employee benefits expenses	27	93.80	320.57
Finance costs	28	7.39	55.15
Depreciation and amortisation expenses	29	35.22	114.00
Other expenses	30	150.02	224.39
<b>Total Expenses</b>		<b>638.51</b>	<b>1,541.81</b>
<b>Restated Profit before tax and minority interest</b>		<b>323.28</b>	<b>660.21</b>
<b>Tax expense</b>			
- Current tax		88.56	195.95
- Deferred tax		2.65	(17.05)
<b>Total tax expense</b>		<b>91.21</b>	<b>178.90</b>
<b>Restated Profit after tax before minority interest</b>		<b>232.07</b>	<b>481.31</b>
<b>Share of minority in profit</b>		<b>(1.78)</b>	<b>-</b>
<b>Restated Profit after tax</b>		<b>233.85</b>	<b>481.31</b>
<b>Earnings per equity share</b>			
- Basic & diluted earning per share	31	2.42	12.80

## Restated Consolidated Cash Flow Statement

(All amounts are ₹ in lacs unless otherwise stated)

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023
<b>A. Cash flow from operating activities</b>		
Net profit before tax	316.50	631.94
Adjustments for:		
Depreciation and amortisation expense	34.36	112.83
Depreciation on investment property	0.86	1.17
Finance cost	5.37	44.49
Minority interest	(1.78)	-
Gratuity expenses	-	6.07
Provision for doubtful advances	-	8.82
<b>Operating profit before working capital changes</b>	<b>355.31</b>	<b>805.32</b>
<b>Adjustments for (increase)/decrease in operating assets</b>		
Trade receivables	(650.81)	(711.30)
Other current assets	(24.94)	19.48
Loans and advances	(254.51)	(124.22)
<b>Adjustments for increase/(decrease) in operating liabilities</b>		
Trade payables	196.15	232.89
Provisions	79.88	50.87
Other current liabilities	69.32	148.33
Other long term liabilities	180.00	374.33
<b>Net Cash generated/(used in) from operating activities</b>	<b>(49.60)</b>	<b>795.70</b>
Less: Taxes paid	(88.42)	(163.37)
<b>Net Cash generated/(used in) from operating activities</b>	<b>(138.02)</b>	<b>632.33</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant & equipment	(35.34)	(313.02)
Intangible Assets	-	(1.96)
Goodwill	-	-
Sale/(Purchase) of investments(net)	0.01	(0.00)
Decrease/(Increase) in Term deposit	-	27.77
Inter corporate loan	20.85	(55.74)
Rental income	6.78	30.51
Interest income	-	3.85
<b>Net cash (used in) investing activities</b>	<b>(7.70)</b>	<b>(308.59)</b>
<b>C. Cash flow from financing activities</b>		
Issue of share capital	-	12.00
Increase in securities premium	-	48.00
Proceeds from/(repayment of) borrowings	91.74	(264.33)
Finance cost	(5.37)	(44.49)
<b>Net cash generated from/(used in) financing activities</b>	<b>86.37</b>	<b>(248.82)</b>
<b>Net increase in cash and cash equivalent (A+B+C)</b>	<b>(59.35)</b>	<b>74.92</b>
Cash and cash equivalents at the beginning of the year	92.79	17.87
<b>Cash and cash equivalents at end of the year</b>	<b>33.44</b>	<b>92.79</b>

## GENERAL INFORMATION

<b>Registered Office</b>	<b>84-85 Chakkarpur, Gurugram, Haryana 122002.</b> <b>Tel: 18001235414; Fax: NA</b> <b>E-mail: <a href="mailto:info@avplinternational.com">info@avplinternational.com</a></b> <b>Website: <a href="https://avplinternational.com">https://avplinternational.com</a></b>
<b>Date of Incorporation</b>	21 December, 2016
<b>CIN</b>	U01611HR2016PLC066758
<b>Company Category</b>	Company Limited by Shares
<b>Registrar of Companies</b>	Registrar of Companies, Delhi & Haryana 4 <sup>th</sup> Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019 Tel No.: 011-26235703 Email: <a href="mailto:roc.delhi@mca.gov.in">roc.delhi@mca.gov.in</a> Website: <a href="http://www.mca.gov.in">www.mca.gov.in</a>
<b>Company Secretary and Compliance Officer</b>	Mohammad Bilal 84-85 Chakkarpur, Gurugram, Haryana 122002 Tel: 18001235414; E-mail: <a href="mailto:cs@avplinternational.com">cs@avplinternational.com</a>
<b>Chief Executive Officer</b>	Himanshu Sharma 84-85 Chakkarpur, Gurugram, Haryana 122002 Tel: 18001235414; E-mail: <a href="mailto:ceo@avplinternational.com">ceo@avplinternational.com</a>
<b>Chief Financial Officer</b>	Suresh Gupta 84-85 Chakkarpur, Gurugram, Haryana 122002 Tel: 18001235414; E-mail: <a href="mailto:cfo@avplinternational.com">cfo@avplinternational.com</a>
<b>Designated Stock Exchange</b>	EMERGE Platform of National Stock Exchange of India Limited Address: Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex Bandra (East), Mumbai – 400051
<b>Bid/Issue Programme</b>	Anchor Investor Bidding Date: [●] Bid/Issue Opens on: [●] Bid/Issue Closes on: [●]

**Note:** Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.

**DETAILS OF INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY**

<b>BOOK RUNNING LEAD MANAGER TO THE ISSUE</b>	
<p><b>SKI CAPITAL SERVICES LIMITED</b>                  SEBI Registration No.: INM000012768                  Address: 718, Dr Joshi Road, Karol Bagh, New Delhi- 110005                  Telephone No.: +91-011-41189899                  Email: avlipo@skicapital.net                  Website: https://www.skicapital.net/                  Contact Person Name: Mr. Manick Wadhwa /Mr. Ghanisht Nagpal</p>	
<b>REGISTRAR TO THE ISSUE</b>	
<p><b>BIG SHARE SERVICES PRIVATE LIMITED</b>                  SEBI Registration No.: INR000001385                  Address : Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093                  Tel No: +91 -22-6263-8200;                  Email: ipo@bigshareonline.com                  Website: https://www.bigshareonline.com/                  Contact Person: Mr. Babu Raphael</p>	
<b>BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK</b>	
[•]	[•]
<b>ADVISORS OF THE COMPANY</b>	
<p><b>NEOMILE CORPORATE ADVISORY LIMITED</b>                  Address : Unit 215, C Wing, One BKC, Bandra Kurla Complex, Bandra (East), Mumbai - 400051                  Tel No: +91 -22-6239-8080;                  Email: info@neomilecapital.com                  Website: https://www.neomilecapital.com                  Contact Person: Mr. Kirtan Rupareliya</p>	
<b>MARKET MAKER</b>	
[•]	[•]
<b>STATUTORY &amp; PEER REVIEW AUDITORS OF THE COMPANY</b>	<b>SECRETARIAL ADVISOR TO THE ISSUE</b>
<p><b>NKSC &amp; Co., Chartered Accountants</b>                  Firm Registration No.: 020076N                  Address: 208, Vats Market (Shiva Market), Pitampura, Delhi-110034                  Tel. No: +91-011-43538598                  Fax No.: N.A.                  Email: priyank@valuesquare.co.in                  Website: www.valuesquare.co.in                  Contact Person: CA Priyank Goyal</p>	<p><b>Manthan Negandhi &amp; Co., Company Secretaries</b>                  Firm Registration Number: S2018MH640600                  Peer Review No.: 3229/2023                  Address: Office No.1218, Prasad Chambers, Opera House, Mumbai- 400004                  Mob: +91-9969296249                  Email: partner@mknco.in                  Contact person: CS Manthan Negandhi</p>
<b>LEGAL ADVISOR TO THE ISSUE</b>	<b>PRINCIPAL BANKERS OF THE COMPANY</b>
<p><b>M/s. Vakalat India, Advocates</b>                  Address: 305-A, D. Mall, 3rd floor, Netaji Subhash Place, New Delhi 110034                  Registration No. F/1564/1093/2011 (WB)                  DHCBM Membership no.: 25521/2022                  Mobile No: +91-9038090848                  Fax No.: NA</p>	<p><b>ICICI Bank Limited</b>                  Address: Office No. 11 Times Tower MG Road Gurgaon 122001                  Tel. No.: +91-9899015003                  Fax No.: NA                  Email: Harsh.chawla@icicibank.com                  Website: www.icicibank.com                  Contact Person: Harsh Chawla (BM)</p>

Website: www.vakalatindia.com Email Id: vakalatindia@gmail.com Contact Person: Mr. Kausik Chatterjee (Advocate)	
<b>SYNDICATE MEMBER</b>	
[●]	

#### DETAILS OF THE BOARD OF DIRECTORS OF OUR COMPANY

S. No.	Name of Director	DIN	Designation	Address
1	Mr. Deep	03223134	Managing Director	Flat Number 1202, Tower-07, Takshila Heights, Sector 37C, Gurgaon, Haryana-122001
2	Ms. Preet Sandhu	06923078	Executive Director	H. No. 33, Block No. 2 Sisai Bola (108) Hansi, Haryana - 125049
3	Mr. Tarun Panghal	08790185	Director (Non-Executive)	1453 Ground Floor Sector 20 B, Chandigarh-160020
4	Mr. Sanjay Kakra	03020884	Director (Non-Executive Independent Director)	F 908 Oberoi Splendor, JVLR Kalpataru Society Andheri East, Mumbai, Maharashtra-400093
5	Mr. Permender Kumar Malik	10287472	Director (Non-Executive Independent Director)	B 1206 Twin Towers, AWHO Phase 4, Prakash Hospital, Omega-1, Tugalpur, Gautam Buddha Nagar- 201310

For further details of our Directors, please refer chapter titled “Our Management” beginning on page 107 of this Draft Red Herring prospectus.

#### INVESTOR GRIEVANCES

*Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue, Big Share Services Private Limited and/or the Book Running Lead Manager, i.e., SKI Capital Services Limited, in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA, etc.*

*All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name of the Sole & first Applicant,, address of the applicant, Applicant DP ID, Client ID, PAN, ASBA Form, details of UPI ID(if applicable) number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs where the Application was submitted by the ASBA Applicants.*

*All grievances relating to the Anchor Investors may be addressed to the BRLM, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form.*

*For all Issue related queries and for redressal of complaints, Applicants may also write to the Book Running Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Book Running Lead Manager, who shall respond to the same.*

#### SELF-CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link: <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

#### REGISTERED BROKERS

Bidders can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone

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

### **REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS**

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, as updated from time to time.

### **COLLECTING DEPOSITORY PARTICIPANTS**

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

### **STATEMENT OF RESPONSIBILITY OF THE BOOK RUNNING LEAD MANAGER/STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES**

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

### **CREDIT RATING**

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

### **IPO GRADING**

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

### **EXPERT OPINION**

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

1. Our Company has received written consent dated September 11, 2023 from Peer Reviewed Auditor namely, **NKSC & Co., Chartered Accountants**, to include its name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated September 11, 2023 on our restated financial information; and (ii) its report dated September 11, 2023 on the statement of Special Tax Benefits in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.
2. Our Company has received a written consent dated October 20, 2023 from **M/s. Vakalat India, Advocates**, having registration number F/1564/1093/2011 (WB) to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the Legal Litigations being subsisting by the Company, against the Company, by the Promoters, against the Promoters, by the Directors and against the Directors of the Company.
3. Our Company has received a written consent dated October 21, 2023 from **Manthan Negandhi & Co., Company Secretaries**, having registration number S2018MH640600 to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the ROC and Secretarial Search Report Dated October 21, 2023.

### **DEBENTURE TRUSTEE**

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

### **APPRAISAL AND MONITORING AGENCY**

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹ 10,000 Lakh. Since the Issue size is below ₹ 10,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

### **BOOK BUILDING PROCESS**

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and in Regional newspaper where our registered office is situated at least two working days prior to the

Bid/Issue Opening date. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager in this case being SKI Capital Services Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with NSE and eligible to act as Underwriters The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue;
- The Escrow Collection Banks/ Bankers to the Issue and
- The Designated Intermediaries and Sponsor bank

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

The Issue is being made through the Book Building Process wherein 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB portion to Anchor Investors on a discretionary basis in accordance with SEBI (ICDR) Regulation ("The Anchor Investor Portion) , out of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor 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. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price.

Further, not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

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

All Bidders, other than Anchor Investors are mandatorily required to use the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

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

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled "**Issue Procedure**" beginning on page 233 of the Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled "**Issue Procedure**" on page 233 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the 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 investor

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

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

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

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 233 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;

#### Bid/Issue Program:

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

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

\*\*Our Company and the Selling Shareholders, in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

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

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

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

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

### UNDERWRITING AGREEMENT

Our Company and BRLM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters 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:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative no. of Equity Shares to be Underwritten	Amount Underwritten (₹ In Lakh)	% of the Total Issue Underwritten	Size
[●]	[●]	[●]	100%	

In the opinion of our Board of Directors of the Company, the resources of the abovementioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

### FILING OF PROSPECTUS

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Draft Red Herring Prospectus shall be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in> and pursuant to Regulation 246(2), the Board shall not be issuing observation.

Further, in accordance with Regulation 246(1) a copy of the Red Herring Prospectus along with the other documents, shall also be filed with the RoC, Delhi & Haryana under Section 32 of the Companies Act, 2013.

### CHANGE IN THE AUDITOR DURING LAST 3 YEARS

Except as provided below, Company has not changed auditor during last 3 years:

Year	Outgoing Auditor	Incoming Auditor	Reason
2023	P R P A & COMPANY LLP FRN-N500344 Address-342, Ram Nagar, Krishna Nagar, Delhi-110051 Date of Appointment-31/12/2020	NKSC & Co. FRN- 020076N Address- 208 Vats Market (Shiva Market), Pitampura, Delhi- 110034 Date of Appointment- 05/07/2023	Due to preoccupancy.

### WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform NSE EMERGE 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 Prospectus.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the BRLM have entered into a tripartite agreement dated [●] with [●] the Market Maker for this Issue, duly registered with NSE EMERGE to fulfill the obligations of Market Making:

<b>Name:</b>	[●]
<b>SEBI Registration No.:</b>	[●]
<b>NSE SME Registration No.:</b>	[●]
<b>Address:</b>	[●]
<b>Telephone No.:</b>	[●]
<b>Website:</b>	[●]
<b>Email ID:</b>	[●]
<b>Contact Person:</b>	[●]

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) 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 Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of National Stock Exchange of India Limited and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors
6. On the first day of the listing, there will be pre-opening session (call auction) and thereafter 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.
7. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. 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.

The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). 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 BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further, our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

9. Risk containment measures and monitoring for Market Makers: Emerge Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
10. Punitive Action in case of default by Market Maker: Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, 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(s) 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. 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 Makers from time to time.
11. 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:

- (i) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- (ii) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

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

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

*The trading shall take place in TFT (Trade for Trade) 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.*

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus is set forth below:

S.No.	Particulars	Amount (₹ in Lakhs)	
		Aggregate nominal value	Aggregate value at Issue Price
A.	<b>Authorised Share Capital</b>		
	10,00,00,000 Equity Shares of ₹2/- each	2000.00	[●]
B.	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	4,83,75,000 Equity Shares of ₹2/- each	967.50	[●]
C.	<b>Present Issue in terms of the Draft Red Herring Prospectus</b>		
	Issue of up to 2,07,32,000 Equity Shares of Face Value ₹2/- each at a Price of ₹ [●]/-per Equity Share	Up to [●]	[●]
D.	<b>Issued, Subscribed and Paid-up Share Capital after the Issue [●] Equity Shares of ₹ 2/- each</b>		[●]
E.	<b>Securities Premium Account</b>		
	Before the Issue	48.00	
	After the Issue		[●]

### CLASS OF SHARES

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

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Details of increase in Authorised Share Capital:

Since the incorporation of our Company, the Authorised share capital of our Company has been altered in the manner set forth below:

S.No.	Details of Increase in Authorized Share Capital	Effective Date
1	Increase in authorized capital from INR 1,00,000/- to INR 5,00,00,000/-	05-11-2018
2	Increase in authorized capital from INR 5,00,00,000/- to INR 10,00,00,000/-	26-06-2023
3	Increase in authorized capital from INR 10,00,00,000/- to INR 20,00,00,000/-	05-07-2023

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

Date of Allotment	No. of Equity Shares allotted	Face Value (INR)	Issue Price (INR)	Nature of Consideration	Nature of Allotment	Paid Up value (INR)	Securities Premium (INR)	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (INR)	Cumulative Securities Premium (INR)
-------------------	-------------------------------	------------------	-------------------	-------------------------	---------------------	---------------------	--------------------------	---------------------------------	--	-------------------------------------

21-12-2016	10,000	10/-	10/-	Cash	Initial Capital (i)	10/-	-	10,000	1,00,000/-	0
15-12-2018	9,90,000	10/-	10/-	Cash	Rights basis (ii)	10/-	-	9,90,000	1,00,00,000/-	0
28-01-2019	10,00,000	10/-	10/-	Cash	Rights basis(iii)	10/-	-	10,00,000	2,00,00,000/-	0
25-03-2020	17,50,000	10/-	10/-	Cash	Rights basis(iv)	10/-	-	17,50,000	3,75,00,000/-	0
28-02-2023	1,20,000	10/-	50/-	None	Conversion of Loan(v)	10/-	40/-	1,20,000	3,87,00,000/-	48,00,000/-
28-06-2023	58,05,000	10/-	Nil	None	Bonus(vi)	10/-	-	58,05,000	9,67,50,000/-	48,00,000/-

Notes:

Initial Subscribers to the Memorandum of Association subscribed to Equity Shares of Face Value of Rs. 10/- each, details of which are given below:

S. No.	Name of the Subscribers	Number of Equity Shares of Face Value ₹10 each allotted
1.	Mr. Deep	5,000
2.	Ms. Preet Sandhu (Formerly Known as Bhupinder Pal Kaur)	5,000
	Total	10,000

Allotment on Rights issue basis of 9,90,000 equity shares to the following Shareholders on 15-12-2018:

S. No	Name of the Allottee	Number of Equity Shares of Face Value ₹10 each allotted
1.	Mr. Deep	4,95,000
2.	Ms. Preet Sandhu (Formerly Known as Bhupinder Pal Kaur)	1,98,000
3.	M/s. All India Technical Management Council	1,98,000
4.	Ms. Seema Devi	99,000

Allotment on Rights issue basis of 10,00,000 equity shares to the following Shareholders on 28-01-2019:

S. No	Name of the Allottee	Number of Equity Shares of Face Value ₹10 each allotted
1.	Mr. Deep	5,00,000
2.	Ms. Preet Sandhu (Formerly Known as Bhupinder Pal Kaur)	2,00,000
3.	M/s. All India Technical Management Council	2,00,000
4.	Ms. Seema Devi	1,00,000

Allotment on Rights issue basis of 17,50,000 equity shares to the following Shareholders on 25-03-2020:

S. No	Name of the Allottee	Number of Equity Shares of Face Value ₹10 each allotted
1.	Mr. Deep	9,25,000
2.	Ms. Preet Sandhu (Formerly Known as Bhupinder Pal Kaur)	3,37,500
3.	Mr. Abhimanyu	1,12,500
4.	Mr. Kulbir Singh	1,50,000
5.	Ms. Nisha Sahran	2,25,000

Fresh Allotment of 1,20,000 equity shares on account of Conversion of loan to the following allottees on 28-02-23:

S. No.	Name of the Allottee	Number of Equity Shares of Face Value ₹10 each allotted
1.	Mr. Deep	38,000
2.	M/s. Deep Sons and HUF	82,000

Bonus issue of 58,05,000 equity shares to the following allottees on 28-06-2023:

S. No.	Name of the Allottee	Number of Equity Shares of Face Value ₹10 each allotted
	Mr. Deep	28,08,402
	Ms. Preet Sandhu	8,58,425
	Ms. Nisha Saharan	6,37,500
	Mr. Vivek Raheja	29,025
	Ms. Deepika Chowdhary	29,025
	M/s. KK Khandelwal HUF	1,23,000
	Ms. Avantika Kumar	1,02,794
	Mr. Tarun Panghal	2,47,825
	M/s. Crayons Advertising Limited	1,74,150
	Mr. Diwakar Bhagwati Gandhi	1,16,100
	Mr. Pratik Dilipkumar Shah	58,050
	Ms. Neha Chowdhary	57,732
	Mr. Raman Parkash Mangla	2,27,272
	Ms. Shivangi Munjal	3,35,700

#### Shareholding of the Promoters of our Company

As on the date of this Draft Red Herring Prospectus, our Promoter –Deep, Preet Sandhu and Nisha Saharan holds total 3,58,69,390 Equity Shares representing 74.16% of the pre-issue paid up share capital of our Company.

#### Details of build-up of shareholding of the Promoters

##### A. Deep

Date of Allotment /Acquisition /transaction and when made fully paid up	Nature (allotment/transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Cumulative number of equity shares	% of pre issue capital of Cumulative Shares
21-12-2016	Subscriber to MOA	5,000	10	10	50,000	5,000	0.05%
02-01-2017	Transfer to Ms Preet Sandhu	(1,000)	10	10	-10,000	4,000	0.04%
02-01-2017	Transfer to All India Technical Management Council	(2,000)	10	10	-20,000	2,000	0.02%
28-09-2018	Received from Ms Preet Sandhu	3,000	10	10	30,000	5,000	0.05%
15-12-2018	Right issue	4,95,000	10	10	49,50,000	5,00,000	5.17%
28-01-2019	Right issue	5,00,000	10	10	50,00,000	10,00,000	10.34%
31-12-2019	Received from Ms Preet Sandhu	4,00,000	10	10	40,00,000	14,00,000	14.47%
25-03-2020	Right issue	9,25,000	10	10	92,50,000	23,25,000	24.03%
08-08-2022	Transfer to Vivek Raheja	(19,350)	10	23	-4,45,050	23,05,650	23.83%
26-10-2022	Transfer to Deepika	(19,350)	10	23	-4,45,050	22,86,300	23.63%

28-02-2023	Conversion of loan to share	38,000	10	50	19,00,000	23,24,300	24.02%
26-04-2023	Transfer to Crayons Advertising Limited	(1,16,100)	10	33	-38,31,300	22,08,200	22.82%
26-04-2023	Transfer to Diwakar Gandhi	(77,400)	10	33	-25,54,200	21,30,800	22.02%
26-04-2023	Transfer to Prateek Shah	(38,700)	10	33	-12,77,100	20,92,100	21.62%
26-04-2023	Transfer to Neha Chawdhary	(38,488)	10	33	-12,70,104	20,53,612	21.23%
26-04-2023	Transfer to Raman Prakash Mangla	(1,51,515)	10	33	-49,99,995	19,02,097	19.66%
26-04-2023	Transfer to Avantika	(29,829)	10	33	-9,84,357	18,72,268	19.35%
28-06-2023	Bonus issue 1.5:1	28,08,402	10	0	-	46,80,670	48.38%
19-09-2023	Splitting of shares (one shares divided in five shares)	2,34,03,350	2	0	-	2,34,03,350	48.38%

#### B. Preet Sandhu

Date of Allotment /Acquisition /transaction and when made fully paid up	Nature (allotment/transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Cumulative number of equity shares	% of pre issue capital of Cumulative Shares
21-12-2016	Incorporation	5000	10	10	50000	5,000	0.05%
02-01-2017	Received from Deep	1000	10	10	10000	6,000	0.06%
28-09-2018	Transfer to Deep	-3000	10	10	-30000	3,000	0.03%
28-09-2018	Transfer to Seema Devi	-1000	10	10	-10000	2,000	0.02%
15-12-2018	Right issue	198000	10	10	1980000	2,00,000	2.07%
28-01-2019	Right issue	200000	10	10	2000000	4,00,000	4.13%
31-12-2019	Transfer to Deep	-400000	10	10	-4000000	-	0.00%
25-03-2020	Right issue	337500	10	10	3375000	3,37,500	3.49%
26-04-2023	Received from council	234783	10	33	7747839	5,72,283	5.92%
28-06-2023	Bonus issue 1.5:1	858425	10	0	-	14,30,708	14.79%
19-09-2023	Splitting of shares (one shares divided in five shares)	7153540	2	0	-	71,53,540	14.79%

#### C. Nisha Saharan

Date of Allotment /Acquisition /transaction and when made fully paid up	Nature (allotment/transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Cumulative number of equity shares	% of pre issue capital of Cumulative Shares
25-03-2020	Right issue	225000	10	10	2250000	225000	2.33%
26-04-2023	Seema Devi gifted	200000	10	-	-	425000	4.39%
28-06-2023	Bonus issue 1.5:1	637500	10	0	-	1062500	10.98%
19-09-2023	Splitting of shares (one shares divided in five shares)	5312500	2	0	-	5312500	10.98%

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. None of the Equity Shares held by our Promoters are under pledged

### 3. Our shareholding pattern

Category Code	Category of Shareholder	No of Share holder	No. of Fully paid-up Equity Shares Held	No. of Partly Paid-up Shares Held	No. of Underlying Depository Receipts	Total No of Shares Held	Shareholding as a % of total no. of shares (calculated as per SCRA, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of shares underlying Outstanding Convertible Securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) As a % of (A+B+C2)	No. of locked-in shares		No. of shares held or otherwise encumbered	Number of shares held in dematerialized form		
								No. of Voting Rights						No. (a)	As a % of shares held (b)			No. (a)	As a % of shares held (b)
								Class X	Class Y	Total	Total as a % of A+B+C								
I	II	III	IV	V	VI	VII=IV+V+VI	IX	IX				X	XI=VII+X	XII	XIII	XIV			
(A)	Promoters & promoter Group	3	3,58,69,390	-	-	3,58,69,390	74.16%	3,58,69,390	-	3,58,69,390	74.15%	-	74.15%	-	-	3,58,69,390			
(B)	Public	15	1,25,05,610	-	-	1,25,05,610	25.84%	1,25,05,610	-	1,25,05,610	25.85%	-	25.85%	-	-	1,25,05,610			
<b>I</b>	<b>Non-Promoter-Non-Public</b>																		
(1)	Shares underlying DRs	-	-	-	-	-													
(2)	Shares held by Employee Trusts	-	-	-	-	-													
	<b>Total</b>	<b>18</b>	<b>4,83,75,000</b>	<b>-</b>	<b>-</b>	<b>4,83,75,000</b>	<b>100%</b>	<b>4,83,75,000</b>	<b>-</b>	<b>4,83,75,000</b>	<b>100%</b>	<b>-</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>4,83,75,000</b>			

Note:

In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/ 05 /2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized.

PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.

4. As on the date of this Draft Red Herring Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.

5. Following are the details of the holding of securities of persons belonging to the category “Promoter and Promoter Group” before and after the Issue:

S. N.	Name of shareholder	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital*
<b>Promoters</b>					
1	Deep	2,34,03,350	48.38	2,34,03,350	[●]
2	Preet Sandhuu	71,53,540	14.79	71,53,540	[●]
3	Nisha Saharan	53,12,500	10.98	53,12,500	[●]
<b>Total – A</b>		<b>3,58,69,390</b>	<b>74.16</b>	<b>3,58,69,390</b>	<b>[●]</b>
<b>Promoter Group (B) : NIL</b>					
<b>Total-B</b>		-	-	-	-
<b>Grand Total (A+B)</b>		<b>3,58,69,390</b>	<b>74.15</b>	<b>3,58,69,390</b>	<b>[●]</b>

\*Subject to finalisation of basis of allotment.

6. The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
Deep	2,34,03,350	0.40
Preet Sandhuu	71,53,540	1.55
Nisha Saharan	53,12,500	0.42

#### 7. Details of Major Shareholders :

(A) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of this Draft Red Herring Prospectus:

S. N.	Name of Shareholders	No. of Equity Shares Held*	% of Paid-up Capital **
1	Pratik Dilipkumar Shah	483750	1.00
2	Nisha Saharan	5312500	10.98
3	Deep	23403350	48.38
4	Preet Sandhuu	7153540	14.79
5	Tarun Panghal	2065210	4.27
6	Shivangi Munjal	2797500	5.78
7	K K Khandelwal Huf .	1025000	2.12
8	Raman Prakash Mangla	1893935	3.92
9	Avantika Kumar	856615	1.77
10	Diwakar Bhagwati Gandhi	767500	1.59
11	Crayons Advertising Limited	1451250	3.00

(B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Draft Red Herring Prospectus:

S. N.	Name of Shareholders	No. of Equity Shares Held*	% of Paid-up Capital **
1	Avantika Kumar	856615	1.77
2	Diwakar Bhagwati Gandhi	967500	2.00
3	Crayons Advertising Limited	1451250	3.00
4	Pratik Dilipkumar Shah	483750	1.00
5	Nisha Saharan	5312500	10.98
6	Deep	23403350	48.38
7	Preet Sandhuu	7153540	14.79
8	Tarun Panghal	2065210	4.27
9	Shivangi Munjal	2797500	5.78
10	KK Khandelwal HUF	1025000	2.12
11	Raman Prakash Mangla	1893935	3.92

(C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of this Draft Red Herring Prospectus:

S. N.	Name of Shareholders	No. of Equity Shares Held*	% of Paid-up Capital **
1	Deep	23,05,650	61.48
2	Preet Sandhuu	3,37,500	9.00
3	Seema Devi	6,00,000	16.00
5	Abhimanyu	2,62,500	7.00
6	Nisha Saharan	2,25,000	6.00

(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of this Draft Red Herring Prospectus:

S. N.	Name of Shareholders	No. of Equity Shares Held*	% of Paid-up Capital **
1	Deep	23,25,000	62.00%
2	Seema Devi	6,00,000	16.00%
3	Preet Sandhuu	3,37,500	9.00%
4	Nisha Saharan	2,25,000	6.00%
5	Kulbir Singh	1,50,000	4.00%
6	Abhimanyu	1,12,500	3.00%

\*The face value of the company of has changed from ₹10/- to ₹2/- on September 19, 2023

\*\* the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

8. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price, except as disclosed in this Draft Red Herring Prospectus.
9. 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 this Draft Red Herring Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
10. We have 18 (Eighteen) shareholders as on the date of filing of this Draft Red Herring Prospectus.
11. As on the date of this Draft Red Herring Prospectus, our Promoter and Promoter' Group hold a total 3,58,69,390 Equity Shares representing 74.16% of the pre-issue paid up share capital of our Company.
12. None of our Promoter, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during

the past six months immediately preceding the date of filing this Draft Red Herring Prospectus, except as below:

Date	Name of buyer	Face Value	No. of Shares	Name of seller
26-04-2023	Preet Sandhu	10	2,34,783	All India Technical Management Council
26-04-2023	Crayons Advertising Limited	10	1,16,100	Deep
26-04-2023	Diwakar Bhagwati Gandhi	10	77,400	Deep
26-04-2023	Pratik Dilipkumar Shah	10	38,700	Deep
26-04-2023	Neha Chowdhary	10	38,488	Deep
26-04-2023	Raman Prakash Mangla	10	1,51,515	Deep
26-04-2023	Avantika Kumar	10	29,829	Deep
26-04-2023	Shivangi Munjal	10	223800	Abhimanyu

13. The members of the Promoter' Group, our Directors and the relatives of our Directors have not financed the purchase by any other person of securities of our Company, during the six months immediately preceding the date of filing this Draft Red Herring Prospectus.

#### 14. Details of Promoter's Contribution locked in for 3 years:

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post-Issue Capital shall be considered as Promoter's Contribution.

Our Promoter has granted consent to include such number of Equity Shares held by them as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoter' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter' Contribution from the date of filing of this Draft Red Herring Prospectus until the completion of the lock-in period specified above.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoter' Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Issue, whichever is later.

*Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilised as stated in the offer document, is expected to commence.*

We further confirm that Minimum Promoter' Contribution of 20.00% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoter' Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018. The lock-in of the Minimum Promoter' Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of the Equity Shares held by our Promoter, which are locked in for a period of three years from the date of Allotment in the Issue are given below:

Name of Promoter	Date of Transaction when made fully paid-up	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/Acquisition Price per Equity Share (₹)	Percentage of post-Issue paid-up capital (%)	Lock in Period
[•]	[•]	[•]	[•]	[•]	[•]	[•]	3 Years
<b>Total</b>						<b>20.00%</b>	

The Equity Shares that are being locked in are not ineligible for computation of Promoter' contribution in terms of Regulation 237 of the SEBI ICDR Regulations. Equity Shares offered by the Promoter for the minimum Promoter' contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Public Issue.

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

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

#### Details of Promoter' Equity Shares locked-in for one year:

In addition to above Equity Shares that are locked-in for three years as the minimum Promoter' contribution, the balance of Promoter' pre-Issue Equity Share capital of our Company, shall be locked in for a period of one year from the date of Allotment in the Public Issue. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

#### Pledge of Locked in Equity Shares:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- In case of Minimum Promoter' Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by Promoter in excess of Minimum Promoter' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

#### **Transferability of Locked in Equity Shares:**

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

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

15. Our Company, our Promoters, our Directors and the BRLM to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.

16. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including Bonus Shares, at any point of time since Incorporation, except as follows:

S.No	Date of allotment	Number of Equity Shares	Nature of allotment
1.	28-06-2023	58,05,000	Bonus issue
	<b>Total</b>	58,05,000	-

17. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.

18. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

19. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

20. There are no safety net arrangements for this public Issue.

21. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

22. As per Regulation 268(2) of SEBI (ICDR) Regulations, 2018, an over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.

23. All the Equity Shares of our Company are fully paid up as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be allotted fully paid-up equity shares.

24. As per RBI regulations, OCBs are not allowed to participate in this Issue.

25. There is no Buyback, stand by, or similar arrangement by our Company / Promoters / Directors / BRLM for purchase of Equity Shares issued / offered through this Draft Red Herring Prospectus.

26. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.

27. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.

28. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLM and NSE.

29. The Issue is being made through Book Building Method.

30. BRLM to the Issue viz. SKI Capital Services Limited and its associates do not hold any Equity Shares of our Company.

31. Our Company has not raised any bridge loan against the proceeds of this Issue.
32. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
33. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
34. An Applicant cannot make an application for more than the number of Equity Shares being Issued through this Draft Red Herring Prospectus, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
35. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
36. Our Promoters and the members of our Promoter Group will not participate in this Issue.
37. Our Company has not made any public issue since its incorporation.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
39. For the details of transactions by our Company with our Promoter Group, Group Companies during periods ended on June 30, 2023, March 31, 2023, March 31, 2022 & March 31 2021 Fiscals, please refer to paragraph titled —Related Party Transaction in the chapter titled “Financial Information” beginning on page number 127 of this Draft Red Herring Prospectus.
40. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “Our Management” beginning on page number 107 of this Draft Red Herring Prospectus.

*This space has been left blank intentionally*

## OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the NSE EMERGE Platform.

### THE OBJECTS OF THE ISSUE ARE: -

1. Investment in of our Subsidiaries, namely, SPH Aviation Private Limited and Famer's City International Private Limited for funding new business initiatives;
2. Working Capital Requirements
3. General corporate purposes; and
4. To meet the Issue expenses.

(Collectively referred to as the "Objects")

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution.

### Fund Requirements:

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

Particulars	Amount (₹ In Lakh)
Gross Issue Proceeds*	[●]
Less: Issue Expenses	[●]
<b>Net Issue Proceeds</b>	[●]

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

### Fund Utilisation:

We intend to utilize the Net Issue proceeds, in the manner set forth below:

S. No.	Particulars	Amount (₹ In Lakh)	% of Net Proceeds
1	Investment in of our Subsidiaries, namely, SPH Aviation Private Limited and Famer's City International Private Limited for funding business initiatives	3000	[●]
2	Working Capital Requirements	1250	[●]
3	General Corporate Purposes	[●]	[●]
<b>Net Issue Proceeds</b>			100.00%

We intend to finance our Objects of the Issue through Net Proceeds which is as follows:

Particulars	Amount (₹ In Lakh)
Net Issue Proceeds	[●]
<b>Total</b>	[●]

*The requirements of the objects detailed above are intended to be funded from the proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.*

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

**IN CASE OF ANY INCREASE IN THE ACTUAL UTILIZATION OF FUNDS EARMARKED FOR THE OBJECTS, SUCH ADDITIONAL FUNDS FOR A PARTICULAR ACTIVITY WILL BE MET BY WAY OF MEANS AVAILABLE TO OUR COMPANY, INCLUDING FROM INTERNAL ACCRUALS. IF THE ACTUAL UTILIZATION TOWARDS**

**ANY OF THE OBJECTS IS LOWER THAN THE PROPOSED DEPLOYMENT SUCH BALANCE WILL BE USED FOR FUTURE GROWTH OPPORTUNITIES INCLUDING FUNDING EXISTING OBJECTS, 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 RECOUPEING OF INTERNAL ACCRUALS. HOWEVER, WE CONFIRM THAT NO BRIDGE FINANCING HAS BEEN AVAILED AS ON DATE, WHICH IS SUBJECT TO BEING REPAID FROM THE ISSUE PROCEEDS. WE FURTHER CONFIRM THAT NO PART OF PROCEED OF THE ISSUE SHALL BE UTILISED FOR REPAYMENT OF ANY PART OF UNSECURED LOAN OUTSTANDING AS ON DATE OF DRAFT RED HERRING PROSPECTUS.**

As we operate in a competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see "*Risk Factors*" beginning on page 18 of the Draft Red Herring Prospectus.

## **DETAILS OF UTILIZATION OF ISSUE PROCEEDS**

### **1. Investment in of our Subsidiaries, namely, SPH Aviation Private Limited and Famer's City International Private Limited for funding business initiatives:**

Our Company manages two subsidiaries, SPH Aviation Private Limited and Farmer's City International Private Limited. SPH Aviation is expanding its drone training programs and establishing a drone assembly plant, in alignment with Our Company's rural and agri focus. Simultaneously, Farmer's City International is enhancing its Farmer's City Marts, streamlining access to farming essentials and access to drone-as-a-service for our trained pilots.

Our company proposes to utilize Rs [●] lakh of the net proceeds towards funding business initiatives.

#### SPH Aviation Private Limited ("SPH"):

SPH Aviation Private Limited is actively expanding its Remote Pilot Training Organizations (RPTOs) and diversifying its training programs, all DGCA-approved. We aim to cater to the increasing demand for skilled drone pilots, providing the necessary training and DGCA certification to meet industry requirements.

Additionally, we are establishing a drone assembly plant to contribute to the growth of the drone sector. This facility will be dedicated to the production and assembly of drones, meeting market demands.

Our approach includes expanding the number of RPTOs and developing a drone assembly plant, reflecting our commitment to advancing the aviation industry. Furthermore, our collaboration with Farmer's City Marts (FCMs) will create additional opportunities for pilots trained by SPH to offer drone services for farming and rural-specific uses, including tasks like crop dusting and surveying.

Our Company is currently working on the field level to mobilize and counsel candidates who possess specific education and work experience. Following a rigorous selection process, candidates will be enrolled for training, and after a 10-day test, passing candidates will continue the course, as per the Company's final filtration criteria.

Among these candidates, individuals will undergo an extensive 390-hour training programme to become certified Kisan Drone Operators. To facilitate their training, State Governments and the Union Government will sponsor the training costs through various training schemes, allowing candidates to receive training free of cost.

Drones manufactured by our Company shall be earmarked for sale to qualified Drone Pilots as per Govt. of India regulations. As the Govt. of India allows drones to be purchased only by certified pilots, the drone pilots qualifying from our RPTOs are immediately eligible to purchase their own drones. By the time candidates begin to qualify as Drone Pilots after the mandatory training from these RPTOs and are ready to offer drone services, our Company already has a ready pool of captive customers. To make drones accessible to the trained candidates, the drones shall be part financed/subsidised under various government schemes and programmes.

This comprehensive approach ensures that skilled candidates have access to the necessary training and resources to become certified Kisan Drone Operators. By leveraging government subsidies, our Company aims to empower individuals with drones, enabling them to explore entrepreneurial opportunities in the agricultural sector.

The drone related activities within our organization are overseen by SPH. Our Company holds a majority ownership of 76% in SPH, with the remaining 24% ownership vested in the original founder of SPH, Mr. Himanshu Sharma.

Farmer's City International Private Limited (“FCIPL”):

At Farmer's City International Private Limited, we are committed to expanding the reach of Farmer's City Marts (FCMs). These central hubs for essential farming necessities streamline the agricultural ecosystem, making vital products like fertilizers and seeds easily accessible to farming communities.

We will allocate funds to significantly increase the number of Farmer's City Marts and enhance the services they offer. These stores will offer a one-stop solution for farmers, providing a range of essential services and products. The Farmers City Stores will be instrumental in bridging the gap between farmers’ requirements and availability of necessary inputs by offering the following services:

- Drone-as-a-Service: Farmers can hire drones for various agricultural purposes.
- Pesticides: Access to a wide range of quality pesticides.
- Fertilizers: Offering a diverse selection of fertilizers for different crops.
- Cattle Feed: Providing nutritious feed for livestock.
- Seeds: Offering a variety of high-quality seeds for crop cultivation.
- Agri Equipment Rental: Facilitating the hiring of agricultural equipment.
- PM KUSUM Products: Connecting farmers with empanelled vendors under the PM KUSUM scheme.
- Assistance to farmers in accessing microfinance options linked to the Kisan Credit Card.

Moreover, Farmers City Marts will function as Custom Hiring Centers (“CHC(s)”) and aggregators, offering the following additional services:

- Sale/Purchase/Rental of Lands, Livestock, and Agri Equipment.
- Information on exporters interested in direct purchases from farmers' fields.
- Updates on Union Government and State Government schemes for farmers.
- Information on insurance and financial assistance available from various organizations.

Over the last years we have reached out to rural and farmer families through skilling & training programmes. Besides, the Company has also engaged with local agri intermediaries, financiers and influencers (“Aadhtis”) to develop a strong community based on the integration of diverse elements of the agri value chain. By transforming Aadhtis into Agri Entrepreneurs and establishing Farmers City Stores, the Company will develop the agricultural landscape and enhance farmer empowerment through comprehensive support and services, Aadhtis will not only provide financial assistance but also serve as a hub for procuring various agri inputs and other essential products required by farmers. By diversifying their offerings, Aadhtis stand to generate additional revenue streams, complementing their existing business.

Each FMC will be the focal point of the local agrarian community to transact in the entire range of goods and services across the farming value chain including seeds, fertilizers, pesticides, agricultural machinery and Drone-as-a-Service which will also be offered through them by Farmers’ Cooperatives.

The Farmer's City Marts (FCM) operations within our organization are conducted through FCIPL, in which our Company holds a 76% ownership stake. The remaining 24% ownership is attributed to the original founder of FCIPL, Mr. Vivek Bansal.

***Proposed form of investment:***

We propose to continue making investments in new business initiatives by directly financing all or a portion of the incubation costs, infrastructure costs as well as other related ancillary costs from the Net Proceeds. We may invest through equity or debt or any other instruments in these subsidiaries as may be decided by the board of directors of the Company from time to time. Any additional funding requirements for the new business initiatives shall be met out of the portion of the Net Proceeds allocated for general corporate purposes and/or through our internal accruals or debt financing or any combination thereof.

***Nature of benefit expected to accrue:***

Our Company, oversees the growth and development of its subsidiaries, SPH Aviation Private Limited and Farmer's City International Private Limited, stands to gain several significant benefits from funding these initiatives.

Investing in SPH's expansion of Remote Pilot Training Organizations (RPTOs) and the establishment of a drone assembly plant presents the holding company with opportunities to diversify its portfolio, tap into the thriving aviation sector, and generate revenue streams from the burgeoning drone technology market. This strategic move aligns with the broader corporate vision of our Company to expand its presence in technology-driven industries, enhancing its overall market positioning and profitability.

On the other hand, funding the expansion of Farmer's City Marts offers our Company a strong foothold in the agricultural and rural market segment. These initiatives streamline the supply chain for farming essentials and, through collaboration with SPH Aviation, unlock the potential for drone services tailored to farming and rural needs. This positions us for long-term benefits such as increased market share, revenue diversification, and alignment with sustainable and rural-focused business practices.

Funding these initiatives in both subsidiaries not only enhances our Company's diversification strategy but also contributes to its market positioning, profitability, and sustainability, all of which are critical to our long-term success and resilience in a dynamic business landscape.

## 2. Working Capital Requirements

Our Company is a “Category A” Training Partner recognized by the National Skill Development Corporation (NSDC) and serves a wide range of government departments & agencies, including other training providers. We endeavour to expand our footprint in drone training and skill development. The expansion strategy is likely to lead to increased working capital requirements, with our offering more advantageous terms to our customers. As we gear up for enhanced activities in RPTO operations and skill training, the demand for drone components, materials, and related services is expected to grow. To meet these operational demands while ensuring efficient cash flow management, the company plans to efficiently manage its working capital requirements. These proactive measures are anticipated not only to consolidate the company's position with existing clients but also to penetrate new markets, driving the projected increment in our business.

For detailed information on the business of our Company please refer to the section entitled “Our Business” beginning on page number 93 of this Draft Red Herring Prospectus.

Details of Estimation of Working Capital requirements are as follows:

(₹ Lakhs)

Particulars	31-03-2021 Audited	31-03-2022 Audited	31-03-2023 Audited	31-03-2024 Projected	31-03-2025 Projected
<b>Current Assets</b>					
Trade Receivables	1,024.68	1,035.97	1,719.88	4,567.02	15,812.66
Short term Loans and Advances	268.72	138.63	323.84	1,244.00	2,061.29
Other Current Assets	2.44	73.37	53.35	373.20	824.52
<b>Total (A)</b>	<b>1,295.85</b>	<b>1,247.97</b>	<b>2,097.07</b>	<b>6,184.23</b>	<b>18,698.47</b>
<b>Current Liabilities</b>					
Trade payables	346.98	539.28	755.72	5,161.01	16,276.22
Other current liabilities	165.02	67.19	314.54	746.40	1,442.91
<b>Total (B)</b>	<b>512.00</b>	<b>606.47</b>	<b>1,070.26</b>	<b>5,907.41</b>	<b>17,719.13</b>
<b>Total Working Capital Gap</b>	<b>783.85</b>	<b>641.50</b>	<b>1,026.80</b>	<b>276.81</b>	<b>979.34</b>

### Key assumptions for working capital projections made by the Company:

Particulars	31/03/2021 Audited	31/03/2022 Audited	31/03/2023 Audited	31/03/2024 Projected	31/03/2025 Projected
Debtors (in days)	320	333	297	67	70
Creditors (in days)	124	214	209	100	100

S. No.	Particulars
Debtors	Debtor days are 297 days which is what Company has in the current period Apr – Mar 2023
Creditors	Creditors days are 209 days which is what Company has in the current period Apr – Mar 2023

### Key assumptions for working capital projections made by the Company:

Particulars	Justification for Holding Period					
	31-Mar-21 (Restated)	31-Mar-22 (Restated)	31-Mar-23 (Restated)	31-Mar-24 (Projected)	31-Mar-25 (Projected)	
Trade Receivables	1,024.68	1,035.97	1,719.88	4,567.02	15,812.66	Our projected trade receivables showcase a marked increase for 31-Mar-24 and 31-Mar-25. This anticipated rise is the result of the company's forward-looking strategies aimed at expanding its footprint in drone training, skill development, and retail. The expansion strategy is likely to lead to growth in credit sales,

						with our offering more advantageous credit terms to its clients. These proactive measures are anticipated not only to consolidate the company's position with existing clients but also to penetrate new markets, driving the projected increment in accounts receivable.
Trade Payables	346.98	539.28	755.72	5,161.01	16,276.22	In tandem with the projected rise in receivables, our trade payables are also projected to see a increase for the years 31-Mar-24 and 31-Mar-25. This forecasted escalation is a byproduct of the company's strategic vision related to its operational expansions. As we gears up for enhanced activities in RPTO operations and skill training, the demand for drone components, materials, and related services is expected to grow. To meet these operational demands while ensuring efficient cash flow management, the company has engaged in discussions with its suppliers to extend payment terms. This approach is anticipated to provide the firm with the necessary financial leeway, culminating in the projected growth in trade payables.

### 3. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds aggregating ₹[●] Lakh for General Corporate Purposes subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI Regulations, including but not limited or restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

### 4. Issue Related Expenses

The estimated expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges, and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed ₹ [●] Lakh. The break-up of the same is as follows:

(₹ In Lakh)

Particulars	Amount	% of total estimated expenses	% of total Issue size
Lead manager(s) fees including underwriting commission, advisors and other experts.	[●]	[●]	[●]
Brokerage, selling commission and upload fees.	[●]	[●]	[●]
Registrars to the Issue	[●]	[●]	[●]
Legal Advisors	[●]	[●]	[●]
Peer Review Auditor	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Regulators including stock exchanges	[●]	[●]	[●]

Printing and distribution of issue stationary	[●]	[●]	[●]
Others, if any include Bankers to the Issue, Depository, certifications, miscellaneous, etc.	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	[●]	[●]	[●]

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

<i>Portion for Retail Individual Bidders</i>	<i>0.20% of the Amount Allotted* (plus applicable taxes)</i>
<i>Portion for Non-Institutional Bidders</i>	<i>0.15% of the Amount Allotted* (plus applicable taxes)</i>

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

*No additional processing fees shall be payable 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 BSE or NSE.*

*Processing fees payable to the SCSBs of ₹ 10/- per valid application (plus applicable taxes) for processing the Bid cum Application of Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders procured by the Syndicate Member/ Sub-Syndicate Members/ Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking.*

*In case the total Selling Commission and ASBA processing charges payable to SCSBs exceeds ₹ 1.00 Lakhs, the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹ 1.00 Lakhs.*

*i. For Syndicate (including their Sub-Syndicate Members), RTAs and CDPs*

*Brokerages, selling commission and processing/uploading charges on the portion for Retail Individual Bidders (using the UPI mechanism), Eligible Employees and Non-Institutional Bidders which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:*

<i>Portion for Retail Individual Bidders</i>	<i>0.20% of the Amount Allotted* (plus applicable taxes)</i>
<i>Portion for Non-Institutional Bidders</i>	<i>0.15% of the Amount Allotted* (plus applicable taxes)</i>

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

*The selling commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also 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.*

*The payment of selling commission payable to the sub-brokers/ agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.*

*The Selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.*

*Uploading charges/processing charges of ₹ 10/- valid application (plus applicable taxes) is applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: for applications made by Retail Individual Investors using the UPI Mechanism. In case the total processing charges payable under this head exceeds ₹ 1.00 Lakhs, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ 1.00 Lakhs.) Uploading charges/processing charges of ₹ 10/- valid applications (plus applicable taxes) are applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: (a) for applications made by Retail Individual Bidders using 3-in-1 type accounts; (b) Eligible Employees; and (c) for Non-Institutional Bids using Syndicate ASBA mechanism / using 3-in-1 type accounts. (In case the total processing charges payable under this head exceeds ₹ 1.00 Lakhs, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ 1.00 Lakhs.)*

*The Bidding/uploading charges payable to the Syndicate/ Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.*

*ii. For Registered Brokers:*

*Selling commission payable to the registered brokers on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows:*

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

iii. For Sponsor Bank:

Processing fees for applications made by Retail Individual Bidders using the UPI mechanism will be ₹ 6.00 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, the Syndicate Agreement and other applicable laws.

\*For each valid application

#### SCHEDULE OF IMPLEMENTATION

We propose to deploy the Net Proceeds for the previously mentioned purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(₹ in Lakh)

S. No.	Particulars	Estimated Utilization of Net Proceeds (Financial Year 2023-24)
1	Investment in of our Subsidiaries, namely, SPH Aviation Private Limited and / or Famer's City International Private Limited for funding new business initiatives	3000
	Working Capital Requirements	1250
2	General Corporate Purposes	[●]
Total		[●]

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

#### DEPLOYMENT OF FUNDS

The Company has received the Sources and Deployment Funds Certificate dated 11 September 2023 from /s. NKSC & Co. Chartered Accountants. The certificate states that the Company has deployed amounts aggregating ₹ 5.00 Lakh. Details of the deployment of funds as on 11 September 2023, as per the certificate are as follows:

(₹ in Lakh)

Particulars	Source of fund	Amount
Issue Expenses	Internal Accrual	5.00
<b>Total</b>		<b>5.00</b>

#### APPRAISAL BY APPRAISING AGENCY

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution.

#### SHORTFALL OF FUNDS

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

#### INTERIM USE OF FUNDS

Pending utilization for the purposes described above, our Company intends to invest the funds in a fixed/term deposit with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

#### BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

#### MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than ₹ 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company. No part of the Issue Proceeds will

be paid by our Company as consideration to our Promoter, our Directors, Key Management Personnel or companies promoted by the Promoter, except as may be required in the usual course of business.

#### **VARIATION IN OBJECTS**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the Postal Ballot Notice) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

#### **OTHER CONFIRMATIONS**

No part of the issue proceeds will be paid as consideration to promoters, directors, key managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled “***Our Promoters***”, “***Our Promoters Group***” and “***Our Management***” as mentioned on page 117,121 and 107 of this Draft Red Herring Prospectus.

*This space has been left blank intentionally*

## BASIS FOR ISSUE PRICE

Investors should read the following summary with the “**Risk Factors**”, the details about our Company under the “**Our Business**” and its financial statements under the “**Financial Information**” beginning on page 18, page 93 and page 127 respectively of this Draft Red Herring Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

Price Band/ Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is 2/- each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

### QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the price, are:

- Strong partnerships, alliances and affiliations with nodal agencies in the areas of agriculture and skill development;
- Robust systems and processes across all functions of the company;
- Strong technology backbone supported by a dedicated team of experienced professionals;
- Favourable macro environment;

For further details, refer heading chapter titled “Our Business” beginning on page 93 of this Draft Red Herring Prospectus.

### QUANTITATIVE FACTORS

The information presented in this section is derived from our Restated Financial Statements. For details, see “Financial Information” on page 127. Investors should evaluate our Company and form their decisions taking into consideration its earnings, and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue price are as follows:

#### 1. Consolidated Basic & Diluted Earnings Per Share (EPS):

Financial Year	Basic EPS	Diluted EPS	Weight
	(₹)	(₹)	(x)
2022-23	2.49	2.49	3
2021-22	0.14	0.14	2
2020-21	(0.12)	(0.12)	1
<b>Weighted Average EPS (₹)</b>	<b>1.27</b>	<b>1.27</b>	<b>6</b>
June 30, 2023	0.48	0.48	

#### Note:

The ratios have been computed as under:

- EPS Calculations have been done in accordance with Accounting Standard 20 - Earning per share issued by the Institute of Chartered Accountants of India.
- Basic earnings per share are calculated by dividing the net profit after tax by the weighted average number of Equity Shares outstanding during the period.
- Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights
- The figures disclosed above are derived from the Restated Financial Information of our Company.
- The Company does not have any outstanding dilutive potential equity shares. Hence, basic and diluted earnings/(loss) per share of the Company are same. Further, we have calculated the EPS/DEPS of FY 2023 after adjustment for issue of bonus share in June 2023.
- As the Holding Company, AITMC Ventures Limited, has acquired 2 (Two) subsidiaries in the financial year 2022-23, Hence, the Consolidated Financial Statements has been prepared starting from financial year 2022-23 and accordingly, there are

no consolidated financial statement prior to financial year 2023 and hence, number of standalone financials has been used in FY 2022 & 2021.

**2. Price to Earnings (P/E) Ratio in relation to the Issue Price of ₹ [●] per Equity Share of Face Value of ₹ 2 each fully paid up:**

Particulars	P/E Ratio at Floor Price	P/E Ratio at Cap Price
P/E ratio based on the Consolidated Basic & Diluted EPS, as restated for FY 2022-2023	[●]	[●]
P/E ratio based on the Consolidated Basic & Diluted EPS, as restated for FY 2021-2022	[●]	[●]
P/E ratio based on the Consolidated Basic & Diluted EPS, as restated for FY 2020-2021	[●]	[●]
P/E ratio based on the Consolidated Weighted Average EPS, as restated	[●]	[●]

**3. Industry P/E as on October 20, 2023**

Currently, our Company has seven listed competitors, i.e. companies engaged in comparative lines of business. We have tracked their market price movement to compute the Industry P/E as the median as set forth below:

Company	P/E Ratio
Ideaforge Technology Limited	114
Drone Destination Limited	124
Droneacharya Aerial Innovations Limited	134
Median P/E Ratio	124

Source: Market data collected from the websites of BSE and NSE

**4. Consolidated Return on Net Worth (RONW)**

Financial Year	RONW	Weight
	(%)	(x)
2022-23	43.12%	3
2021-22	4.43%	2
2020-21	-4.16%	1
<b>Weighted Average RONW</b>	<b>22.34%</b>	<b>6</b>
June 30, 2023	17.32%	

**Note:**

- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated /Net worth as restated as at year end.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights
- Net worth is aggregate value of the paid-up share capital of the Company and reserves and surplus, excluding revaluation reserves and attributable to equity holders
- As the Holding Company, AITMC Ventures Limited, has acquired 2 (Two) subsidiaries in the financial year 2022-23, Hence, the Consolidated Financial Statements has been prepared starting from financial year 2022-23 and accordingly, there are no consolidated financial statement prior to financial year 2023 and hence, number of standalone financials has been used in FY 2022 & 2021.

**5. Consolidated Net Asset Value (NAV) in ₹ per Equity Share**

Financial Year	NAV
	(Amounts in ₹ Lakhs)
2022-23	5.77
2021-22	3.10

2020-21	2.96
June 30, 2023	2.79
NAV after the Issue (Cap Price)	[●]
NAV after the Issue (Floor Price)	[●]

Note: As the Holding Company, AITMC Ventures Limited, has acquired 2 (Two) subsidiaries in the financial year 2022-23, Hence, the Consolidated Financial Statements has been prepared starting from financial year 2022-23 and accordingly, there are no consolidated financial statement prior to financial year 2023 and hence, number of standalone financials has been used in FY 2022 & 2021.

### Comparison with Industry Peers

Name	Current Price	Market Capitalization	Revenue	Profit after tax	EBITDA	EBITDA Margin %	Price to Earning	Debt	ROCE %	ROE %
AITMC Ventures Limited	[●]	[●]	2,144.99	481.30	829.36	38.67%	[●]	194.96	36.71%	43.12%
Ideaforge Technology Limited	3471.37	186.01	31.99	48.06	25.84%	11367.00 %	100.56	14.72%	12.52%	833.05
Drone Destination Limited	131.3	319.06	12.07	2.44	4.7	38.86	130.76	1.59	33.21	27.42
Droneacharya Aerial Innovations Limited	177.85	426.64	18.57	3.41	5.6	27.25	125.11	0	11.55	8.45

Note: Industry Peer Set may be modified for finalization of Issue Price before filing Draft Red Herring Prospectus with ROC.

Notes:

- Considering the nature and turnover of business of our Company the peers listed above are not strictly comparable. However, the same have been included for broader comparison.
- The figures for AITMC Ventures Limited are based on the restated results for the year ended March 31, 2023.
- The figures (except TTM PE) for the peer group are based on standalone audited results for the respective year ended March 31, 2022.
- P/E has been calculated on the latest available audited annual financial accounts sourced from Stock Exchange websites.
- Current Market Price (CMP) is the closing price of respective scrip as on September 30, 2023.

For further details see section titled Risk Factors beginning on page 18 and the financials of the Company including profitability and return ratios, as set out in the section titled Auditors Report and Financial Information of Our Company beginning on page 127 of this Draft Red Herring Prospectus for a more informed view.

### 6. The Issue Price is [●] times the Face Value of the Equity Shares

The price band/floor price/issue price will be determined by the issuer in consultation with the BRLM, on the basis of book-building on the basis of assessment of the market demand from investors for the Equity Shares and shall be justified in view of the above qualitative and quantitative parameter

### 7. Key Financial & Operational Performance Indicators (KPIs)

Key Performance Indicator	June 30, 2023	Fiscal 2022-23	Fiscal 2021-22	Fiscal 2020-21
Revenue from operations	948.3313	2,144.99	1,129.53	1,167.84
EBITDA	365.8852	829.364	200.72	132.32
EBITDA Margin	38.58%	38.67%	17.80%	11.30%
PAT	233.8481	481.3091	25.73	-23.08
PAT Margin	24.66%	22.44%	2.30%	-2.00%
ROE(%)	17.32%	43.12%	4.43%	-4.16%

ROCE(%)	14.29%	36.71%	2.47%	-1.98%
---------	--------	--------	-------	--------

Notes:

- Revenue from operations is the total revenue generated by our Company from the sale of products.
- EBITDA is calculated as Profit before tax + Depreciation & Amortization + Interest Expenses - Other Income
- EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- PAT is calculated as Profit before tax – Tax Expenses
- PAT Margin is calculated as PAT for the period/year divided by Revenue from Operations.
- Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
- Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

#### Explanation for KPI metrics

KPI	Description
Revenue from operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
ROE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
ROCE(%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

9. Key Financial & Operational Performance Indicators (KPIs) in comparison to industry peers

Key Performance Indicator	Drone Destination Limited			Droneacharya Aerial Innovations Limited			Ideaforge Technology Limited		
	Fiscal 2022-23	Fiscal 2021-22	Fiscal 2020-21	Fiscal 2022-23	Fiscal 2021-22	Fiscal 2020-21	Fiscal 2022-23	Fiscal 2021-22	Fiscal 2020-21
Revenue from operations	12.07	2.56	0.39	18.57	3.59	0.01	186.01	159.44	34.72
EBITDA	4.69	0.39	-0.03	5.06	0.57	-0.15	48.06	74.55	-10.61
EBITDA Margin	38.86%	15.23%	-7.69%	27.25%	15.88%	-1500%	25.84%	46.76%	-30.56%
PAT	2.44	0.21	-0.05	3.43	0.41	-0.15	31.99	44.01	-14.63
PAT Margin	20.22%	8.20%	-12.82%	18.47%	11.42%	-1500%	17.20%	27.60%	-42.14%
ROE(%)	27.42%	168.00%		8.45%	5.28%	-14.42%	12.52%	39.44%	-24.49%
ROCE(%)	33.21%	25.11%		11.55%	6.88%	-28.57%	14.72%	47.69%	-13.55%

## 10. Price per share of our Company based on the primary issue of Shares

Other than as mentioned below, there has been no issuance of Equity Shares during the three years preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days, Except as below:

Date of Allotment	No. of Equity Shares allotted	Face Value (INR)	Issue Price (INR)	Nature of Consideration	Nature of Allotment
28-Jun-23	58,05,000	10	0	No Consideration	Bonus
<b>Weight Average Cost of Acquisition</b>					-

For further details, see “*Capital Structure*” on page 47 of this Draft Red Herring Prospectus.

## 11. Price per share of our Company based on the secondary sale / acquisition of Shares

There have been secondary sale / acquisitions of Equity Shares, where the Promoter, members of the Promoter Group or shareholder(s) of the Company are a party to the transaction (excluding gifts), during the Three years preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days, Except as below:

Date of Transaction	No. of Equity Shares transacted	Face Value (INR)	Transfer Price (INR)	Seller	Buyer	Transfer Value
26-Oct-22	19,350	10	23	Deep	Deepika	4,45,050
26-Oct-22	4,00,000	10	10	Seema Devi	All India Technical Management Council	40,00,000
31-Mar-23	82,000	10	23	Deep HUF	KK Khandelawal HUF	18,86,000
31-Mar-23	38,700	10	25	Abhimanyu	Avantika	9,67,500
31-Mar-23	1,65,217	10	23	All India Technical Management Council	Tarun Panghal	37,99,991
26-Apr-23	2,34,783	10	33	All India Technical Management Council	Preet Sandhu	77,47,839
26-Apr-23	1,16,100	10	33	Deep	Crayons Advertising Limited	38,31,300
26-Apr-23	77,440	10	33	Deep	Diwakar Gandhi	25,55,520
26-Apr-23	38,700	10	33	Deep	Prateek Shah	12,77,100
26-Apr-23	38,488	10	33	Deep	Neha Chawdhary	12,70,104
26-Apr-23	1,51,515	10	33	Deep	Raman Mangla	49,99,995
26-Apr-23	29,829	10	33	Deep	Avantika	9,84,357
26-Apr-23	2,23,800	10	33	Abhimanyu	Shivani Munjal	73,85,400
<b>Weight Average Cost of Acquisition</b>						<b>25.47</b>
<b>Weight Average Cost of Acquisition (After taking effect of split in ratio of 1:5 on September 11 2023)</b>						<b>5.09</b>

For further details, see “*Capital Structure*” on page 47 of this Draft Red Herring Prospectus.

12. The Issue is a Book Built Issue and the price band for the same shall be published 2 working days before opening of the Issue in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Regional newspapers where the registered office of the company is situated, each with wide circulation.
13. The Price Band/ Floor Price/ Issue Price shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above mentioned information along with **“Our Business”, “Risk Factors” and “Financial Information”** on pages 93, 18 and 127 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in **“Risk Factors”** or any other factors that may arise in the future and you may lose all or part of your investments.

*This space has been left blank intentionally*

## STATEMENT OF TAX BENEFITS

To,  
The Board of Directors,  
**AITMC Ventures Limited**  
84-85, Chakkarpur,  
Gurugram,  
Haryana -122002

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

Dear Sirs,

We hereby report that the enclosed annexure prepared by the management of **AITMC Ventures Limited**, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act") presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and its subsidiary and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("the Issue") by the Company.

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

1. The Company or its shareholders will continue to obtain these benefits in future; or
2. The conditions prescribed for availing the benefits have been/would be met
3. the revenue authorities courts will concur with the views expressed herein.

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

No assurance is given that the revenue authorities/Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For, M/s. NKSC & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 020076N**

---

**CA Priyank Goyal**  
Partner  
Membership No.: 521986  
UDIN:

Date: 11 September 2023  
Place: New Delhi

## ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholder under the Income Tax Act 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act") presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

**A. SPECIAL TAX BENEFITS TO THE COMPANY: NIL**

**B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER: NIL**

**Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
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. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## KEY REGULATIONS AND POLICIES

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.

The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

### RELATED TO OUR BUSINESS

#### Industry related laws

##### ***National Skill Development Corporation (NSDC) Guidelines***

The NSDC sets standards and guidelines for skill development programs in India. Companies offering skilling programs often need to adhere to these guidelines to maintain quality and receive government support.

##### ***Pradhan Mantri Kaushal Vikas Yojana (PMKVY)***

Firms involved in skill development should comply with the rules and regulations set forth by PMKVY, a flagship government scheme. This includes adhering to training standards, certification procedures, and other program-specific requirements.

##### ***Apprenticeship Act, 1961***

This law governs the training of apprentices in various industries. Companies offering apprenticeship programs must comply with the provisions of this act, which includes terms of employment, working hours, wages, and safety measures.

##### ***Aircraft Act, 1934, as amended (“Aircraft Act”), the Aircraft Rules, 1937, as amended (“Aircraft Rules”), the Drone Rules, 2021, as amended (“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 aircraft. 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. Pursuant to the Aircraft (Amendment) Act, 2020, three regulatory bodies under the Ministry of Civil Aviation were accorded the status of statutory organisations, namely the DGCA, the Bureau of Civil Aviation Security and the Aircraft Accidents Investigation Bureau.

#### Intellectual Property Laws

##### ***The Trademarks Act, 1999 (“Trademarks Act”)***

The Trademarks Act 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. The Trademarks Act also prohibits any registration of deceptively similar trademarks or compounds, among others. It also provides for infringement, falsifying and falsely applying trademarks.

Further, pursuant to the notification of the Trademark (Amendment) Act, 2010 simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark (Amendment) Act, 2010 also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law with international practice.

##### ***Copyright Act, 1957***

The Copyright Act, 1957, along with the Copyright Rules, 1958, (collectively, “Copyright Laws”) serve to create property rights for certain kinds of intellectual property, generally called works of authorship. The Copyright Laws protect the legal rights of the creator of an ‘original work’ by preventing others from reproducing the work in any other way. The intellectual property protected under the Copyright Laws includes literary works, dramatic works, musical works, artistic works, cinematography and sound recordings. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

##### ***The Patents Act, 1970 (“Patents Act”)***

The patent regime in India is governed by the Patents Act and rules and regulations made thereunder. Pursuant to the TRIPS Agreement, product patent regime with a protection period of 20 years became applicable in India. The patent regime protects inventions through patents. The amended Patents Act defines “inventive step” to mean a feature of an invention that involves a technical advance as compared to the existing knowledge or having economic significance or both and that makes an invention not obvious to a person skilled in the art. Any person claiming to be the true and first inventor of the invention or the assignee of the true and first inventor or the legal representative of any deceased person who was entitled to make an application immediately before death may apply for a patent for an invention.

### ***The Designs Act, 2000 (the “Designs Act”)***

The Designs Act prescribes for the registration of designs. The Designs Act specifically lays down the essentials of a design to be registered and inter alia, provides for application for registration of designs, copyright in registered designs, etc. A ‘Design’ means only the features of shape, configuration, pattern, ornament or composition of lines or combination thereof applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye, but does not include any mode or principle or construction or anything which is in substance a mere mechanical device, and expressly excludes works accorded other kinds of protection like property marks, trademarks and copyrights. Any person claiming to be the proprietor of a new or original design may apply for registration of the same before the Controller- General of Patents, Designs and Trade Marks. On registration, the proprietor of the design attains a copyright over the same. The duration of the registration of a design in India is initially ten years from the date of registration.

No person may sell, apply for the purpose of sale or import for the purpose of sale any registered design, or fraudulent or obvious imitation thereof.

### **Employment related laws**

Certain employment related laws and regulations that may be applicable to our Company in India include the following:

- Child Labour (Prohibition and Regulation) Act, 1986;
- Employee Provident Fund and Miscellaneous Provisions Act, 1952;
- Employee’s State Insurance Act, 1948;
- Equal Remuneration Act, 1976;
- The Maternity Benefit Act, 1961;
- Payment of Wages Act, 1936;
- Payment of Bonus Act, 1965;
- Minimum Wages Act, 1948;
- Payment of Gratuity Act, 1972;
- Employee’s Compensation Act, 1923;
- Code of Wages, 2019;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- State-wise Shops and Establishment legislations.
- 

### **Taxation laws**

In addition to the aforementioned legislations which are applicable to our Company, some of the tax legislations that may be applicable to the operations of our Company include:

- Income Tax Act, 1961, the Income Tax Rules, 1962, as amended by Finance Act in respective years;
- Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state-wise legislations made thereunder;
- The Integrated Goods and Service Tax Act, 2017;
- Professional Tax state-wise legislations;
- 

### **Environment law legislations**

#### ***The Environment (Protection) Act, 1986 (the “Environment Act”) and Environment Protection Rules, 1986 (the “Environment Protection Rules”)***

The Environment Act has been enacted with the objective of protection and improvement of the environment, control, reduce and abate pollution and empowers the government to take measures in this regard. Further, the Environment Protection Rules specifies, amongst other things, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous substances in different areas. For contravention of any of the provisions of the Environment Protection Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. As per the Environment Protection Rules, every person who carries on an industry, operation or process requiring consent under Water Act or Air Act or both or authorization under the Hazardous Wastes Rules is required to submit to the concerned state pollution control board an environmental audit report for that financial year in the prescribed form.

#### ***Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)***

The Hazardous Waste Rules, read with the Environment Protection Act, ensure resource recovery and disposal of hazardous waste in an environmentally sound manner. A categorical list of processes and their respective hazardous wastes, and waste constituents with respective concentration limits has been provided in the schedules of the Hazardous Waste Rules. The Hazardous Wastes Rules require every occupier engaged in the generation, handling, processing, treatment, package, storage, transportation, use, collection, destruction, transfer or the like of hazardous wastes to obtain authorization from the concerned state pollution control board, as applicable.

#### ***Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”) and Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)***

The Air Act was enacted to provide for the prevention, control and abatement of air pollution in India. The Air Act requires any person establishing or operating any industrial plant in an air pollution control area to obtain prior consent from the concerned state pollution control board. Further, it prohibits any person operating any industrial plant in an air pollution control area from causing or permitting to be discharged the emission of any air pollutant in excess of prescribed standards. The Water Act was enacted to

control and prevent water pollution and for maintaining or restoring of wholesomeness of water in the country and ensure that domestic and industrial pollutants are not discharged into water bodies without adequate treatment. Any violation of the provisions of the Air Act and Water Act is punishable with a fine and/or imprisonment, as applicable.

#### ***E-Waste (Management), 2016 (“E-Waste Rules”)***

The E-Waste Rules apply to every manufacturer, producer, consumer, bulk consumer, collection centres, dealers, e-retailer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment as classified under the E-Waste Rules, including their components, consumables, parts and spares which make the product operations. The E-Waste Rules mandate that a manufacturer must register with the state pollution control board and also submit annual returns to the same authority. Producers of such e-waste also have extensive responsibilities and obligations and may come under the scrutiny of either the central pollution control board or the state pollution control board. The manufacturer, producer, importer, transporter, refurbisher, dismantler and recycler shall be liable for all damages caused to the environment or a third party due to improper handling and management of the e-waste and may have to pay financial penalties as levied for any violation of the provisions under these rules by the state pollution control board with the prior approval of the central pollution control board.

#### **Other laws applicable to our Company and its business**

##### ***The Negotiable Instruments Act, 1881***

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against Defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, and with fine which may extend to twice the amount of the cheque, or with both.

##### ***The Bureau of Indian Standards Act, 2016.***

The Bureau of Indian Standards Act, 2016 (“BIS Act”) was enacted to provide for the establishment of a national standards body for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services and for matters connected therewith or incidental thereto. The BIS Act provides for the powers, duties and functions of the BIS, where, inter alia, includes:

- a) recognition of any standard established for any article or process by any other institution in India, or elsewhere as an ‘Indian Standard’;
- b) establishment, publishing and promotion, in such manner as may be prescribed, of the Indian Standard, in relation to any article or process;
- c) specification of a Standard Mark to be called 'Bureau of Indian Standards Certification Mark' which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian Standard;
- d) granting, renewal, suspension or cancellation of a license for the use of Standard Mark; and making such inspection and taking such examples of any material or substance, as may be necessary, to see whether any article or process in relation to which the Standard Mark has been used, conforms to the Indian Standard or whether the Standard Mark has been improperly used in relation to any article or process without a license.
- e)

##### **Consumer Protection Act, 2019 (the “Consumer Protection Act”)**

The Consumer Protection Act provides for the protection of the interests of consumers and the establishment of authorities for the timely and effective administration and the settlement of consumer disputes. The Act empowers the Central Government to constitute the Central Consumer Protection Authority to regulate matters relating to the violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of the public and consumers, and to promote, protect and enforce the rights of consumers as a class, and conduct inquiries or investigations under the Consumer Protection Act. The definition of “consumer” has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. One of the substantial changes introduced by Consumer Protection Act is inclusion of the ecommerce industry under Consumer Protection Act with “e-commerce” defined to refer to the buying and selling of goods or services over digital or electronic network. Therefore, the Consumer Protection Act aims to cover entities that are involved in the process of selling goods or services online. Further, the Consumer Protection Act enables complainants to file complaints in respect of, inter alia, goods suffering defects, services suffering deficiencies, and goods or services hazardous to life and safety. Consumers are also empowered to file product liability actions, for claiming compensation for the harm caused to them by defective products or deficient services, in respect of which such product manufacturers or sellers may be held responsible.

#### **LABOUR LAWS**

India has extensive labour related legislations. Certain other laws and regulations that may be applicable to our Company in India

##### **The Employees’ Provident Fund And Miscellaneous Provisions Act, 1952:**

The EPFA came into force on March 4, 1952 and amended on September 1, 2014. Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, the employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### **The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at workplace and prevention of sexual harassment at workplace. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. 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, organizing 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. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee, which shall always be presided upon by a woman.

## **FOREIGN REGULATIONS**

### ***Foreign Exchange Management Act, 1999:***

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. Foreign Exchange Management Act, 1999 ("FEMA") was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to whole of India. This Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India 102 and also to any contravention committed thereunder outside India by any person to whom the Act is applies. The Act has assigned an important role to the Reserve Bank of India (RBI) in the administration of FEMA.

### ***FEMA Regulations:***

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") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. 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 Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

### ***The Foreign Trade (Development and Regulation) Act, 1992 ("FTA"):***

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

## **GENERAL LEGISLATIONS**

### **The Indian Contract Act, 1872:**

The Indian Contract Act, 1872 ("Contract Act") codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

### **The Competition Act, 2002:**

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

### **Limitation Act, 1963**

The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5<sup>th</sup> October, 1963 and which came into force from 1<sup>st</sup> January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing

of the time period for barring legal actions. According to Section 2 (j) of the Limitation Act, 1963, 'period of limitation' means the period of limitation prescribed for any suit, appeal or application by the Schedule, and prescribed period means the period of limitation computed in accordance with the provisions of this Act.

**Information Technology Act, 2000 (as amended by Information Technology Amendment Act, 2008)**

The Information Technology Act, 2000 (the IT Act) is an Act of the Indian Parliament notified on October 17, 2000. It is the primary law in India dealing with cybercrime and electronic commerce. It was enacted with the purpose of providing legal recognition to electronic transactions and facilitating electronic filing of documents. The IT Act further provides for civil and criminal liability including fines and imprisonment for various cyber- crimes, including unauthorized access to computer systems, unauthorized modification to the contents of computer systems, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud.

*The above-mentioned legislations are applicable to the company out of which the key Acts and Regulations which govern the company are law relating to company and commercial laws, labour and their employment laws and tax laws. The above list however may not be exhaustive.*

*The Company has received the necessary consents, licenses, permissions and approvals from the Central and State Governments and various Governmental Agencies/ Regulatory Authorities/ Certification Bodies required for its present business or to continue and expand its business activities.*

*It must, however, be distinctly understood that in granting the above approvals, licenses etc. the Government of India and other certifying or licensing authorities do not take any responsibility for the financial soundness of the entity (The Company in the present case) or the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

*The Company is carrying on its existing business/ commercial activities in terms of its object clauses as contained in its Memorandum and Articles of Association.*

***This space has been left blank intentionally***

## SECTION V – ABOUT THE COMPANY

### OUR INDUSTRY

*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. 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.*

#### Overview of the Indian Economy<sup>1</sup>

India, with its vast and diverse economy, has positioned itself as a significant player in the global market. Despite the challenges posed by the COVID-19 pandemic, India's economy is projected to remain resilient and exhibit robust growth. The country has been capturing an increasing share in the global export of goods and services, demonstrating its competitiveness on the international stage. The government's focus on policies such as Make in India and Atmanirbhar Bharat (Self-Reliant India) aims to promote domestic manufacturing, reduce dependency on imports, and strengthen India's position in global supply chains.

Furthermore, the Production Linked Incentive (PLI) scheme, introduced by the Indian government, provides financial incentives to manufacturers in key sectors, encouraging investments, and fostering technological advancements. These initiatives, combined with a growing entrepreneurial ecosystem, skilled workforce, and favorable demographics, contribute to the overall growth outlook of the Indian economy.

#### Introduction

Strong economic growth in the first quarter of FY 2023-24 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2023–24 grew by 7.8% compared to its last year counterpart, indicating a strong start for India growth passage. Recent economic indicators for India during the first half of 2023 continue to signal expansionary economic conditions driven by domestic demand. FY24 performance of the economy until June 2023 shows a GDP forecast of around \$3.75 trillion experiencing a growth rate of 6.5%. The nominal GDP growth forecast for the FY24 is estimated to be around 10%.

FY24 GDP growth to moderate to 6.5% from 7.2% in FY23 on account of lagged impact of past monetary tightening, adverse spillover from global slowdown, uncertainty related to monsoon performance, waning of pent-up demand and slowdown in global trade, exports contracted on annualized basis for the first time in 10 quarters.

However there have been certain positives also experienced by the economy. Growth in Q1 of FY24 is single-handedly driven by recovery in private consumption, even as other demand side drivers showed moderation. On the supply side, services continue to outpace industry performance with strong traction in contact-intensive activities along with finance and real estate services.

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.

#### Market Size

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

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.

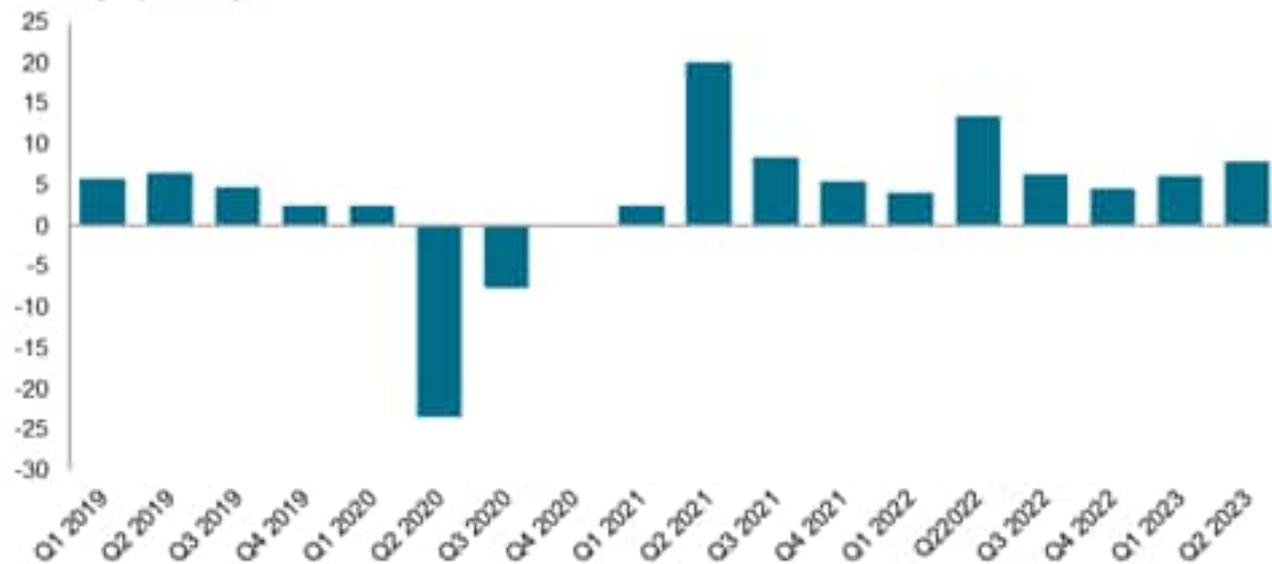
Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown.

---

<sup>1</sup> India Brand Equity Foundation. <https://www.ibef.org/economy>

## India GDP growth, 2019-2023

% change, year-on-year



Source: S&P Global Market Intelligence.  
© 2023 S&P Global

### Recent Developments

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

India's foreign exchange reserves stood at US\$ 524,520 million as of September 21, 2022, while the private equity-venture capital (PE-VC) sector received investments worth US\$ 2 billion during the same month. Merchandise exports in September 2022 reached US\$ 32.62 billion, and the PMI Services index indicated continued expansion with a reading of 56.7 from April to September 2022. Additionally, the gross Goods and Services Tax (GST) revenue collection in September 2022 amounted to ₹ 147,686 crore (US\$ 17.92 billion). Cumulative FDI equity inflows to India between April 2000 and June 2022 reached US\$ 604,996 million. In August 2022, the overall Index of Industrial Production (IIP) stood at 131.3, with the mining, manufacturing, and electricity sectors recording indices of 99.6, 131.0, and 191.3, respectively. India's retail inflation, based on the Consumer Price Index (CPI), rose to 7.41% in September 2022. Foreign Portfolio Investment (FPI) outflows amounted to ₹ 58,762 crore (US\$ 7.13 billion) in FY 2022-23 (until October 28, 2022). Furthermore, significant wheat procurement and anticipated paddy purchases were expected to reach 120.8 million metric tons and involve 16.7 million farmers, with a direct payment of MSP value of ₹ 2.37 lakh crore (US\$ 31.74 billion) to their accounts in the Rabi 2021-22 and Kharif 2021-22 seasons.

### Government Initiatives

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

- **Border Tourism Development Programme:** In September 2022, the foundation stone was laid for the Shri Tanot Mandir Complex Project in Jaisalmer under this program, led by Home & Cooperation Minister.
- **Agriculture and Farmers Welfare:** In August 2022, four new facilities were inaugurated at the Central Arid Zone Research Institute (CAZRI), supporting agricultural research and development.
- **Special Food Processing Fund:** A fund of ₹ 2,000 crores (US\$ 242.72 million) was established in August 2022 with the National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in Mega Food Parks and processing units.

- **Mega Cargo Handling Terminals:** The Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode, with an estimated cost of ₹ 5,963 crores (US\$ 747.64 million)
- **IT Collaboration with Maldives:** In July 2022, India and Maldives signed a Memorandum of Understanding (MoU) to leverage information technology for court digitization, opening up growth opportunities for IT companies and start-ups in both countries.
- **Wildlife Conservation MoU:** India and Namibia signed an MoU in July 2022 for wildlife conservation and sustainable biodiversity utilization, particularly focusing on reintroducing cheetahs into India's historical range.
- **International Trade Settlements:** The Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in July 2022, promoting global trade growth and supporting India's export interests.
- **Gujarat Development Projects:** In June 2022, Prime Minister inaugurated and initiated development projects worth ₹ 21,000 crores (US\$ 2.63 billion) in Vadodara, covering sectors like agriculture, IT, manufacturing, tourism, and defense.
- **AI in Defense:** Minister of Defense launched 75 newly-developed AI products/technologies during the first-ever 'AI in Defense' (AIDef) symposium in New Delhi in July 2022.
- **UP Investors Summit:** In June 2022, Prime Minister laid the foundation stone for 1,406 projects worth over ₹ 80,000 crores (US\$ 10.01 billion) at the UP Investors Summit, spanning various sectors including agriculture, IT, renewable energy, tourism, and defense.

These initiatives are part of the government's broader efforts to boost economic growth, enhance infrastructure, promote innovation, and attract investments in various sectors. The government's flagship programs, such as Make in India, Start-up India, Digital India, and the Smart City Mission, are also focused on creating opportunities and improving the economic conditions in the country.

India's economy has shown resilience and sustained growth in the first half of the current financial year. Despite global challenges, the country has managed to maintain a positive trajectory. One of the notable achievements for India was its ranking as the fifth-largest recipient of foreign direct investment inflows. This reflects the confidence of investors in India's economic potential and the conducive business environment created by the government. Additionally, India has witnessed a rise in employment rates, which further boosts economic growth and prosperity.

#### *Government Support for Capital Expenditure*

Capital expenditure (CapEx) plays an indispensable role in driving the growth trajectory of a nation. It encompasses investments in infrastructural projects, technological advancements, and other long-term assets that lay the foundation for future productivity and prosperity. Recognizing the paramount importance of CapEx, the Indian government has consistently taken concerted measures to bolster it, ensuring sustained economic development and infrastructural enhancement.

**Robust Financial Commitment:** The Economic Survey of 2022-23 unveils the government's unwavering commitment to CapEx. During the initial eight months of FY23, the central government increased its capital expenditure by an impressive 63.4%. This significant financial infusion is not merely a testament to the government's dedication but also a strategic move to drive multiplier effects throughout the economy.

**Infrastructure Development:** The government's focus has been on infrastructural projects that are crucial for the country's holistic development. From roads, railways, and airports to energy, water, and digital networks, the emphasis has been on creating assets that foster connectivity, accessibility, and efficiency. Such investments not only provide immediate employment opportunities but also set the stage for long-term economic dividends.

**Technological Advancements:** In today's digital age, technological infrastructure is as critical as physical infrastructure. The government has been proactively investing in digital platforms, IT infrastructure, and research and development. These initiatives not only position India as a global technological hub but also ensure that the benefits of digital transformation percolate to every stratum of society.

**Strategic Public-Private Partnerships (PPPs):** Recognizing the expertise and efficiency the private sector can bring, the government has been fostering PPPs, especially in sectors like transportation, energy, and health. Such collaborations ensure optimal utilization of resources, risk-sharing, and accelerated project implementation.

**Favorable Policy Environment:** Beyond direct financial allocations, the government has been creating a conducive policy environment for CapEx. Tax incentives, streamlined regulatory approvals, and dedicated institutions for project monitoring are among the myriad measures taken to encourage both public and private entities to ramp up their capital investments.

**Focus on Sustainability:** In line with global trends and the pressing need for environmental conservation, the government's capital expenditure strategies are increasingly pivoting towards sustainability. Investments in renewable energy projects, green buildings, and sustainable transport solutions are reflective of this shift.

Government support for capital expenditure is not just a fiscal strategy but a visionary approach to nation-building. It's a symbiotic process where the investments made today pave the way for a prosperous, sustainable, and inclusive tomorrow. As India continues to leverage CapEx as a strategic tool, it sets a precedent for developing economies worldwide, illustrating how visionary governance can shape a nation's destiny.

## **INDIA'S SKILLING MISSION NATIONAL SKILL DEVELOPMENT MISSION**

### **Introduction**

The National Skill Development Mission serves as a pivotal initiative aimed at addressing the acute shortage of skilled labor in India. Recognizing that only 2.3% of the country's workforce has undergone formal skill training, the mission seeks to bridge this significant gap. The mission is particularly timely given India's demographic advantage, with over 54% of its population below the age of 25. However, this demographic dividend is expected to last only until 2040, making the mission's objectives time-sensitive.

### **Objectives**

The mission operates under various sub-missions, one of which is the "Skill Sub-Mission: Sustainable Livelihoods." This sub-mission aims to empower trainees by providing them pathways to long-term sustainable livelihoods. To achieve this, the mission employs several enablers:

- **Standard Communication Packages:** These are designed to inform trainees about the key features of specific skill development programs, potential employment opportunities, and salary expectations.
- **Counseling Services:** Experts provide career guidance to facilitate the trainees' professional journey.
- **Mentorship:** A core component of the mission, mentorship is provided by industry experts and master trainers to those who successfully complete their training programs.
- **Entrepreneurial Guidance:** Trainees aspiring for self-employment are provided with advice and support to achieve their objectives.

### **Institutional Mechanisms**

The mission is led by a CEO, sourced either from the public or private sector, who has a proven track record of implementing projects successfully. The support team comprises high-performing individuals from both sectors, ensuring a balanced and effective approach to achieving the mission's goals.

### **Strategy and Structure**

The mission's strategy is articulated through its institutional structure at the national, state, and district levels. It focuses on launching seven core sub-missions, each with specific objectives and strategies. The document also provides insights into the financial model that will support the mission's activities.

### **Conclusion**

The National Skill Development Mission serves as a comprehensive blueprint for addressing India's skill gap. Through its well-defined objectives, institutional mechanisms, and strategic focus, the mission aims to leverage India's demographic advantage and transform the country into a skilled workforce powerhouse.

This initiative is not just a step towards economic growth but also a move towards social development, making it a cornerstone for India's future progress.

## **UAV TRAINING AND MANUFACTURING GLOBAL DRONE MARKET<sup>2</sup>**

In recent years, drones have revolutionized various industries, from agriculture and environmental monitoring to defence and entertainment.

The global development of drones has been marked by remarkable advancements in technology, cost-efficiency, and innovative applications. This article explores the advantages of drones, their evolving technology, cost considerations, and some noteworthy innovations in the field. The global development of drones has led to a multitude of advantages across various industries. With their high spatial and temporal resolution, 3D modeling capabilities, immunity to cloud cover, and evolving technology, drones have become indispensable tools for many applications. As costs continue to decrease and innovations drive new possibilities, the future of drone technology is poised for even greater advancements and widespread adoption.

## **INDIAN DRONE MARKET<sup>3</sup>**

The drone market in India has experienced significant growth and diversification beyond its initial use in defense. Drones are now being utilized for a wide range of purposes, including the delivery of vaccinations, medical supplies, consumer goods, and food. According to the Civil Aviation Ministry, the Indian drone industry is expected to reach a value of US\$ 1.5-1.9 billion by 2026, thanks to several key factors:

---

<sup>2</sup> <https://thedocs.worldbank.org/en/doc/352811500582832627-0190022017/original/4ConnectForImpactDrones20.pptx>

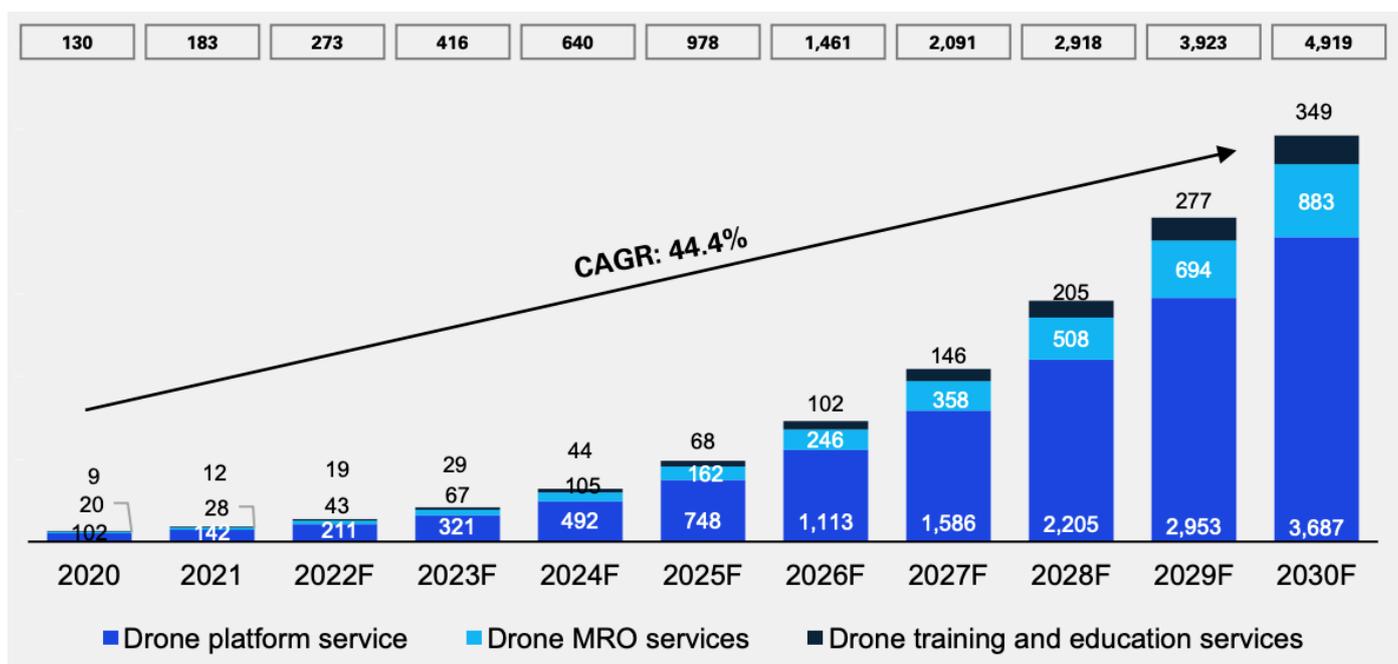
<sup>3</sup> <https://www.ibef.org/blogs/indian-drone-industry-reaching-the-skies>

**Government Initiatives:** The Indian government is actively supporting the drone industry by creating jobs and encouraging investments, particularly from MSMEs (Micro, Small, and Medium Enterprises). Policies have been liberalized to enable individuals and businesses to leverage drone technology.

**Startup Ecosystem:** India has seen a significant increase in the number of drone startups, with a 34.4% growth between August 2021 and February 2022, totaling 221 startups. These startups are driving innovation and competition in the industry.

**Research and Development:** The drone industry in India has been actively involved in research and development, resulting in several patents related to drone technologies. This focus on R&D is driving advancements in safety and efficiency.

The drone service market in India is expected to reach US\$ 4,918.9 million by 2030, with a compound annual growth rate (CAGR) of 44.4%. Key segments, such as drone maintenance, repair, and operations (MRO) services, as well as drone training and education services, are also predicted to grow substantially.



Drone service market (in USD million), Allied Market Research, June 2021

Notable examples of drone services include 'pay per use' drone services for agriculture, surveillance, and inspection, as well as initiatives to deploy drones for agricultural purposes across Indian villages.

The potential for manufacturing drones and their components in India is estimated to be around US\$ 23 billion by 2030. This offers significant opportunities for local production, including batteries, airframes, and motors.

In conclusion, India's drone industry has witnessed remarkable growth due to a combination of government support, a thriving startup ecosystem, and active research and development. With simplified regulations, incentives for local manufacturing, and increased adoption across various sectors, the future looks promising for the Indian drone industry, offering economic opportunities and technological advancements.

#### Advantages of Drones <sup>4</sup>

- Very High Spatial Resolution:** Drones equipped with high-resolution cameras can capture images with incredible detail, achieving spatial resolutions of up to 1 centimetre per pixel. This capability is invaluable for tasks like aerial mapping, land surveying, and disaster assessment.
- 3D Modeling:** Drones are capable of creating highly accurate 3D models of terrain, buildings, and objects. This feature is essential for urban planning, construction, and archaeology, as it allows professionals to visualize and analyse landscapes in three dimensions.
- Not Affected by Cloud Coverage:** Unlike traditional satellite imagery, drones are not hindered by cloud cover. They can be deployed on-demand, providing consistent data collection even in cloudy or overcast conditions.
- High Temporal Resolution:** Drones can be deployed frequently, offering high temporal resolution in data collection. This

<sup>4</sup> <https://www.mdpi.com/2504-446X/7/6/398>

is particularly useful for monitoring rapidly changing situations, such as crop growth, disaster recovery, or wildlife tracking.

## Technology Advancements

1. **Improved Battery Life:** One of the challenges drones faced in the past was limited flight time due to battery constraints. However, ongoing advancements in battery technology have led to drones with longer endurance, enabling them to cover larger areas in a single flight.
2. **Autonomous Navigation:** Autonomous drones equipped with advanced sensors and GPS technology can navigate complex environments with minimal human intervention. This has opened up possibilities for applications like automated delivery and surveillance.
3. **Machine Learning and AI:** Drones are increasingly integrated with machine learning and artificial intelligence algorithms, allowing them to identify objects, recognize patterns, and make real-time decisions. This enhances their capabilities in tasks such as object tracking and environmental monitoring.

## Cost Considerations

1. **Affordability:** The cost of drones has significantly decreased over the years, making them more accessible to a broader range of users. Consumer-grade drones are now available at relatively low prices, while professional-grade drones offer advanced features at competitive rates.
2. **Operational Costs:** Beyond the initial purchase, operational costs, including maintenance and piloting, have also become more manageable. Many businesses find that investing in drones can lead to cost savings in various industries, such as agriculture and infrastructure inspection.

## Innovations in Drone Technology

1. **Swarming Technology:** Researchers have been developing drone swarming technology, where multiple drones work together in coordinated patterns. This innovation has potential applications in agriculture, search and rescue, and military operations.
2. **Vertical Takeoff and Landing (VTOL) Drones:** VTOL drones combine the benefits of fixed-wing and quadcopter designs, allowing them to take off and land vertically while covering long distances with speed and efficiency. These are particularly useful for surveillance and mapping missions.
3. **Hybrid Power Sources:** Some drones are now incorporating hybrid power sources, such as solar panels or hydrogen fuel cells, to extend their range and reduce environmental impact.
4. **Beyond Visual Line of Sight (BVLOS) Operations:** Regulatory changes in some regions are opening the door to BVLOS drone operations. This allows drones to fly beyond the operator's line of sight, unlocking new possibilities in industries like delivery and infrastructure inspection.

## APPLICATIONS IN DEVELOPMENT PROJECTS

Drones, also known as Unmanned Aerial Vehicles (UAVs), have emerged as versatile tools with numerous applications in development projects across the globe. Their ability to access remote and inaccessible areas, gather data rapidly, and perform various tasks autonomously has made them invaluable assets in a wide range of development endeavors. This article delves into the applications of drones in development projects, highlighting their role in enhancing efficiency, precision, and overall project success.

Drones have rapidly evolved from their military origins into indispensable tools for development projects worldwide. Their applications in aerial assessments, data collection and analytics, mapping, early warning systems, disaster relief, environmental monitoring, and delivery are transforming the way development initiatives are planned and executed. Drones are not only enhancing efficiency but also expanding the reach of development projects, ultimately contributing to sustainable progress and improved quality of life for communities around the world. As technology continues to advance, the role of drones in development projects is poised to expand even further, opening up new possibilities for innovation and impact.

1. **Aerial Assessments:** Drones are used for conducting aerial assessments of development projects, such as infrastructure construction or agricultural development. They provide real-time visual data that aids project managers in monitoring progress, identifying potential issues, and making informed decisions. Aerial assessments also facilitate the evaluation of project sites before the commencement of work, ensuring better planning and resource allocation.
2. **Data Collection and Analytics:** Drones are equipped with various sensors, including high-resolution cameras, LiDAR, and thermal imaging, which enable them to collect vast amounts of data efficiently. This data is crucial for monitoring land use, tracking changes in vegetation, and assessing soil quality. With the help of advanced analytics, this data can be processed to extract actionable insights, informing evidence-based decision-making in agriculture, land management, and

environmental conservation.

- 3. Mapping:** Drones play a pivotal role in mapping projects. They can create highly detailed and accurate 2D and 3D maps of landscapes, urban areas, and construction sites. These maps aid in land titling, urban planning, disaster risk reduction, and resource management. Drones are particularly valuable in rapidly mapping disaster-affected areas for immediate response and recovery efforts.
- 4. Early Warning Systems:** In regions prone to natural disasters like floods, wildfires, or earthquakes, drones are deployed to establish early warning systems. They can monitor environmental conditions and provide real-time data, helping communities prepare and respond effectively to imminent threats. Early warning systems save lives and reduce the impact of disasters on vulnerable populations.
- 5. Disaster Relief:** Drones are instrumental in disaster relief efforts. They can assess damage, locate survivors, and deliver essential supplies to disaster-stricken areas. Equipped with thermal cameras and advanced sensors, drones can search for survivors in hazardous conditions, optimizing search and rescue operations.
- 6. Environmental Monitoring:** Drones contribute significantly to environmental monitoring and conservation efforts. They are used to track wildlife, monitor deforestation, and assess the health of ecosystems. Conservationists and researchers benefit from the ability of drones to access remote and hard-to-reach locations, reducing the disturbance to delicate environments.
- 7. Delivery:** Drone delivery services have the potential to revolutionize the supply chain and logistics industry. In rural or inaccessible areas, drones can transport medical supplies, vaccines, and other critical goods swiftly and cost-effectively. This application is especially relevant in healthcare and humanitarian aid initiatives.

## APPLICATIONS IN TRANSPORT OPERATIONS <sup>5</sup>

Aerial progress images and videos captured by drones have revolutionized project management and safety assessments across various industries. This innovative technology offers a unique perspective that empowers project stakeholders with real-time insights, enabling informed decision-making, improving site safety, and enhancing predictive data collection. In this article, we explore the diverse applications of aerial progress imagery and video footage in fields ranging from construction and infrastructure to disaster management and environmental monitoring.

Aerial progress images and videos captured by drones have transcended the realm of novelty and become indispensable tools in various industries. They offer a unique perspective that enhances project management, safety assessments, and predictive data collection. Time-lapse videos provide a visual narrative of project progress, while quick site familiarization streamlines planning. Drones excel in inspecting hazardous areas, reducing safety risks to personnel, and enabling predictive analysis, whether for flood estimates or bridge safety assessments. As technology continues to advance, the applications of aerial imagery and video in these contexts will only expand, contributing to improved safety, efficiency, and informed decision-making across diverse sectors.

- 1. Time Lapse Videos:** Time-lapse videos created by drones provide a comprehensive visual record of a project's evolution over time. These videos condense weeks or months of construction, environmental changes, or other developments into just a few minutes. Time-lapses are invaluable for tracking progress, identifying bottlenecks, and showcasing a project's milestones to stakeholders and the public. They offer a dynamic and engaging way to communicate project narratives.
- 2. Quick Site Familiarization:** Aerial imagery and videos allow project teams to quickly familiarize themselves with a site's layout and conditions. This is particularly useful in the early stages of a project when surveying a large area can be time-consuming and costly. Drones provide an efficient means of site reconnaissance, aiding in project planning and resource allocation.
- 3. Inspection of Hazardous/Unsafe Areas:** Drones are deployed to inspect hazardous or unsafe areas, reducing the risk to human personnel. They can assess the integrity of structures, such as bridges, towers, and high-rise buildings, without the need for workers to physically access dangerous locations. This minimizes safety hazards and lowers inspection costs.
- 4. Predictive Data Collection:** Aerial imagery and video data collected by drones enable predictive analysis in various scenarios:
- 5. Flooding Estimates:** Drones equipped with flood modeling software and sensors can assess water levels and flow patterns, providing valuable data for flood risk prediction and response planning. This is crucial for disaster preparedness and mitigating flood-related damages.
- 6. Risk of Bridge Collapse:** Drones can inspect bridges for signs of wear and structural damage. By analyzing the data collected, engineers can predict the risk of collapse based on factors like stream and river debris buildup, corrosion, and stress fractures. This proactive approach to infrastructure maintenance enhances public safety.

---

<sup>5</sup><https://www.dronedeploy.com/developers/#:~:text=What%20is%20DroneDeploy%3F,manage%2C%20and%20interpret%20drone%20data.>

7. **Environmental Monitoring:** Drones equipped with specialized sensors can monitor environmental factors like air quality, temperature, and vegetation health. This data aids in predicting environmental changes and their potential impacts on ecosystems, helping with conservation efforts and early intervention.

Drones have ushered in a new era in construction and land management by providing a versatile, efficient, and cost-effective means to capture crucial data for site assessment and development. This article delves into the diverse applications of drones in these domains, showcasing how they enable the creation of 3D models of sites, precise measurements, daily monitoring of progress, topographical drawings generation, earthwork quantity estimations, quality control inspections, and even the detection of illegal land uses and practices.

Drones have emerged as indispensable assets in the realms of construction and land management, offering a wide array of applications. From creating 3D models and providing precise measurements to daily progress monitoring, topographical drawing generation, earthwork quantity estimation, quality control inspections, and the detection of illegal land uses and practices, drones are transforming how we plan, execute, and safeguard our land and development projects. As technology continues to advance, drones are poised to play an even more pivotal role in promoting sustainability, efficiency, and responsible land management.

1. **3D Model of Site:** Drones equipped with advanced sensors, including high-resolution cameras and LiDAR technology, can create highly detailed 3D models of construction sites or landscapes. These models provide an immersive view of the terrain, structures, and natural features, enabling stakeholders to gain a comprehensive understanding of the site's current state and potential challenges.
2. **Exact Measurements:** Drones excel at providing exact measurements of site features, including distances, dimensions, and elevations. This level of precision is invaluable for architects, engineers, and surveyors who rely on accurate data to design and plan projects. Drones ensure that projects adhere to specifications, reducing costly errors and delays.
3. **Daily Monitoring of Progress:** The ability of drones to conduct frequent flyovers allows for daily monitoring of construction or development progress. By comparing these daily images or models, project managers can easily identify any deviations from the plan. This real-time oversight facilitates timely decision-making, enhances project efficiency, and helps ensure project timelines are met.
4. **Generate Topographical Drawings:** Drones are instrumental in generating topographical drawings of sites. These drawings are crucial for tasks like land development, urban planning, and civil engineering projects. They provide a detailed representation of the site's natural features, including contours, slopes, and water bodies, aiding in informed decision-making and design.
5. **Estimate Earthwork Quantities:** Accurate earthwork quantity estimation is vital in construction and infrastructure projects. Drones equipped with photogrammetry software can calculate the volume of earthwork required for excavation or filling. This information helps optimize resource allocation and minimizes material waste.
6. **Quality Control Inspection:** Drones support quality control inspections by comparing design models with as-built models. Any discrepancies are quickly identified, ensuring that construction aligns with the intended design. This process enhances the overall quality of the project and reduces the likelihood of costly rework.
7. **Detecting Illegal Land Uses and Practices:** Beyond construction, drones are crucial tools for land management and environmental protection. They can be deployed to detect illegal land uses such as unauthorized mining, deforestation, or encroachments. By capturing high-resolution images and conducting regular aerial surveys, environmental agencies can track changes and take necessary legal actions.

#### APPLICATIONS FOR TRANSPORT/IES

Drones have emerged as powerful tools in the field of land rights mapping and cadastral surveys. Their ability to quickly capture high-quality data from the air has revolutionized various aspects of land management, from property registration to population counts and agriculture. As technology continues to advance, the applications of drones in land-related assessments are only expected to grow, further improving land tenure security, urban planning, and agricultural practices worldwide.

the diverse applications of drones in this domain, including survey listings, population counts, migration tracking, urban expansion analysis, agriculture-related tasks, and more.

1. **Survey Listings and Sample Frames:** Drones are playing a crucial role in land rights mapping by generating accurate survey listings and sample frames. By capturing high-resolution imagery and geographic data, drones assist in creating comprehensive databases of land parcels and ownership details. This information is invaluable for governments and land authorities as it helps maintain property records, ensure land tenure security, and prevent land disputes. The ability to quickly survey vast areas with drones significantly accelerates the land registration process, promoting economic development and investment opportunities.

2. **Quick Aerial Settlement and Population Counts:** Traditional population counting methods are often time-consuming and prone to inaccuracies. Drones offer a rapid and precise alternative by conducting aerial surveys of settlements. Equipped with advanced imaging technology, drones can identify and count buildings and dwellings, providing real-time population estimates. This data is vital for urban planning, resource allocation, and disaster response efforts.
3. **Mapping Migration Patterns:** Drones are instrumental in tracking migration patterns and assessing their impact on land use. By capturing aerial images and monitoring changes in land occupancy, they help identify areas experiencing population influx or outflow. This information is invaluable for governments, aid organizations, and researchers, enabling them to respond effectively to the needs of migrating populations, allocate resources, and plan for infrastructure development.
4. **Urban Expansion Analysis:** As urban areas continue to grow, drones are invaluable in monitoring and analyzing urban expansion. They provide high-resolution images that reveal the pace and direction of urban development. This data aids city planners in making informed decisions about infrastructure development, land zoning, and environmental conservation. Additionally, drones help identify unauthorized settlements, enabling authorities to take appropriate action.
5. **Temporary Settlements: Slums and IDP/Refugee Camps:** Drones are crucial in monitoring temporary settlements like slums, internally displaced persons (IDP) camps, and refugee camps. By conducting regular aerial surveys, drones help authorities track the growth of these settlements, assess living conditions, and plan for essential services such as healthcare, education, and sanitation. Drones also support disaster response efforts in these areas, providing valuable data for relief operations.
6. **Agriculture: Crop Yield Estimations and Optimization:** In the agricultural sector, drones have revolutionized crop monitoring. Equipped with various sensors, drones capture data on crop health, growth, and yield estimation. This information enables farmers to optimize input use, reduce resource wastage, and enhance productivity. Drones also play a critical role in threat mitigation by identifying pest infestations, diseases, and water stress early on, allowing for targeted treatments and pest control measures.
7. **Validation of Treatments and Forecasts:** Drones contribute to validating agricultural treatments by comparing the actual outcomes with planned interventions. This ensures that resources are used efficiently, leading to cost savings and sustainable farming practices. Furthermore, drones assist in weather forecasting and climate monitoring, providing essential data for crop and land management decisions.

## SKILL DEVELOPMENT IN DRONE SECTOR INDIAN DRONE INDUSTRY REACHING THE SKIES

In India, the use of drones has been gradually rising in various applications, especially in non-commercial applications for aerial cinematography, land surveys, agriculture & mining activities, disaster management, construction activities and mapping national highways and railway tracks.

Drones have recorded increased adoption in the recent years owing to its widespread capabilities—from simple photography to surveillance, monitoring roads & railway lines and even delivering essentials/food items to customers. Moreover, even amid the ongoing COVID-19 pandemic, drones played a crucial role in carrying out a host of activities—from surveillance and sanitisation to temperature checks and public broadcasting—across the country. This not only helped in minimising the risk of virus spread, but also helped authorities in ensuring the safety of healthcare and police personnel.

### NEW LIBERALISED DRONE POLICY – DRONE RULES 2021<sup>6</sup>

Realising the immense potential of drones, which can substitute humans to perform difficult and time-consuming tasks, on August 26, 2021, the Indian Government released ‘Drone Rules, 2021’, which comprised major upgrades of the existing drone norms. The new regulations enabled commercial usage of drones, granted drones a legal status and made the market more liberal & conducive for its application in various segments; thus, boosted drone businesses in India. The new policy is an improvised version of the Unmanned Aircraft System (UAS) Rules, March 2021, which required excessive licensing and permissions, wherein >10-12 licences were required for research & development, manufacturing, importing and operating drones; all this just failed to help the sector. Moreover, other mandates related to fines and technical requirements were also not favourable.

Through this new liberalised drone policy, the government aims to aid individuals and businesses leverage drone technology to its best. Some key enhancements of the new Drone Rules, 2021, policy are as follows:

1. Reduction in the licensing fees irrespective of the drone size. For example, the remote pilot license fee, which was Rs. 3,000 (US\$ 40.14) for a large-sized drone, has been reduced to Rs. 100 (US\$ 1.34) for all drone categories
2. No pilot licence requirement for non-commercial micro drones and nano drones
3. Relaxation on various approvals and certificates pertaining to conformance, manufacturing, airworthiness, maintenance, import clearance, acceptance of existing drones, operator permit, authorisation of R&D organisation and student remote pilot licence

<sup>6</sup> <https://www.ibef.org/blogs/indian-drone-industry-reaching-the-skies>

4. Abolition of approvals such as unique authorisation number and unique prototype identification number
5. Type certificate and unique identification number required only for drones operating in India, but exemption granted for drones that are imported or manufactured only for export purposes
6. Drone corridors to be developed for cargo deliveries
7. Setting up a drone promotion council for exchange of healthy business communication
8. Revoked flight permission requirements up to 400 ft. in 'green zones' and up to 200 ft. in the area ranging 8-12 kms from the airport perimeter. Green zones refer to the airspace up to a vertical distance of 400 ft.
9. Digital sky platform will be launched as a single-window online system to ease business operations and streamline processes. An interactive airspace map will be launched on this platform, showing red, green and yellow zones, specifying the operation of drones
10. Easy process of transfer and deregistration of drones
11. Maximum penalty for violations has been reduced to Rs. 1 lakh (US\$ 1338.13)
12. Facilitate ease of doing business for foreign-owned companies operating in drone business but are registered in India

### **LIBERALISED POLICY TO BE A GAME CHANGER FOR GOVERNMENT AND OTHER SECTORS**

The government is leveraging the power of drone technology in various development programmes. For instance, the SVAMITVA Scheme (Survey of Villages and Mapping with Improved Technology in Village Areas) was launched in April 2020 to help Indian rural residents establish clear ownership of their properties by mapping land parcels through drones. The scheme benefitted >6,62 lakh villages, granting financial stability to the rural population and enabling them to use their land to complete transactions/avail loans.

Another project in Telangana—'Hara Bahara', a programme that aims to plant 1 billion trees by 2030. For a similar project, drones were deployed by the Indian Forest Department to monitor plantation in Nagpur in 2018.

### **PLI SCHEME TO APPRAISE THE DRONE MARKET VALUE AND BOOST MANUFACTURING<sup>7</sup>**

The Production-Linked Incentive (PLI) program, inaugurated in August 2021, plans for a financial commitment of Rs. 120 crore (approximately US\$ 16.06 million) to be allocated over a span of three years for drone manufacturers. Under this program, the incentive available for each drone manufacturing company will be limited to 25% of the entire yearly financial outlay. According to projections from the Ministry of Civil Aviation, the drone industry in India is expected to reach a total market value ranging from Rs. 120 to 150 billion (approximately US\$ 1.63 to 2.04 billion) by the year 2026, up from its present value of around Rs. 800 million (US\$ 10.88 million). Furthermore, the Indian government aims to draw investments amounting to Rs. 5,000 crore (around US\$ 669.07 million) within the forthcoming three years into the drone production sector, while also generating in excess of 10,000 employment opportunities. In order to facilitate investment in drone technologies, the government is making conditions more favorable for start-ups as well as Micro, Small, and Medium Enterprises (MSMEs) by setting the qualifying annual sales threshold at a modest level—Rs. 2 crore (approximately US\$ 267.63 thousand) for drones and Rs. 50 lakh (approximately US\$ 66.91 thousand) for components of drones.

### **ATTRACT INVESTMENTS AND FACILITATE SOLID PRIVATE SECTOR PARTICIPATION**

The new drone laws have started facilitating traction in the market, as numerous companies are partnering to disseminate technology knowledge and attract funds. For example an integrated airspace management firm, received a go-ahead from the Ministry of Defence, the Directorate General of Civil Aviation and the Ministry of Civil Aviation to begin trials for beyond visual line of sight (BVLOS) drone food deliveries in India.

### **CONCLUSION**

The COVID-19 pandemic has undeniably served as a driving force for the widespread utilization of drones by governmental bodies in India. The eased regulations have further facilitated the inclusion of drone technology, extending its use beyond just governmental departments to other entities as well. Businesses operating within India's drone sector are experiencing a sense of relief following the government's decision to liberalize the economy for the drone industry. It is anticipated that an increasing number of companies and start-ups will escalate their investments in this domain. As part of its emphasis on 'Aatmanirbhar Bharat' or self-reliance, India has introduced various supportive measures such as the elimination of the need for pilot licenses, streamlining bureaucratic procedures, the inauguration of designated drone airways, and offering incentives to domestic manufacturers. These steps have the potential to transform the landscape across multiple sectors within the country.

### **INDIA'S UPCOMING DRONE MANUFACTURING SECTOR**

#### **The Rise of India's Drone Industry<sup>8</sup>**

An airborne drone is a device that does not require a pilot on board; therefore, it is also called an Unmanned Aerial Vehicle (UAV). Drones are machines remotely operated by a pilot; completely independent drones are in the final stages of development. Drones manufactured in India find various applications across fields, including commercial, recreational, and defence. The Indian UAV market has the ability to become one of the most competitive markets across the globe. The market presents tremendous manufacturing opportunities; this is likely to promote the local competitive landscape and boost employment in India. India's drones

<sup>7</sup> <https://pib.gov.in/PressReleasePage.aspx?PRID=1913565>

<sup>8</sup> <https://www.investindia.gov.in/team-india-blogs/vast-opportunities-indias-commercial-drones-market>

and drone component manufacturing industry have the potential to attract investments worth Rs. 5,000 crore (US\$ 632.6 million), which will enhance domestic manufacturing within the country and create more than 10,000 direct jobs over the next three years. The Indian UAV market is broadly segmented into the following three categories:

- Original Equipment Manufacturers
- End Users
- Aftermarket

The types of UAVs available in India are fixed wings, rotary wings, medium-altitude long-endurance, high-altitude long-endurance, combat aerial vehicles, etc. The drone manufacturers in India have been constantly working on innovation and product optimization.

### **State of the Indian Drone Manufacturing Industry<sup>9</sup>**

UAVs, also termed drones, started off from being utilised for military reasons, are currently used by civilians. Advancements in robotics, artificial intelligence, miniaturisation, automation, thermal imaging, materials science, etc. have supported various commercial and civilian usage of drones in sectors like power, agriculture, infrastructure, telecom, and mining, undertaking different activities with substantial enhancements in cost and efficiency. India's drone ecosystem is advancing, driven by the rise in manufacturers in the market. The Indian drone manufacturing industry is flooded with start-up companies and a few listed players entering the space through the inorganic route.

The Indian UAV industry was valued at US\$ 830 million in FY 2020 and is estimated to expand at a CAGR of 14.5% between 2021-26, despite the impact of the pandemic on numerous sectors of the country. The drone technology is increasingly being adopted across industries in India and abroad. Drones reduce compliance costs, enable real-time monitoring, facilitate high-quality data collection, and helps monitor large areas in less time. These advantages are driving their adoption for civil and industrial applications.

### **Domestic Opportunity for the Drone Manufacturing Industry**

Drone technology has played a crucial role during the COVID-19 pandemic in a wide range of areas, including healthcare product delivery, law enforcement and e-commerce delivery. Following the emergence of multiple use cases across the globe, the government has identified drone technology and its applications as a sunrise sector and started putting in considerable efforts to promote indigenisation of drone technology in India. The liberalised regulatory framework and manufacturing incentives announced by the government aim to develop the country's drone manufacturing ecosystem. This strategy will create a wide range of upstream and downstream business opportunities such as the design and manufacture of drone components; assembly of drone products; and development of software applications, enterprise solutions and counter-drone technologies. According to NITI Aayog, India's UAV market will expand to US\$ 50 billion over the next 15 years as drones are projected to substitute 80% of operations presently carried out by manned aircraft.

### **GOVERNMENT'S ROLE IN SUPPORTING THE DRONE MANUFACTURING INDUSTRY**

The government believes that drones can benefit and drive multiple sectors of the economy, such as mining, agriculture, surveillance, and infrastructure. Due to their reach, adaptability, and usability, drones can significantly contribute to job creation and economic growth, particularly in India's rural and inaccessible regions. Besides the PLI scheme, the Government of India has executed a series of reforms to make India a globally renowned drone hub by 2030. Some of the key initiatives are mentioned below:

1. The government published the Drone Airspace Map 2021, opening approximately 90% of the Indian airspace as a green zone (up to 400 feet), UAS Traffic Management (UTM) policy structure 2021.
2. The government implemented the Drone Certification Scheme 2022 to help drone makers secure a type certificate and the Drone Import Policy 2022, banning the import of foreign-made drones.
3. The government introduced the Drone (Amendment) Rules 2022, which would prevent the need to obtain a drone pilot license for drone companies.
4. In May 2022, the Minister of Agriculture & Farmers Welfare inaugurated the 'Promoting Kisan Drones: Issues, Challenges and the Way Ahead' conference. Minister stated that the government is promoting the use of drones for the convenience and benefit of farmers. A subsidy of 50% or a maximum of Rs. 5 lakh (US\$ 6,311) would be provided to SC-ST farmers, women farmers, and farmers of north-eastern states, and up to 40% or a maximum of Rs. 4 lakh (US\$ 5,049) for other farmers.
5. In January 2022, the Ministry of Civil Aviation introduced a drone certification scheme to maintain minimum safety and quality standards to promote domestic manufacturing.
6. The Directorate General of Foreign Trade, under the Ministry of Commerce, has banned the import of drones to promote indigenous manufacturing of drones. Drones shall be strictly imported for three reasons- R&D, defence and security purpose.
7. The Ministry of Civil Aviation has scrapped the need for a pilot license to fly drones in India. To operate a drone in India, one needs only a Remote Pilot Certificate (RPC), issued by DGCA-approved drone schools; the certificate can be obtained through the single-window DigitalSky Platform.

### **REFORM MEASURES HAVE BEEN UNDERTAKEN TO PROMOTE INDIA'S UPCOMING DRONE INDUSTRY<sup>10</sup>**

<sup>9</sup> <https://www.trade.gov/market-intelligence/indias-unmanned-aerial-vehicle-market>

<sup>10</sup> <https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1881767>

The Central Government has undertaken a series of reform measures to promote India's Drone Industry. The Ministry of Civil Aviation, along with various Union Ministries and State/UT Ministries, have adopted some initiatives to promote drone applications across commercial, logistics, agriculture, mining, and other sectors.

After the implementation of the drone related policies and PLI scheme, the annual sales turnover of the Indian drone manufacturing industry is estimated to grow approximately from US\$ 8 million (Rs. 60 Crore) in 2020-21 to US\$ 109 million (Rs. 900 Crore) by 2024-25.

Vaccine delivery, examine oil pipelines and power transmission lines, conduct anti-locust operations, spray crops, survey mines, and map land under the SWAMITVA programme in order to issue digital property cards, are some of the applications where government uses drone service providers. Several States have also established drone training schools, which might transform the way drone applications are promoted and developed.

India has strengths in innovation, information technology and innovative engineering and therefore, has the potential of becoming a global drone hub.

### **GOVERNMENT HAS DISBURSED US\$ 3.6 MILLION (RS. 30 CRORE) GRANT TO 23 FIRMS UNDER THE PLI SCHEME FOR DRONE MANUFACTURING**

1. The Civil Aviation Ministry has disbursed about US\$ 3.6 million (Rs. 30 crore) to 23 beneficiaries during FY23 under the production-linked incentive (PLI) scheme for manufacturing drones and drone parts.
2. On July 6, 2022, a preliminary list of 23 PLI beneficiaries was made public, which includes 11 component manufacturers and 12 drone manufacturers.
3. The government announced the PLI scheme for drones and drone components on September 30, 2021, which was approved with a vision towards Aatmanirbhar Bharat.
4. Drone promotion through companies and training at industrial training institutes (ITIs) was encouraged by the Union Budget 2022. The start-ups will be promoted to facilitate 'Drone Shakti' through various applications and for Drone-as-a-Service (DrAAS), according to Finance Minister Ms. Nirmala Sitharaman. Additionally, the finance minister stated during the presentation of the Union Budget 2023, that the Pradhan Mantri Skill Development Mission will train lakhs of young people in the next three years in topics like drones, artificial intelligence, coding, and other soft skills under the Pradhan Mantri Kausal Vikas Yojana 4.0.
5. The liberalised Drone Rules, 2021, had been followed by the PLI schemes. With this incentive scheme, the drones and drone components manufacturing industry may see an investment of over US\$ 605.6 million (Rs. 5,000 crore) over the next three years and the annual sales turnover of the drone manufacturing industry may grow from US\$ 7.3 million (Rs. 60 crore) in 2020-21 to over US\$ 109 million (Rs. 900 crore) in FY24.

### **ROAD AHEAD<sup>11</sup>**

The drone manufacturing industry is still at a nascent stage and is mostly run by drone start-ups in India and various drone manufacturing companies. The government will play a crucial role in growing the domestic drone industry faster than its global counterparts. Therefore, the rapid adoption of drones is critical to realising the potential of this technology which can be achieved by reducing manufacturing costs, making it globally competitive. The indigenisation efforts initiated by the government through a series of policy reforms and financial assistance are set in the right direction. This should help the industry servicing domestic and export markets as demand is expected to grow exponentially, driven by the realisation of multiple use cases across various sectors.

Drones are expected to create considerable employment opportunities and drive economic growth as they provide various advantages (versatility, high reach and ease of use, particularly in India's remote and isolated areas). The government and various enterprises are recognising the economic and social prospects offered by the drone manufacturing industry. Therefore, India's drone industry has great potential to increase its scale exponentially from the current level. However, the industry will require skilled experts to understand the intention of making the country an international drone hub by 2030 and opening up drone business opportunities in India.

---

<sup>11</sup> *ibid*

## OUR BUSINESS

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period that ended on March 31 of that year. In this section, a reference to the “Company” or “we”, “us” or “our” means AITMC Ventures Limited together with our Subsidiaries, on a consolidated basis as on the date of this Draft Red Herring Prospectus.*

*The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated and prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations as included in this Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Information” beginning on pages 18 and 127 respectively.*

### BUSINESS OVERVIEW

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of “AITMC Ventures Private Limited” bearing Corporate Identification Number U74999HR2016PLC066758 dated 21 December, 2016 issued by the Registrar of Companies, Delhi & Haryana. Subsequently, the objects of our Company were changed pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on June 26, 2023, vide Corporate Identification Number U01611HR2016PTC066758. Further, our Company was converted into public limited company pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on July 20, 2023, and the name of our Company was changed to “AITMC Ventures Limited” and a fresh Certificate of Incorporation dated August 18, 2023 was issued by Registrar of Companies, Delhi & Haryana. As on date of this Draft Red Herring Prospectus, the Corporate Identification Number of our Company is U01611HR2016PLC066758.

Our Company is a “Category A” Training Partner recognized by the National Skill Development Corporation (NSDC) and serves a wide range of government departments & agencies including other training providers. We primarily operate in the northern part of India with our registered address being 84-85, Chakkarpur, Gurugram Haryana, 122002, India.

#### **Our Company currently operates across three broad business verticals:**

- Skill Development
- Drones Skilling and Assembly
- Agri-retail

Our primary business revolves around community engagement within the agricultural sector and the delivery of training programs. Notably, we are developing a self-sustained ecosystem that encompasses the complete farming value chain, with a particular focus on drone technology.

We have established a presence within agricultural communities in Northern Indian states, primarily through vocational training and skill development programs tailored to farmers and their families. In 2022, we introduced our Tech Enablement division, providing advanced training in drone handling and operations.

### SKILL DEVELOPMENT AND DRONES SKILLING AND ASSEMBLY

Since 2016, our company has been actively engaged with the community, providing training and skilling services in collaboration with the National Skill Development Council. Our focus has been on improving farmers' income levels by creating revenue opportunities and industry-relevant skills. Recognizing that agriculture is often a seasonal endeavour, especially for small-scale landowners with modest holdings averaging 2-3 acres, we have structured our business model to offer multiple avenues for augmenting their economic prospects.

With India's youthful population and demographic advantages, there is potential for progress when farmers and their families acquire versatile skills in emerging sectors. Our primary mission is to empower farmers and their dependents with training and expertise in various farming-related job roles, ultimately making a positive impact on their lives and the agricultural landscape.

In a typical farming family usually cultivates small land parcels. To diversify their income sources, it becomes essential to explore additional opportunities, taking into account the skills and interests of family members. At our company, we provide training programs tailored to farmers' families, aligning our offerings with their skills and aspirations.

For female members, who possess expertise in handicrafts, hospitality, and the beauty sector, our training programs focus on in these areas, equipping them with the necessary skills to contribute to the family's monthly income. Male members, receive training from us in progressive farming, agri inputs, electronics, renewable energy, media, and more.

We also collaborate with other training organizations, providing services and executing training programs on their behalf. This partnership approach allows us to extend our impact and reach to a wider audience, ensuring that even more individuals and communities can benefit from our expertise in training and skill development.

Since 2022, we have introduced our "Drone Skilling" business, offering training to individuals seeking qualification as DGCA certified drone pilots. We have already initiated operations in our Remote Pilot Training Organization (RPTO) and have received positive responses to our initiative from government ministries and departments. These government-sponsored schemes aim to enhance farm income and promote the utilization of drone technology in precision farming.

### Key Training Programmes

Our company conducts value-driven training programs under Government Departments and various agencies, including NSDC, as part of different skilling and training initiatives launched by the Union Government and State Governments. Some prominent skilling programs in which our company actively participates include:

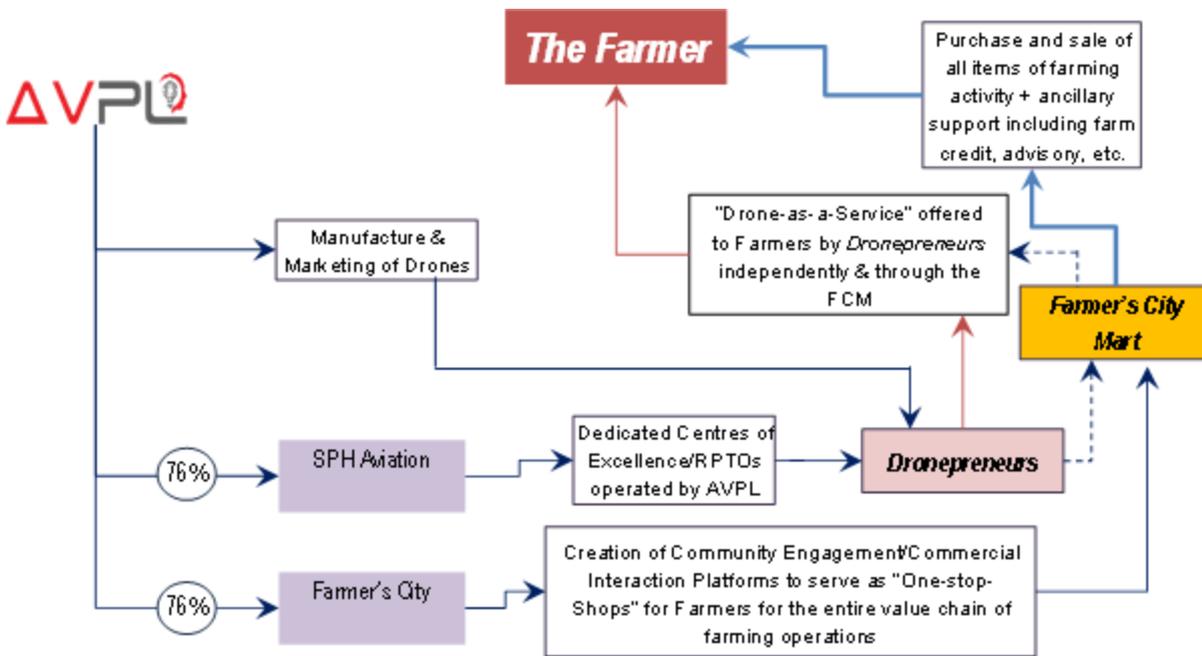
- a) **DDUGKY** – Deen Dayal Upadhyaya Grameen Kaushalya Yojana (DDU-GKY) is the demand-driven placement-linked skill training initiative of the Ministry of Rural Development (MoRD), Government of India, uniquely aimed at rural poor youth between 15 and 35 years of age, with the purpose to create income diversity in poor families and help rural youth realise their career aspirations.
- b) **HSDM-STT SURYA** – “Surya” is a flagship scheme of Haryana Skill Development Mission for Short term skill Trainings, Training of Trainers, Up-Skilling and Recognition of Prior Learning for the Youth of Haryana with 100% financial support granted by Government of Haryana.
- c) **PMKVY** – Pradhan Mantri Kaushal Vikas Yojana (PMKVY) is the flagship scheme of the Ministry of Skill Development and Entrepreneurship (MSDE) implemented by National Skill Development Corporation (NSDC). The objective of this Skill Certification scheme is to enable Indian youth to take up industry relevant skill training that will help them in securing a better livelihood.
- d) **DDAY-NULM** – Deen Dayal Antyodaya Yojana or the National Urban Livelihood Mission is a scheme under the Ministry of Housing and Urban Affairs that focuses on reducing poverty and vulnerability of the urban poor households. The National Urban Livelihoods Mission scheme was launched by the Ministry of Housing and Urban Poverty Alleviation, Government of India. Under this scheme we have trained over 180 candidates in the state of Madhya Pradesh.
- e) **SEEKHO AUR KAMAO** – The Ministry of Minority Affairs implemented ‘Seekho Aur Kamao’ scheme (SAK) for the benefit of six (6) notified minority communities, that targeted to upgrade the skills of minority youth (14-45 years) in various modern/ traditional skills depending upon their qualification, prevailing economic trends, and market potential, that could earn them suitable employment or make them suitably skilled to take up self-employment. 33% of total allocation was also earmarked for female beneficiaries.
- f) **USTTAD** – The Ministry of Minority Affairs has proposed the Upgrading the Skills and Training in Traditional Arts/Crafts for Development (USTTAD) scheme to promote the heritage of traditional arts and crafts of minorities.
- g) **GHARIB NAWAZ** – The Maulana Azad Education Foundation (MAEF) has started the Gharib Nawaz Employment Scheme for Minorities from the year 2017-18 so that short term job oriented skill development courses may be provided to minorities’ youth in order to enable them for skill based employment.
- h) **NSKFDC-STT** – National Safai Karamcharis Finance & Development Corporation (NSKFDC) is a wholly owned Government of India Undertaking under the Ministry of Social Justice & Empowerment (M/o SJ&E). NSKFDC has been in operation since October, 1997, as an Apex Corporation for the all-round socio-economic uplift of Safai Karamcharis, scavengers and their dependants throughout India, through various loan and non-loan based schemes.
- i) **Drone Pilot Training STT** – Drone pilot training involves learning the regulations, flight theory, technology, operations, and data management necessary to safely and effectively operate drones. It covers both theoretical knowledge and practical flight skills. We have three operational RPTOs certified by DGCA that provide drone pilot training services to eligible candidates.

## SWOT Analysis

<i>Strength</i>	<i>Weakness</i>
<ul style="list-style-type: none"> <li>● <b>Established Stakeholder in the Agri Sector:</b> AVL's presence in the agricultural sector, extensive domain knowledge, and years of experience in providing skilling and training programs to farming families is a significant strength.</li> <li>● <b>Robust Ground-Level Connect:</b> AVL's community engagement and an audience of farming families provide a valuable edge over competitors, fostering trust and loyalty among stakeholders.</li> <li>● <b>Alignment with Government Policies:</b> The company's strategies align with government priorities for employment and farm income augmentation, making AVL well-positioned to benefit from government incentives and support.</li> <li>● <b>Sound Financials:</b> With a track record of consistent growth and profitability, AVL's strong financials are a testament to its stability and management.</li> <li>● <b>Accreditations/Affiliations:</b> Having key accreditations and affiliations in the drone skilling and technology business enhances AVL's credibility and reputation.</li> </ul>	<ul style="list-style-type: none"> <li>● <b>Limited UAV Fleet:</b> AVL's current UAV fleet of training drones might be insufficient to meet the demands of its expansion plans.</li> <li>● <b>RPTO Rollout Uncertainty:</b> The status of the planned RPTOs remains unclear, posing a risk to AVL's growth strategy and its ability to meet the demand for drone pilots.</li> <li>● <b>Resource Constraints:</b> Expanding the RPTO network and establishing Farmer's City Marts (FCMs) demands significant resources, both in terms of funding and skilled manpower.</li> <li>● <b>Market Sensitivity:</b> AVL operates in the agricultural sector, which is susceptible to market fluctuations and external factors such as weather conditions, economic downturns, and natural disasters. These factors can impact AVL's business.</li> </ul>
<i>Opportunity</i>	<i>Threats</i>
<ul style="list-style-type: none"> <li>● <b>Growing Drone Demand:</b> The increasing adoption of drone technology in agriculture presents a substantial growth opportunity for AVL's Drone-as-a-Service (DaaS) offerings.</li> <li>● <b>Government Support:</b> The Indian government's focus on technology enablement in agriculture and support for drone usage can provide AVL with favourable incentives and subsidies.</li> <li>● <b>Expanding Training Ecosystem:</b> AVL's plan to train an increasing number of candidates per year as DGCA Certified Drone Pilots aligns with the rising demand for skilled drone operators.</li> <li>● <b>Community Engagement:</b> Leveraging its community connections, AVL can establish numerous Farmer's City Marts (FCMs), offering an opportunity to enhance value across the farming value chain.</li> </ul>	<ul style="list-style-type: none"> <li>● <b>Competitive Landscape:</b> Increasing competition from other drone technology companies may erode AVL's market share and pricing power in the future.</li> <li>● <b>Regulatory Challenges:</b> Evolving regulations and compliance requirements related to drone operations could pose operational challenges and increase costs.</li> <li>● <b>Resource Dependency:</b> AVL's expansion plans and drone training initiatives require significant financial resources, which may strain the company's financial health.</li> <li>● <b>Market Volatility:</b> The agricultural sector's sensitivity to market fluctuations, climate change, and unforeseen events could impact both farmer incomes and AVL's revenues.</li> </ul>

## BUSINESS PROCESS

Our company presently conducts its operations across three primary business verticals, as illustrated in the schematic diagram provided below.



### Candidate Enrolment Process:

Our student acquisition mechanism comprises three basic approaches:

- Online Registration:** The respective government ministry/department provides a link on their website where interested candidates can register themselves. They can search for the nearest skill development centre and view the courses offered at that centre. Candidates can then gather details and contact the centre directly for the enrolment process.
- Skill Development Melas:** In some states, the respective department organizes skill development melas or fairs. These events serve as a platform for candidates to learn about various skill development programs. Within these melas, there is typically a stall dedicated to skill development programs. A representative from the Skill Department is present at the stall to provide information to interested candidates. They collect the candidates' details and forward them to the nearest skill development centre. The centre team then contacts the candidates and facilitates their enrolment.
- Mobilization Activities:** The marketing team responsible for the skill development business at each centre also conducts various mobilization activities to reach out to potential candidates. These activities may include promoting the courses through channels such as social media, distributing pamphlets, placing advertisements in newspapers, organizing social meetings with NGOs, and engaging with local community leaders like the President/Sarpanch/MC (Municipal Corporation) of relevant areas. Door-to-door awareness programs may also be conducted to inform and encourage individuals to enroll in the skill development courses.

### Timelines of the Courses Offered by our Company

- Recognition of Prior Learning (RPL):** The duration of the RPL course is approximately 12 hours. RPL focuses on assessing and certifying the skills and knowledge of individuals acquired through informal or non-formal learning.
- Short Term Training (STT):** The duration of the Short Term Training courses varies depending on the specific job role. It can range from 90 hours to 600 hours. These courses are designed to provide focused training and skill development in a relatively short period.
- Long Term Training (DDU GKY or any Special Project):** The duration of the Long Term Training courses, such as those offered under the DDU GKY (Deen Dayal Upadhyaya Grameen Kaushalya Yojana) or other special projects, varies significantly. The duration can range from 240 hours to 2200 hours, depending on the job role and the depth of training required.
- Drone Operator/Drone Pilot Training:** Drone skilling programmes are conducted as per DGCA guidelines and can last for 390 hours for a full-fledged training course or may be structured as a short term course of 10 days.

### Revenue Realization Process

For candidates enrolled in the skill development courses the full fee is paid by the government or the respective department, as per the course category. The government or concerned department covers the cost of training for the candidates. Individual candidates do not pay any fees out of their own pockets.

Training of Trainers: The fee for the Training of Trainers is given by the organization or the individual trainer availing the training. The specific payment arrangements for the trainers may vary depending on the organization or the agreement between the trainer and the training provider.

Fee payment arrangements may differ slightly based on the specific skill development scheme, state, or organization involved. The information provided above is based on the general understanding that the government or department covers the full fee for candidates, and the fee for the Training of Trainers is handled separately.

The payment cycle varies for the different skill development schemes, the details are given below:

- (a) RPL: The payment for RPL is made as a one-time full fee after certification. After the candidate successfully completes the RPL process and receives the certification, the full fee amount is disbursed.
- (b) STT:
  - For Minority schemes the payment is made in three tranches. The first tranche, which is 30% of the total fee, is given in advance at the time of signing the Memorandum of Understanding (MoU) as per guidelines. The second tranche is disbursed after certification, and the third tranche is provided after placement, either in self-employment or wage employment, as per the guidelines.
  - For NSDC (National Skill Development Corporation) or SSDM (State Skill Development Mission) sponsored programmes the payment process differs slightly. The first invoice can be raised after 21 days of training, covering 30% of the total fee. The second and third tranches follow the same pattern as mentioned in the Minority scheme.
- (c) Long Term Schemes (including DDU-GKY) – The funds for DDU GKY courses are released by the department in four tranches. Each tranche constitutes 25% of the total amount, as prescribed in the guidelines. The funds are disbursed in a phased manner, with the first, second, third, and fourth tranches being released accordingly.

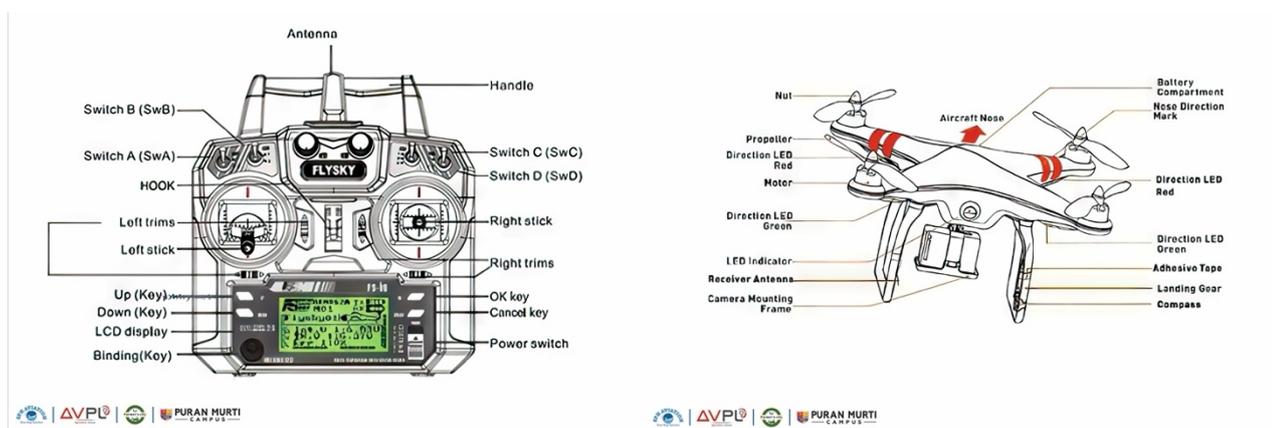
Payment cycles and tranches mentioned above are based on the information provided and may vary based on the specific guidelines and processes established by the government or respective departments. The general pattern indicates that government payments are typically made between October to March, with the remaining months focused on internal documentation and invoice verification.

## DRONE ASSEMBLY AND TRAINING

SPH Aviation Private Limited ("SPH"), a subsidiary of AVL with a 76% ownership, currently conducts the Drone Skilling business. SPH is recognized by the Directorate General of Civil Aviation (DGCA) as a Remote Pilot Training Organisation (RPTO) and offers certified training programs at three locations. Presently, we operate one RPTO in Gurugram with applications for recognition applied for Sirsa, and Sonapat, all located in Haryana. These facilities are supported by an in-house fleet of training drones, all of which possess the requisite Type Certification from DGCA.

Upon successful completion of the training program, the RPTO issues a Remote Pilot Certificate (RPC) through DGCA's Digital Sky Platform, specifying the Class & Category of the drone. According to the Drone Rules of 2021, the RPC remains valid for a maximum period of 10 years.

As per Drone Rules 2021 released by Ministry of Civil Aviation, an individual must have a valid Remote Pilot Certificate from a DGCA-authorized Remote Pilot Training Organisation (RPTO) to fly drones legally in the country. Drone pilots qualifying from our RPTOs shall be eligible to purchase drones as per extant DGCA rules and regulations. We wish to encourage our students to offer "Drone-as-a-Service" (DaaS) with their own drones that they will have the option to purchase from our Company's Drone Assembly vertical.



AVL offers training to potential "Dronepreneurs" through structured training programmes supported by the government. By leveraging government subsidies and financial partnerships, AVL aims to empower individuals with Agri-Drones, enabling them to

explore entrepreneurial opportunities in the agricultural sector. Drones manufactured by us will be available for sale to Dronepreneurs and qualified Drone Pilots in compliance with Government of India regulations.

To support our vision, we have established an "Aviation Hub" in Hisar, Haryana for R&D and application testing.



#### PLACE OF BUSINESS OF THE COMPANY

We operate our business from the following locations:

Description	State	Owned by	Location	Validity
Registered Office	Haryana	Manoj Kumar Yadav and Zile Singh	Basement to Fifth floors, 84-85, Khasra No. 164, Revenue Estate of Village Chakkarpur, Tehsil- Wazirabad, Gurugram, Haryana, PIN 122002	5 years from 01.08.2020
Corporate Office	Haryana	Startup Stairs Private Limited (part of promoter group)	Gali No.7 Kadipur Enclave Plot No.264, Gurugram, Haryana 122001	5 years from 01.05.2023
Training Center	Uttar Pradesh	Anuradha Gupta	28, Adil Nagar, Kursi Road, Lucknow, Uttar Pradesh, PIN 226022	5 years from 01.03.2023
Training Center	Haryana	Mahender Pratap Tewatia	D-1425, Rasulpur, Palwal, Haryana 121102 (near Axis Bank)	36 months from 01.09.2022
Training Center	Haryana	Dushyant Chautala	Near Jan Nayak Chaudhary Devi Lal Vidyapeeth, Barnala Road, Sirsa, Haryana 125055	3 years from 23.05.2022
Training Center	Haryana	Ashish Gupta	561, KumharWara, Ballabgarh, Faridabad, Haryana 121004	5 years from 25.02.2023
Training Center	Madhya Pradesh	Prayas Gautam, Samadhan Gautam, Purnima Gautam and Vinita Gautam	217/2, 217/3, 217/4/1 and 217/4/2, Kamla Nagar, Nagukhedi, Ujjain Road, Dewas, Madhya Pradesh PIN 455001	5 years from 17.01.2023
RPTO (Operational)	Haryana	Sarita Yadav	Gali No.7, Kadipur Enclave, Opp. Sector 10 Bus Stand, Gurugram, Haryana 122006	36 months from 23.06.2023
RPTO (Applied)	Haryana	Aakriti Ganga Education Trust	Village Dulhera, Bahadurgarh-Jhajjar Road, District-Jhajjar, Haryana	9 years from 26.09.2023

RPTO (Applied)	Haryana	Dushyant Chautala	Near Jan Nayak Chaudhary Devi Lal Vidyapeeth, Barnala Road, Sirsa, Haryana 125055	3 years from 23.05.2022
RPTO (Applied)	Haryana	Puran Murti Educational Society	Kami Road, Sonapat, Haryana PIN 131001	36 months from 01.09.2023
RPTO (Non-operational)	Gujarat	Arpil Shah	Opp. Sumandeep Hiospital, Waghodia Road, Vadodara, Gujarat 390025	36 months from 15.09.2023
RPTO (Non-operational)	Gujarat	Anil Kumar Motabhai Pandya	Nirja Education Campus, Mosada Highway, Lunawada, Mahisagar, Gujarat PIN 389110	5 years from 14.09.2023
RPTO (Non-operational)	Gujarat	Chandrakant Jamnaprashad Mishra	Opp. Sai Avenue Building, Jhalod Road, College Road, Dahod 389151	5 years from 14.09.2023
RPTO (Non-operational)	Madhya Pradesh	Prayas Gautam	Vidhyakunj International School, Kamala Nagar, Ujjain Road, Dewas, Madhya Pradesh 455001	36 months from 17.12.2022
RPTO (Non-operational)	Rajasthan	University of Technology	Fatehpuria Main Road, OPO—Kumhariawas, Vatika Road, Rajasthan 303903	36 months from 01.09.2023

#### COLLABORATIONS/ TIE-UPS/ JOINT VENTURES

The Company does not have any Collaboration/Tie Ups/ Joint Ventures, as on date of Draft Red Herring Prospectus.

#### SUBSIDIARIES/ ASSOCIATE COMPANIES

As of the date of this DRHP, the Company has two subsidiaries in which it holds a 76% ownership stake: SPH Aviation Private Limited and Farmer's City International Limited

#### CAPACITY & CAPACITY UTILIZATION

As of the date of this DRHP, the Company does not presently operate any manufacturing facilities. However, the Company is actively in the process of establishing a drone assembly plant at Village Dulhera, Bahardurgarh-Jhajjar Road, District Jhajjar, Haryana.

#### PLANT & MACHINERY

For details related to our plant and machinery, kindly refer to the “*Restated Financial Information*” on page 127 of this DRHP.

#### HUMAN RESOURCES

We have a qualified and professional employee base of 113 full time employees as of the date of this Draft Red Herring Prospectus. Our manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, execution of services within time and quality, we believe human capital is one of the most valuable assets of our Company as their technical know-how and skill sets position us at a competitive advantage over our competitors in providing some of our services.

Department wise bifurcation of our employees are as under as on date of this Draft Red Herring Prospectus: -

Department	Number of Employees
Management	2
Training (Operations)	81
Human Resource	5
Information Technology	1
Housekeeping	12
Administration	5
Editor	1
Finance	2

## MARKETING

Our marketing strategy is rooted in a deep understanding of our unique strengths and the industry landscape. At the core of our approach is the fact that our Promoters hail from an agriculture and rural background, providing us with invaluable local connections that span generations. These connections are not merely contacts but enduring relationships forged over time through shared experiences and a genuine commitment to the community.

In addition to our rich agricultural heritage, our business of skilling centers is founded on expertise and merit, distinguishing us in a highly competitive sector. We have diligently built a reputation, earning the trust of government bodies and departments that allows us to consistently secure work under various government schemes.

Furthermore, our reach extends beyond our own operations, as we also undertake work awarded to other companies within similar business lines. This collaborative approach allows us to harness the collective strengths of our industry peers, fostering growth and innovation within the sector.



*Deep, Our Promoter, on stage at a large-scale agricultural event.*

## BUSINESS STRATEGY

### 1. Expanding Rural Training Partnerships

Our primary objective is to foster enduring and sustainable partnerships with farmers and rural communities, aimed at fostering consistent growth. We plan to extend our current network by continually enhancing our expertise and broadening our capabilities in providing skill training and drone pilot training. Empowering our rural populace and prioritizing their needs are foundational principles within our organization. This is achieved through strengthening our training expertise and deepening our connections within farming communities. Our focus is to guide our trainees towards enhanced engagement and satisfaction throughout their journey with us.

### 2. Enhancing Operational Efficiencies

Our company is dedicated to optimizing operations, reducing costs, and ensuring competitiveness in the rural training landscape. We believe this can be achieved by strengthening our domestic presence and capitalizing on economies of scale in providing skill training and drone pilot training. By expanding our training offerings within our existing regions, we aim to reach new rural communities while optimizing our infrastructure. These measures will boost our market share and overall profitability.

### 3. Resource Optimization

Our commitment to optimizing resource utilization remains unwavering. We have made significant investments and plan to further enhance our activities by developing customized systems and processes to improve management control in providing skill training and drone pilot training. This will enhance efficiency and maximize the utility of our resources. We will continue to foster an inclusive culture to ensure our employees remain engaged and dedicated to providing exceptional training services.

#### 4. Elevating the Training Experience

We recognize that maintaining a high standard of service is crucial for retaining our trainees and driving repeat engagements in skill training and drone pilot training. We will closely collaborate with our rural partners to strengthen these relationships. Our employees will be consistently trained to design and deliver solutions tailored to the unique needs of our trainees. Our strong customer goodwill has already resulted in recurring training requests from many of our valued partners.

#### 5. Building a Professional Training Organization

Transparency, commitment, and coordination are our guiding principles when working with our trainers, trainees, government authorities, banks, and other stakeholders in providing skill training and drone pilot training. We possess the necessary experience and a dedicated workforce to manage our day-to-day training operations. Additionally, we engage external experts on specific technical and financial aspects of our training business. Our goal is to reinforce and fortify our organization's standing in the rural training sector for years to come.

### INSURANCE

Insurance policies purchased by our Company:

Nature	Policy No.	Start date	End date	Sum insured
Motor Insurance (Toyota Fortuner)	67140031230350004678	25.04.2023	24.04.2023	17,53,920

### INTELLECTUAL PROPERTY

As on the date of this Draft Red Herring Prospectus, following are the details of intellectual properties of the Company:

S. No.	Nature of IP	Name	Class	Status
1	Trademark		9, 12	Applied (Formalities Check Pass)
2	Trademark	AVPL	9,12	Applied (Formalities Check Pass)
3	Trademark	KISAN KA KON AVPL DRONE	9, 12	Applied (Formalities Check Pass)
4.	Certification	Type Certificate - VIRAJ	NA	Applied
5.	Website Domain	www.avplinternational.com	NA	Registered

### OPERATIONAL SEGMENTED REVENUES

For a comprehensive understanding of our operational segmented revenues, refer to “*Restated Financial Information*” on page 127 of this DRHP.

### INDEBTEDNESS

For details of indebtedness please refer to “*Statement of Financial Indebtedness*” on page 203 of this Draft Red Herring Prospectus.

## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### HISTORY OF OUR COMPANY

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of “AITMC Ventures Private Limited” bearing Corporate Identification Number U74999HR2016PLC066758 dated 21 December, 2016 issued by the Registrar of Companies, Delhi & Haryana. Subsequently, the objects of our Company were changed pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on June 26, 2023, vide Corporate Identification Number U01611HR2016PTC066758. Further, our Company was converted into public limited company pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on July 20, 2023, and the name of our Company was changed to “AITMC Ventures Limited” and a fresh Certificate of Incorporation dated August 18, 2023 was issued by Registrar of Companies, Delhi & Haryana. As on date of this Draft Red Herring Prospectus, the Corporate Identification Number of our Company is U01611HR2016PLC066758.

### CHANGES IN OUR REGISTERED OFFICE

The registered office of our Company is presently situated at 84-85 Chakkarpur, Gurugram, Haryana 122002. The changes have been as follows:

S. No.	Particulars of Registered Office	Date of Event	Purpose
1	T- 07/PH2, Takshila Heights, Sector 37C, Gurgaon, Haryana 122001 (On Incorporation)	31-12-2016	Administrative convenience
2	Unit No-305-306, Spazedge, Tower-A, Sohna Road, Sector-47, Gurgaon-122001	24-12-2019	Administrative convenience
3	84-85, Chakkarpur, Gurugram, Gurgaon, Haryana-122002	22-10-2021	Administrative convenience

### MAIN OBJECTS OF OUR COMPANY

The Main Objects of our Company are inter alia as set forth below:

1. To carry on the business of manufacturing, selling trading or outsourcing of drones and UAVs (Unmanned Aerial Vehicles) for various purposes, including commercial, military, land imaging, crop management, yield optimization and monitoring crop growth and crop production.
2. To provide services by drones for monitoring the plant development and spot pests, weeds, and other dangers to crops and provide training and certification programs for operating drones and UAVs, including flight training, safety procedures, and regulatory compliance.
3. To operate a retail chain of stores that sell a wide range of food and non-food products, including FMCGs (Fast-Moving Consumer Goods) such as snacks, beverages, personal care products, household goods, and electronics and to sell, distribute food products, including processed and manufactured food items, to customers through various channels, including retail stores, online marketplaces, and other distribution channels.
4. To provide training and certification programmes offline & online for new innovative technologies such as drone, UAV, IOT, Robotics. To engage in franchising business, including the sale of franchises for the retail chain and other business operations and provide installation, repair and maintenance services for the innovative devices for farming industry.
5. To provide financing options to the target audience for buying devices and learning new courses and provide customer support to its target audience.
6. To carry on the business of trading in agriculture products, agri inputs, fertilisers, chemicals and import & export of agri products.

### AMENDMENTS TO THE MOA SINCE INCORPORATION

S. No.	Particulars	Date of Event
1.	Increase in authorized capital from INR 1,00,000/- to INR 5,00,00,000/-	05-11-2018
2.	Increase in authorized capital from INR 5,00,00,000/- to INR 10,00,00,000/-	26-06-2023
3.	Increase in authorized capital from INR 10,00,00,000/- to INR 20,00,00,000/-	05-07-2023
4.	Change in object clause of the Company	26-06-2023
5.	Conversion of the Company from Private Limited to Public Limited	20-07-2023
6.	Sub-division of Equity Shares of Face Value Rs. 10/- to Rs. 2/-	19-09-2023

## KEY EVENTS AND MILESTONES

FY	List of key milestone since inception
2017-18	Become Partner with National Skill Development Corporation (NSDC) and various Sector Skill Councils .We have trained 11173 candidates trained through various skill development programs.
2018-19	14143 candidates trained through various skill development programs. With National Skill Development Corporation (NSDC) and various Sector Skill Councils
	Organized Rojgar Melas in Gujarat where Shri Paresh Rawal Ji, Legendry Actor and MP, Ahmedabad east graced the event and in Haryana captain Abhimanyu ,then Finance & Industry minister of Haryana along with Smt. Roopa Ganguly, MP of Rajyasabha laid out the founding stone of our 25000 sq. ft. farmers training at Sisai, biggest village of Haryana
2019-20	9087 candidates trained through various Skill Development programs with National Skill Development Corporation (NSDC) and various Sector Skill Councils
	AVL got associated as auxiliary unit of The Bharat Scouts and Guide, a nodal body for scouting under Ministry of Youth Affairs.
	The target had been revised by NSDC after more than 70% of candidates were successfully placed in PMKVY 2.0 and got category as Training Provider status
	Our Certified candidates are awarded by the Hon'ble Prime minister of India, Shri Narendra Modi Ji, at Silvassa (Daman & Dadra Nagar Haveli).
	AVL is Part of Indian Delegation at World Skills 2019 Russia, our CMD Mr. Deep Sisai was the part of Indian delegation for World Skill Kazan, Russia & attended various meetings at Kazan & St Petersburg with being part of Indian delegation.
	Hon'ble Union Minister for Skill Development Shri Mahendra Nath Pandey addressed the facilitating ceremony sponsored by AVL for world Skill ceremony for World Skills winners 2019.
2020-21	9090 candidates trained through various skill development programs with National Skill Development Corporation (NSDC) and various Sector Skill Councils
	Our Farmers training center at Sisai became ready and inauguration was done By Hon'ble MP of Alwar and Chancellor of Baba Mastnath University, Mahant Balaknath Ji
	Inauguration of AVPL-DDU Center at Gurgaon- Shri Digvijay Singh Chautala Ji, Hon'ble State General Secretary, JJP along with Shri Mahipal Dhandha Ji, MLA Inaugurated AVL Gurgaon DOU- GKY Center at Chakkarpur, MG Road Gurgaon
2021-22	15440 candidates trained through various skill development programs.
	AVL got Partnered with different PSUs (ITI Limited, TCIL & EDCIL for training of farmers and their family members.
	Shri OP Dhankar Ji, Hon'ble State President, BJP along with Smt Sunita Duggal Ji, Hon'ble MP Sirsa, Shri Prabal Pratap Singh Tomar Ji inaugurated our training centers at Gurgaon on 23-03-2022
	Shri OP Dhankar Ji, Hon'ble State President, BJP along with Shri Devender Babli Ji, Hon'ble cabinet minister for Rural Development and Panchayat Raj inaugurated our SISAI -DOUGKY Center on 11-06-2022.
	Procured work orders from ITI Limited and EDCIL
22-23	AVL got empaneled with NACOF
	AVL have trained 25000 candidates in RPL and 18322 in STT
	AVL acquired 76 percent equity in SPH Aviation Private Limited and Farmer's City International Private Limited.
	AVL got empaneled with Haryana Skill Development Mission to train 12000 Drone Entrepreneurs -800 on rolling basis
	AVL partnered with UPL (A listed company to create 50000 Agri Entrepreneurs)
	AVL Got Empaneled with Uttarakhand Skill Development Mission to train 240 Drone entrepreneurs on rolling bases in govt. ITIs.

	AVL partnered with NSDC To create 65000 Drone entrepreneurs and 80000 Agri Entrepreneurs
	AVL Got empaneled with Uttar Pradesh Skill Development Mission to create 240 Drone entrepreneurs on rolling basis in UP
	AVL got work order of 1080 Drone entrepreneurs and 1080 Agri Entrepreneurs per quarter on rolling bases from NACOF

#### AWARDS AND ACCREDITATIONS

Our Company is an accredited “Category A” partner of NSDC and has affiliations with several other leading nodal agencies such as Bharat Scouts and Guides, EdCIL (India) Limited, ITI Limited, etc.

We are also an ISO Certified Company registered as partners in various skilling missions of the Government with Startup India, Skill India and NACOF.

#### DETAILS OF BUSINESS OF OUR COMPANY

For details on the description of our Company’s activity, business model, marketing strategy, strengths and prospects, please refer to the chapters entitled “Our Business”, “Management Discussion and Analysis of Financial Conditions” and “Basis for Issue Price” on page 93, 205 and 66 respectively.

#### HOLDING COMPANY OF OUR COMPANY

Our Company does not have any holding company as on the date of filing this Draft Red Herring Prospectus.

#### SUBSIDIARY COMPANIES OF OUR COMPANY

Our Company has the following Subsidiaries as on this date of filing of this Draft Red Herring Prospectus:

Particular	Description
Name of the subsidiary	SPH Aviation Private Limited CIN: U62100HR2022PTC105328 Registered Office: D-1001 Monsoon Breeze, Sector 78, Near Rampura Flyover, Na Vrangpur (157), Haryana
Nature of business	Currently conducts the Drone Skilling business. SPH is recognized by the Directorate General of Civil Aviation (DGCA) as a Remote Pilot Training Organisation.
Capital structure	Its authorized share capital is Rs. 1,000,000 and its paid up capital is Rs. 100,000.
Shareholding of the issuer	76% of paid up capital

Particular	Description
Name of the subsidiary	Farmers City International Private Limited CIN: U01820HR2019PTC081124 Registered Office: 901 The Royal Co Sector 43 Gurgaon , Haryana
Nature of business	Into agri-retail through comprehensive one-stop shops to provide a centralized hub for items such as fertilizers, seeds, and other essential farming necessities.
Capital structure	Its authorized share capital is Rs. 10,00,000 and its paid up capital is Rs. 4,16,670.
Shareholding of the issuer	76% of paid up capital

#### Common pursuits between our Subsidiaries and our Company

Our Subsidiaries are not engaged in lines of business that are similar to our Company and we do not perceive any conflict of interest with our Subsidiaries as our Subsidiaries are controlled by us. For details, see “Our Business” on page 93.

#### Business interests in our Company

Except in the ordinary course of business and other than the transactions disclosed in “Restated Financial Information” on page 127, the Subsidiaries of our Company have no business interests in our Company.

#### Other Confirmations

There are no accumulated profits or losses of our Subsidiaries, which are not accounted for by our Company in our Restated Consolidated Financial Information.

The equity shares of our Subsidiaries are not listed on any stock exchanges.

None of the securities of our Subsidiaries have been refused listing by any stock exchange in India or abroad.

#### ACQUISITION OF BUSINESS/UNDERTAKINGS & AMALGAMATION

Except as disclose in this Draft Red Herring Prospectus, there has been no acquisition of business/undertakings, mergers, amalgamation since incorporation.

#### HOLDING COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

#### **CAPITAL RAISING (DEBT / EQUITY)**

For details in relation to our capital raising activities through equity, please refer to “Capital Structure” beginning on page 47 of this Draft Red Herring Prospectus. For details of our Company’s debt facilities, please refer section “Financial Information” on page 127 of this Draft Red Herring Prospectus.

#### **TIME AND COST OVERRUNS IN SETTING UP PROJECTS**

There has been no time / cost overrun in setting up projects by our Company.

#### **INJUNCTION OR RESTRAINING ORDER**

There are no injunctions/ restraining orders that have been passed against the Company.

#### **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation.

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS AND CONVERSION OF LOANS INTO EQUITY SHARES**

Our Company has defaulted in making payment of interest and repayment of ₹0.13 lakhs against facility of ₹3.68 Lakhs during the financial year 2022-23 to Bajaj Finance Limited. However, the account is now standard and there is no pending overdue with any lender as of the date of filing of this Draft Red Herring Prospectus. Refer “Risk Factors” beginning on Page 18 of this Draft Red Herring Prospectus for further information.

Furthermore, except as disclosed in “Capital Structure” beginning on Page 47 of this Draft Red Herring Prospectus, none of the Company's loans have been converted into equity in the past.

#### **LOCK-OUT OR STRIKES**

Our Company, not been involved in any labour disputes or disturbances including strikes and lockouts. As on the date of this Draft Red Herring Prospectus, our employees are not unionized.

#### **SHAREHOLDERS OF OUR COMPANY**

Our Company has Eighteen (18) shareholders as on the date of this Draft Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to “Capital Structure” beginning on page 47 of this Draft Red Herring Prospectus.

#### **CHANGES IN THE MANAGEMENT**

For details of change in Management, please see “Our Management” on page 107 of this Draft Red Herring Prospectus.

#### **CHANGES IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS**

There has been no change in the business activities of our Company during last five (5) years from the date of this Draft Red Herring Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in “Management’s Discussion and Analysis of Financial Conditions & Results of Operations” beginning on page 205 of this Draft Red Herring Prospectus.

#### **SHAREHOLDERS AGREEMENTS**

As on the date of this Draft Red Herring Prospectus, there are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

#### **COLLABORATION AGREEMENTS**

As on the date of this Draft Red Herring Prospectus, our Company is not a party to any collaboration agreements.

#### **MATERIAL AGREEMENT**

Our Company has not entered into any material agreements other than the agreements entered into by it in ordinary course of business.

#### **NON-COMPETE AGREEMENT**

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Draft Red Herring Prospectus.

#### **JOINT VENTURE AGREEMENT**

Except the agreements entered in the ordinary course of business carried on or intended to be carried on by us, we have not entered into any other Joint Venture agreement.

#### **STRATEGIC PARTNERS**

Except as mentioned in this Draft Red Herring Prospectus, Our Company does not have any strategic partners as on the date of this Draft Red Herring Prospectus.

**FINANCIAL PARTNERS**

Our Company does not have any financial partners as on the date of this Draft Red Herring Prospectus.

**CORPORATE PROFILE OF OUR COMPANY**

For details on the description of our Company's activities, the growth of our Company, please see "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis of Issue Price" on pages 93, 205 and 66 of this Draft Red Herring Prospectus.

*This space has been left blank intentionally*

## OUR MANAGEMENT

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on our Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Draft Red Herring Prospectus, our Board consists of 5 (Five) Directors, out of whom 2 (Two) are Executive Directors and 3 (Three) are Non-Executive Directors all of whom are independent director.

Sr. No.	Name	DIN	Category	Designation
1.	Mr. Deep	03223134	Executive	Managing Director
2.	Ms. Preet Sandhuu	06923078	Executive	Director
3.	Mr. Tarun Panghal	08790185	Non-Executive	Director
4.	Mr. Sanjay Kakra	03020884	Non-Executive	Independent Director
5.	Mr. Permender Kumar Malik	10287472	Non-Executive	Independent Director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship(s)
1.	<p><b>Mr. Deep</b>                      Designation; Managing Director                      Address: Flat Number 1202, Tower - 07, Takshila Heights, Sector 37C, Gurgaon, Haryana - 122001                      Date of Birth: 04/07/1988                      Qualification: Bachelor of Technology                      Occupation: Business                      Nationality: Indian                      Term of Office: 5 Years                      Date of First Appointment: December 21, 2016                      Date of Appointment as MD: August 1, 2023</p>	35 Years	Farmer's City Producer Company Limited Startup Stairs Private Limited
2.	<p><b>Ms. Preet Sandhuu</b>                      Designation; Executive Director                      Address: H. No. 33, Block No. 2 Sisai Bola (108) Hansi, Haryana - 125049                      Date of Birth: 02/02/1987                      Qualification: Bachelor of Science                      Occupation: Business                      Nationality: Indian                      Term of Office: Retire by Rotation                      Date of First Appointment: December 21, 2016</p>	36 Years	SPH Aviation Private Limited Startup Stairs Private Limited
3.	<p><b>Mr. Tarun Panghal</b>                      Designation; Director                      Address: 1453, Ground Floor, Sector 20 B, Chandigarh - 160020                      Date of Birth: 24/01/2000                      Qualification: Bachelor of Arts                      Occupation: Business                      Nationality: Indian                      Term of Office: Retire by Rotation                      Date of First Appointment: July 7, 2021</p>	23 years	NA

4.	<p><b>Mr. Sanjay Kakra</b>  Designation; Independent Director  Address: F 908, Oberoi Splendor, JVLR Kalpataru Society, Andheri East, Mumbai, Maharashtra - 400093  Date of Birth: 04/02/1973  Qualification: Masters in Business Finance  Occupation: Business  Nationality: Indian  Term of Office: 5 Years  Date of First Appointment: August 21, 2023  Date of Appointment as ID: August 30, 2023</p>	50 years	<p>Ashberg Capital Advisors (OPC) Private Limited  V Vab Holding Private Limited  Ashberg India Advisors Private Limited  Ashberg Energy Connector Foundation</p>
5.	<p><b>Mr. Permender Kumar Malik</b>  Designation; Independent Director  Address: B 1206 Twin Towers, AWHO Phase 4, Prakash Hospital, Omega-1, Tugalpur, Gautam Buddha Nagar- 201310  Date of Birth: 12/05/1977  Qualification: Post Graduate Diploma in Business Management  Occupation: Service  Nationality: Indian  Term of Office: 5 Years  Date of First Appointment: August 25, 2023  Date of Appointment as ID: August 30, 2023</p>	46 years	NA

#### BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

- For Profiles of **Deep** and **Preet Sandhu** refer the section “*Our Promoters*” on page 117 of this Draft Red Herring Prospectus.
- Tarun Panghal**, Director of our Company and has worked as Head of Skill Training at AITMC Ventures Pvt Ltd (July 2021 - September 2022), he has improved communication, effectively led teams, and showcased strong organizational skills. Proficient in verbal and written communication, he excels in issue identification and resolution. Tarun holds a Bachelor of Arts degree in Geography with Honors from Punjab University, Chandigarh, reinforcing his professional expertise.
- Sanjay Kakra**, Independent Director of our Company is a finance professional with 24+ years of experience in risk management, credit underwriting, business leadership, and financial analysis. He has worked with blue-chip corporates, multinational banks, and NBFCs, leading cross-border operations and serving as a CFO and corporate credit expert. Sanjay excels in risk management, sales, people management, business process review, and corporate governance. His skills also encompass credit risk, portfolio management, and financial planning. He has a track record of revenue growth and operational optimization. Sanjay’s international experience and proficiency in multiple languages make him a valuable asset in finance.
- Permender Kumar Malik**, Independent Director of our Company is a professional with 23 years of cross-functional experience in the military. His competencies include leadership, critical thinking, problem-solving, mentoring, and communication skills. He holds numerous achievements, such as heading operations in a United Nations mission, and excelling in talent management. Malik possesses IT skills, diverse certifications, and a strong educational background. His career spans various key positions in the Indian Army, Ministry of Defence, and international exposure in the United Nations Mission in DR Congo.

*Note:*

*As on the date of this Draft Red Herring Prospectus:*

- None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the NSE, during the term of their directorship in such company.*
- None of the Directors are on the RBI List of wilful defaulters*
- None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.*
- None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018. None of the above-mentioned Directors are on the RBI List of wilful defaulters as on the date of this Draft Red Herring Prospectus.*
- None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*
- None of the Promoters, Directors or persons in control of our Company, have been or are 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.

#### **FAMILY RELATIONSHIP BETWEEN DIRECTORS**

Except as stated below, none of the Directors or Director and Key Managerial Personnel or Senior Management of the Company are related to each other as per Section 2(77) of the Companies Act, 2013:

S. No.	Name of the Director	Designation	Relationship
1.	Mr. Deep	Managing Director	Spouse of our Promoter and director Preet Sandhu
2.	Ms. Preet Sandhu	Director	Spouse of our Promoter and Managing Director Deep

#### **Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the stock exchanges and reasons for suspension.**

None of our Directors is / was a Director in any listed company during the last five years before the date of filing of this Draft Red Herring Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.

#### **Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting.**

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

#### **Details of arrangement or understanding with major shareholders, consumers, suppliers or others, pursuant to which of the Directors were selected as a director or member of senior management.**

There are no arrangements or understandings with major shareholders, consumers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.

#### **Details of service contracts**

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, the directors have been issued Appointment letters for their term of appointment.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

#### **Borrowing power of the Board**

In terms of the special resolution passed at an Annual General Meeting of our Company held on July 20, 2023 and pursuant to Section 180(1)(c) and any other applicable provisions, of the Companies Act, 2013 and the rules made thereunder, the consent of members of the Company has been accorded to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and free reserve, provided that the total outstanding amount so borrowed, shall not at any time exceed the limit of ₹75 Crores.

#### **TERMS AND CONDITIONS OF EMPLOYMENT OF OUR MANAGING DIRECTOR**

Pursuant to a resolution approved by the Shareholders of our Company at the EGM held on August 1, 2023, Mr. Deep was appointed as the Managing Director of our Company for a period of 5 years with effect from August 1, 2023, the terms of remuneration, including his salary, allowances and perquisites were approved. The terms of remuneration of our Managing Director have been summarized below:

<b>Name</b>	<b>Mr. Deep</b>
<b>Designation</b>	Managing Director
<b>Remuneration</b>	Maximum of ₹ 3,00,000/- per month, exclusive of all allowances and perquisites
<b>Perquisite</b>	As per the Rules of the Company

#### **PAYMENTS OR BENEFITS TO OUR DIRECTORS**

##### **Executive Directors**

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our Executive Director for Fiscal 2023:

Name of the Executive Director	Remuneration for the Fiscal 2023 (in INR)
Ms. Preet Sandhuu	36,00,000/-

#### Non-Executive Directors:

Non-Executive Directors of the company - both Independent and Non-Independent - may be paid sitting fee, commission, and any other amounts as may be decided by our board in accordance with the provisions of the Articles of Association, the Companies Act, and other applicable laws & regulations.

#### Contingent and deferred compensation payable to the Directors

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

#### Bonus or profit-sharing plan for our directors

Our Company does not have any performance-linked bonus or a profit-sharing plan in which our directors have participated.

#### Payment of benefits (non-salary related)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered. Our Company will not pay any remuneration to the Independent Directors of our company except the applicable sitting fee and reimbursement of expenses as per the Companies Act, 2013.

### SHAREHOLDING OF DIRECTORS OF OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any shares in our Company to qualify him/her for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Director	No. of Equity Shares held	% of pre-issue Equity Share Capital of our Company	% of post-issue Equity Share Capital of our Company*
1.	Mr. Deep	2,34,03,350	48.38	[•]
2.	Ms. Preet Sandhuu	71,53,540	14.79	[•]
3.	Mr. Tarun Panghal	20,65,210	4.26	[•]

\*Subject to finalisation of basis of Allotment

### INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances. Provided to anybody corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

Except as stated in the chapter “Our Management” and “Financial Information” beginning on page 107 and 127 respectively and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business. Our Directors are not interested in the appointment of or acting as Book Running Lead Manager, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

***Interest in promotion of Our Company***

Except Deep and Preet Sandhu, who are Promoters of our company, none of our directors have any interest in the promotion of our Company other than in ordinary course of business.

***Interest in the property of Our Company***

Our Directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Draft Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Draft Red Herring Prospectus. Our Directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

***Interest in the business of Our Company***

Save and except as stated otherwise in “Related Party Transaction” in the chapter titled “Financial Information” beginning on page number 127 of this Draft Red Herring Prospectus, our Directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

***Bonus or profit-sharing plan for the directors***

There is no bonus or profit-sharing plan for the Directors of our Company.

***Contingent and deferred compensation payable to directors***

No Director has received or is entitled to any contingent or deferred compensation.

***Other indirect interest***

Except as stated in chapter titled “Financial Information” beginning on page 127 of this Draft Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors

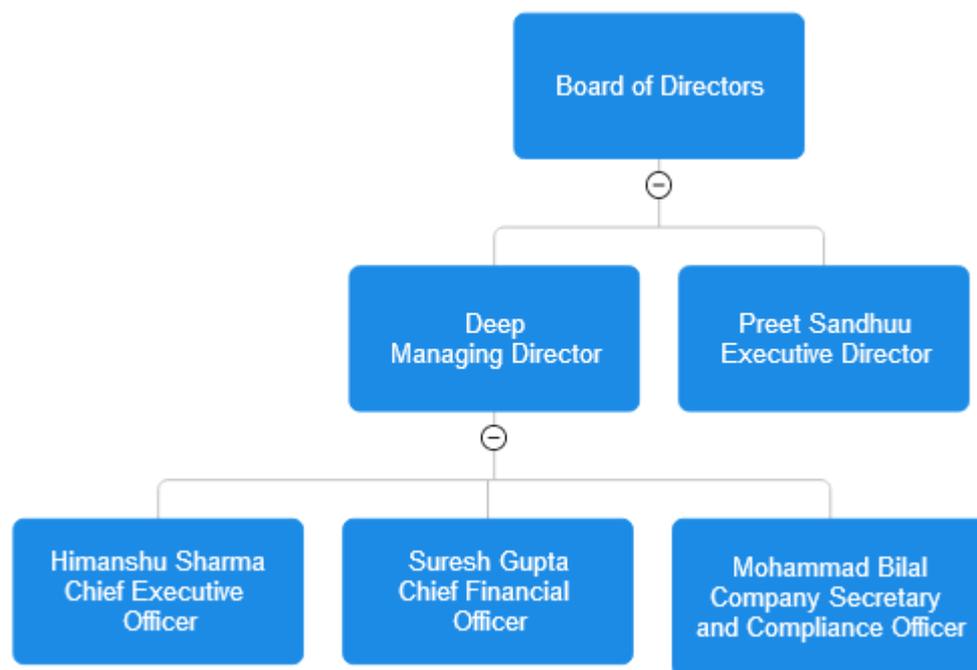
**CHANGES IN THE BOARD**

Save and except as mentioned below, there has been no change in directorships in our Company:

S. No	Name of Director/CFO/CS	Designation	Date of Appointment	Date of Cessation
1	Mr. Deep	Managing Director (KMP)	01-08-2023	-
		Director	21-12-2016	12-01-2019
2	Ms. Preet Sandhu	Director	21-01-2023	-
			21-12-2016	17-06-2019
3	Mr. Tarun Panghal	Director	07-07-2021	-
4	Mr. Sanjay Kakra	Independent Director	21-08-2023	-
5	Ms. Rennie Joyy	Independent Director	21-08-2023	25-08-2023
6	Mr. Permender Kumar Malik	Independent Director	25-08-2023	-
7	Ms. Seema Devi	Director	28-09-2018	01-01-2022
8	Ms. Nisha Saharan	Director	17-06-2019	21-01-2023
9	Mr. Ravi Kant	Director	17-06-2019	01-01-2022
10	Mr. Prabh Kirat	Director	20-01-2020	15-09-2021
11	Ms. Sharmila	Director	07-07-2021	01-01-2022

12	Mr. Abhimanyu	Director	30-06-2022	28-07-2022
----	---------------	----------	------------	------------

## MANAGEMENT ORGANIZATIONAL STRUCTURE



## CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchanges. As on date of this Draft Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including a woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. *Audit Committee*
2. *Nomination and Remuneration Committee*
3. *Stakeholders Relationship Committee*

### Audit Committee

The Audit Committee was constituted vide Board resolution dated September 1, 2023 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Draft Red Herring Prospectus, the Audit Committee comprises of:

Name of the Director	Status in the Committee	Nature of Directorship
Mr. Sanjay Kakra	Chairperson	Independent Director
Mr. Permender Kumar Malik	Member	Independent Director
Mr. Deep	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

- Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors

- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-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.
- Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/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.
- Review and monitor the auditor's independence and performance and effectiveness of the audit process.
- Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors on any significant findings and follow up thereon.
- 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.
- 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.
- 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
- To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 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.
- Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

The Audit Committee enjoys following powers:

- 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
- The audit committee may invite such executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of the internal audit committee.

The Audit Committee shall mandatorily review the following information:

- Management Discussion and Analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- Management letters/letters of internal control weaknesses issued by the statutory auditors
- Internal audit reports relating to internal control weaknesses.
- The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall cease to be a member of this committee.

### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on September 1, 2023. As on the date of this Draft Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Status in the Committee	Nature of Directorship
Mr. Sanjay Kakra	Chairperson	Independent Director
Mr. Permender Kumar Malik	Member	Independent Director
Mr. Tarun Panghal	Member	Non-Executive Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

- Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors
- Devising a policy on diversity of the Board of Directors
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
- 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
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such a committee.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee

#### **Stakeholders' Relationship Committee**

The Stakeholders' Relationship Committee was formed by the Board of Directors, at the meeting held on September 1, 2023. As on the date of this Draft Red Herring Prospectus the Stakeholders' Relationship Committee comprises of:

Name of the Director	Status in the Committee	Nature of Directorship
Mr. Sanjay Kakra	Chairman	Independent Director
Mr. Permender Kumar Malik	Member	Independent Director
Mr. Tarun Panghal	Member	Non-Executive Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

This Committee supervises all grievances of Shareholders and Investors and its terms of reference include the following:

- Allotment and listing of our shares in future
- Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers

The Stakeholders Relationship is required to meet at least once in a year.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall cease to be a member of this committee.

#### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges.

The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

#### **KEY MANAGERIAL PERSONNEL**

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel other than managing director of our Company:

- **Himanshu Sharma**, Chief Executive Officer of our Company, is a seasoned aviation professional with 18 years of expertise in airplane, helicopter, and drone mechanics, possesses in-depth knowledge of DGCA regulations, operation, safety, auditing, and BCAS security protocols. He has worked with leading aviation sector players, including GMR Airports and GMR Aviation, and successfully established 15 non-scheduled organizations from scratch. Himanshu is the founder of SPH Aviation Private Limited and leads AVL's drone training operations.
- **Suresh Gupta**, Chief Financial Officer of our Company, is a Chartered Accountant with over 30 years of experience, excels in project planning, resource mobilization, tax planning, and financial governance. His extensive leadership roles span diverse sectors such as hospitality, industrial products, chemicals, and education. Suresh specializes in financial management, compliance, fund raising, working capital management, budgeting, MIS, and systems management. At AVL, he coordinates financial, operational, and functional aspects while continuously enhancing performance efficiency.
- **Mohammad Bilal**, Company Secretary and Compliance Officer of our Company, is a qualified Company Secretary with over 5 years of experience, specializes in secretarial functions, corporate affairs, governance, and financial planning. He played a pivotal role in a capital market exercise during his previous role and has expertise in SEBI compliance, shareholder interface, and issue and listing guidelines. Bilal serves as the Company Secretary at AVL, responsible for secretarial, governance, and compliance activities.

*Notes:*

- i. All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.*
- ii. There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel was selected as a director or member of senior management.*
- iii. None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company; although they are abide by their terms of appointments.*

#### **Family Relationship Between Key Managerial Personnel**

None of the KMP of the Company are related to each other as per section 2(77) of the Companies Act, 2013.

#### **Bonus and/ or Profit-Sharing Plan for the Key Managerial Personnel**

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel.

#### **Contingent and Deferred Compensation Payable to Key Managerial Personnel**

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

#### **Shareholding of the Key Managerial Personnel**

Except Deep who hold 2,34,03,350 Equity Shares respectively of the Company none of our Key Managerial Personnel holds any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

#### **Interest of Key Managerial Personnel**

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

#### **Changes in Our Company's Key Managerial Personnel During the Last Three Years**

Following have been the changes in the Key Managerial Personnel during the last three years:

Sr. No.	Name of Director	Date of Change	Reason
1.	Deep	01-08-2023	Appointed as Managing Director
2.	Suresh Gupta	21-08-2023	Appointed as Chief Financial Officer

3.	Mohammad Bilal	01-08-2023	Appointed as Company Secretary
4.	Himanshu Sharma	21-08-2023	Appointed as Chief Executive Officer

*Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.*

#### **Scheme of Employee Stock Options or Employee Stock Purchase**

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

#### **Loans to Key Managerial Personnel**

There are no loans outstanding against the key managerial personnel other than the loan mentioned in the chapter – Restated Financial statement page no. 127.

#### **Payment of Benefits to Officers of Our Company (Non-Salary Related)**

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “Financial Information” and the chapter titled “Our Business” beginning on pages 127 and 93 of this Draft Red Herring Prospectus, we have not paid/given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Red Herring Prospectus.

#### **RETIREMENT BENEFITS**

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.

*This space has been left blank intentionally*

## OUR PROMOTERS

### The Promoters of our Company are:

S.N.	Name	Category	Shareholding
1.	Deep	Individual Promoters	2,34,03,350
2.	Preet Sandhuu	Individual Promoters	71,53,540
3.	Nisha Saharan	Individual Promoters	53,12,500

For details of the build-up of our promoter's shareholding in our Company, see "Capital Structure" beginning on page 47 of this Draft Red Herring Prospectus.

### Brief profiles of our Individual Promoters are as under:

	<b>Name</b>	<b>Deep</b>
	<b>Age</b>	35 Years
	<b>PAN</b>	BXQPD0378G
	<b>Personal Address</b>	Flat Number 1202, Tower-07, Takshila Heights, Sector 37C, Gurgaon, Haryana-122001
	<b>Directorships &amp; Other Ventures</b>	Farmer's City Producer Company Limited Startup Stairs Private Limited
	<b>Experience</b>	10
	<b>Occupation</b>	Business
	<b>No. of Equity Shares &amp; % pre-Issue Shareholding</b>	2,34,03,350 i.e. 48.38% of total pre-issue shareholding

	<b>Name</b>	<b>Preet Sandhuu</b>
	<b>Age</b>	36 Years
	<b>PAN</b>	CQMPK6739A
	<b>Personal Address</b>	H. No. 33, Block No. 2 Sisai Bola (108) Hansi, Haryana - 125049
	<b>Directorships &amp; Other Ventures</b>	SPH Aviation Private Limited Startup Stairs Private Limited
	<b>Experience</b>	10
	<b>Occupation</b>	Business
	<b>No. of Equity Shares &amp; % pre-Issue Shareholding</b>	71,53,540 i.e. 14.79% of total pre-issue shareholding

	<b>Name</b>	<b>Nisha Saharan</b>
	<b>Age</b>	37
	<b>PAN</b>	CFJPS3622A
	<b>Personal Address</b>	Agunia Bas, Chautala, Sirsa, Haryana - 125101
	<b>Directorships &amp; Other Ventures</b>	NA
	<b>Experience</b>	nil
	<b>Occupation</b>	Business
	<b>No. of Equity Shares &amp; % pre-Issue Shareholding</b>	53,12,500 i.e. 10.99 % of total pre-issue shareholding

For details pertaining to other ventures of our Promoters, refer to "Our Group Entities" beginning on page 122 of this Draft Red Herring Prospectus.

## UNDERTAKINGS AND CONFIRMATIONS

- Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhaar and Passport Number of the Promoters will be submitted to the EMERGE Platform of NSE, where the securities of our Company are proposed to be listed at the time of submission of Draft Red Herring Prospectus.
- Our Promoters has confirmed that they have not been identified as wilful defaulters.
- No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

#### **COMMON PURSUITS/ CONFLICT OF INTEREST**

There is no Group Company which is engaged in a similar line of business as our Company as on date of this Draft Red Herring Prospectus. We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

#### **RELATIONSHIP OF PROMOTERS WITH OUR DIRECTORS**

Our Promoters are part of our Board of Directors as Managing Director and/or Directors. None of our Promoters are related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013, except as follow:

S.No.	Name of Director	Relationship
1.	Mr. Deep	Spouse of our Promoter and director Preet Sandhu.
2.	Ms. Preet Sandhu	Spouse of our Promoter and Managing Director Deep.

#### **EXPERIENCE OF OUR PROMOTERS**

**Deep** is the Founder and Managing Director of our Company, specializing in drone technology for agriculture. He holds a bachelor's degree in IT from Kurukshetra University, with expertise in robotics, artificial intelligence, and machine learning. Deep has received the Bharat Gaurav Award and participated in the Indian delegation for World Skill Kazan. He is currently leading AITMC towards an Initial Public Offering (IPO).

**Preet Sandhu** is the Co-Founder and Director of our Company and she has expertise in corporate communication, international relations, strategic communications, networking, and team management. Preet Sandhu has also held positions in the Telecom Sector Skill Council of India and the All India Technical and Management Council.

**Nisha Saharan** has an educational background that includes attending Mody School in Laxmangarh, Rajasthan, and obtaining a Bachelor's Degree in Political Science from Gargi College, Delhi University.

#### **INTEREST OF PROMOTERS**

##### ***Interest in promotion of Our Company***

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and having significant control over the management and influencing policy decisions of our Company.

##### ***Interest in the property of Our Company***

Our Promoters have no interest in any property acquired by our Company neither in the preceding two years from the date of this Draft Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Draft Red Herring Prospectus. Our Promoters also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

For more information, refer to "***Our Business***" beginning on page number 93 of this Draft Red Herring Prospectus.

##### ***Interest as member of Our Company***

Our Promoters hold 3,58,69,390 Equity Shares aggregating to 74.16 % of pre-issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Except to the extent of their respective shareholding in our Company and benefits provided to our Promoters given in "***Our Management***" beginning on page 107 of this Draft Red Herring Prospectus, our Promoters hold no other interest in our Company.

##### ***Interest as Director of our Company***

Except as stated in the "***Financial Information***" beginning on page 127 of the Draft Red Herring Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AOA.

#### **COMPANIES / FIRMS FROM WHICH THE PROMOTERS HAVE DISASSOCIATED THEMSELVES IN THE LAST (3) THREE YEARS**

Our Promoters has not disassociated themselves from any of the Companies, Firms or other entities during the last three years

preceding the date of this Draft Red Herring Prospectus, except as follows:

**Deep:**

S.No.	Name of company	Reason	Date
1.	Voice Infotech Private Limited	Strike Off	-
2.	KSD Infrastructure Private Limited	Strike Off	-
3.	Numac International Private Limited	Strike Off	-
4.	Avpl Financial Consultants Private Limited	Cessation of directorship	20/09/2023
5.	Bhagva Ontech Private Limited	Cessation of directorship	01/11/2022
6.	4S International Limited	Cessation of directorship	30/12/2022
7.	Aitmc Ventures Limited	Cessation of directorship	31/07/2023
8.	Techsmart Ventures Private Limited	Cessation of directorship	29/11/2022
9.	Startup Stairs Private Limited	Cessation of directorship	20/08/2021
10.	Aitmc Skills Private Limited	Cessation of directorship	01/12/2022

**Preet Sandhu:**

S.No.	Name of company	Reason	Date
1.	Edugroup Global Network Solutions Limited	Strike Off	-
2.	KSD Infrastructure Private Limited	Strike Off	-
3.	Numac International Private Limited	Strike Off	-
4.	Geg Thrive To Learn Private Limited	Cessation of directorship	07/10/2023
5.	Avpl Financial Consultants Private Limited	Cessation of directorship	20/09/2023
6.	Aitmc Ventures Limited	Cessation of directorship	29/08/2023
7.	Sph Aviation Private Limited	Cessation of directorship	27/08/2023
8.	Farmers City International Private Limited	Cessation of directorship	05/04/2022
9.	4S International Limited	Cessation of directorship	21/01/2020
10.	AITSIL SPV Private Limited	Cessation of directorship	14/10/2021
11.	Buniyad Earn While Learn Private Limited	Cessation of directorship	25/06/2022
12.	Buniyad Entertainment Private Limited	Cessation of directorship	30/06/2022
13.	Farmers City International Private Limited	Cessation of directorship	18/10/2021
14.	Bohosvilla India Private Limited	Cessation of directorship	01/08/2022

**OTHER VENTURES OF OUR PROMOTERS**

Save and except as disclosed in the ‘*Our Promoters*’ beginning on page 117 of the Draft Red Herring Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests.

**CHANGE IN THE CONTROL OF OUR COMPANY**

There has been no change of control of our Company, the Promoters of our Company are Deep, Preet Sandhu and Nisha Saharan. Initial subscribers to the MoA of our Company were Deep and Preet Sandhu. For details of the shareholding acquired by the current Promoters of our Company refer to the capital build-up of our Promoters under “*Capital Structure*” beginning on page 47 of this Draft Red Herring Prospectus.

**LITIGATION INVOLVING OUR PROMOTERS**

For details of legal and regulatory proceedings involving our Promoters, please refer to “*Outstanding Litigation and Material Developments*” beginning on page 212 of this Draft Red Herring Prospectus.

**PAYMENT OF BENEFITS TO OUR PROMOTERS AND PROMOTER GROUP DURING THE LAST TWO YEARS**

Save and except as disclosed under “*Financial Information*” beginning on page number 127 of the Draft Red Herring Prospectus, there has been no Payment or benefit to promoter during the two (2) years preceding the date of filing of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Red Herring Prospectus.

**OTHER CONFIRMATIONS**

As on the date of this Draft Red Herring Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoter or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the last five (5) years preceding the date of this Draft Red Herring Prospectus, except as disclosed under “*Outstanding Litigation and Material Developments*” beginning on page 212 of this Draft Red Herring Prospectus.

**GUARANTEES**

Our promoter may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to “*Statement of Financial Indebtedness*” and “*Financial Information*” on page 203 and 127 respectively of this Draft Red Herring Prospectus.

#### **RELATED PARTY TRANSACTIONS**

For details of related party transactions entered into by our Company, please refer to “*Financial Information*” beginning on page 127 of the Draft Red Herring Prospectus.

#### **INFORMATION OF OUR GROUP ENTITIES**

For details related to Our Group Entities please refer “*Our Group Entities*” on page 122 of this Draft Red Herring Prospectus.

*This space has been left blank intentionally*

## OUR PROMOTER GROUP

Our Promoters and Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations is as under

### A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI (ICDR) Regulations 2018 form part of our Promoter Group:

Relationship	Mr. Deep	Ms. Preet Sandhu	Ms. Nisha Saharan
Father	Mr. Kulbir Singh	-	Sh.Vinod Kumar Saharan
Mother	Mrs. Sunita	Mrs Harjit Kaur	Smt. Sulochana Devi
Spouse	Ms. Preet Sandhu	Mr. Deep	Sh.Anirudh
Brother(s)	Mr. Abhimanyu	Mr. Mehak Preet Singh Sandhu	Sh. Rahul Saharan
Sister	NA	NA	NA
Son(s)	Viraaz Deep Singh Sihag (Minor)	Viraaz Deep Singh Sihag (Minor)	Shivraj Singh (Minor)
Son's Wife	NA	NA	NA
Daughter(s)	NA	NA	Raavya Singh (Minor)
Daughters Husband	NA	NA	NA
Spouse's Father	-	Mr. Kulbir Singh	-
Spouse's Mother	Mrs Harjit Kaur	Mrs Sunita	Smt Seema Devi
Spouse's Brother(s)	Mr. Mehak Preet Singh Sandhu	Mr. Abhimanyu	Sh. Aditya Sihag Sh. Abhishek Chautala
Spouse's Sister	NA	NA	NA

### B. Companies and proprietorship firms forming part of our Promoter Group are as follows:

Nature of Relationship	Name of Entities
Any body corporate in which 20% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoters or any one or more of his immediate relative is a member.	<ol style="list-style-type: none"> <li>1. Startup Stairs Private Limited</li> <li>2. Quickmechanic Global Solutions Private Limited</li> <li>3. VPN Real Estates Private Limited</li> <li>4. Farmers City India Private Limited</li> <li>5. Tau Kamera Farmer Producer Company Limited</li> </ol>
Any body corporate in which a body corporate as mentioned above holds 20% or more of the total share capital	GEG Thrive to Learn Private Limited
Any HUF or firm in which the aggregate share of the promoters and his relatives is equal to or more than 20% of the total capital	Deep and Sons HUF

## OUR GROUP ENTITIES

In terms of the SEBI ICDR Regulations and the applicable accounting standards (Accounting Standard 18 and Indian Accounting Standard 24), for the purpose of identification of “group companies” in relation to the disclosure in Issue Documents, our Company has considered the companies with which there have been related party transactions in the last three years, as disclosed in the chapter titled “Restated Financial Information” beginning on Page 127 of this Draft Red Herring Prospectus.

Pursuant to a resolution passed by our Board dated September 25, 2023 for the purpose of disclosure in the Issue Documents for the Issue, a company shall be considered material and disclosed as “Group Company”, if:

- a. Such company (ies) in which, the investment in the form of equity or loan by the Company exceeds 10% of the net worth of the Company for the last audited financial year;
- b. Where the Company has entered into one or more transactions with such company (ies) in the last audited financial year, cumulatively exceeding 10% of the total revenue of the Company for the last audited financial year;
- c. Any other company/ entities that the Board may decide to consider material.

Accordingly, based on the parameters outlined above, as on date of this Draft Red Herring Prospectus, our Board has identified the following companies as Our Group Entities (“Group Companies”):

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our top five Group Companies for the previous three Financial Years, extracted from their respective audited financial statements (as applicable), are required to be hosted on the websites of the respective Group Companies. Such financial information of the Group Companies and other information provided on their respective websites does not constitute a part of this Draft Red Herring Prospectus. Such information should not be considered as part of information that any investor should consider before making any investment decision.

### A. Details of our top five Group Companies

Our top five Group Companies comprises of two unlisted Group Companies on the basis of turnover in Financial Year 2023 calculated on a standalone basis. Their details are provided below:

Name of Group Companies	Date of Acquisition	Country of Incorporation	% Equity interest June 30, 2023	% Equity interest March 31, 2023
SPH Aviation Private Limited	01-Jan-23	India	76%	76%
Farmers City International Private Limited	06-Feb-23	India	76%	76%

#### 1. SPH Aviation Private Limited

##### *Registered Office address*

D-1001 Monsoon Breeze, Sector 78, Near Rampura Flyover, Na Vrangpur (157), Gurgaon, Haryana

##### *Financial Performance*

##### Summarised Statement of Profit and Loss

*(in INR Lakhs)*

Particulars	'June 30, 2023	'March 31, 2023
Revenue from operations	9.45	15.40
Other income	-	-
<b>Total Income</b>	<b>9.45</b>	<b>15.40</b>
Cost of Services	2.40	2.63
Purchase of stock-in-trade	-	-
Change in inventories	-	-
Employee benefits expense	10.00	6.71
Finance cost	-	-
Depreciation and amortisation expenses	1.35	0.52
Other expenses	2.47	2.30
<b>Total Expenses</b>	<b>16.21</b>	<b>12.16</b>
<b>Profit before tax</b>	<b>(6.76)</b>	<b>3.24</b>
Tax expense	0.03	0.73
<b>Profit after tax</b>	<b>(6.79)</b>	<b>2.51</b>

##### Summarised Balance Sheet

Particulars	'June 30, 2023	'March 31, 2023
Equity & Reserves	(3.28)	3.51
Non-current liabilities	-	-
Current liabilities	60.07	21.22

Non-current assets	35.38	4.55
Current assets	21.41	20.18

## 2. Farmers City International Private Limited

### Registered Office address

GH-23, Sector-43 The Royal CGHS Limited, Gurgaon, Haryana

### Financial Performance

#### Summarised Statement of Profit and Loss

Particulars	'June 30, 2023	'March 31, 2023
Revenue from operations	35.78	54.59
Other income	-	21.68
<b>Total Income</b>	<b>35.78</b>	<b>76.27</b>
Cost of Services	-	18.38
Purchase of stock-in-trade	35.42	2.22
Change in inventories	-	0.22
Employee benefits expense	-	16.30
Finance cost	-	0.12
Depreciation and amortisation expenses	1.08	7.76
Other expenses	0.00	0.68
<b>Total Expenses</b>	<b>36.50</b>	<b>45.69</b>
<b>Profit before tax</b>	<b>(0.72)</b>	<b>30.58</b>
Tax expense	(0.10)	9.48
<b>Profit after tax</b>	<b>(0.62)</b>	<b>21.10</b>

#### Summarised Balance Sheet

Particulars	'June 30, 2023	'March 31, 2023
Equity & Reserves	45.33	45.95
Non-current liabilities	-	-
Current liabilities	67.32	31.90
Non-current assets	17.20	18.18
Current assets	95.44	59.67

## B. Details of our other Group Companies – Nil

## C. Nature and Extent of Interest of Group Companies

### Business interest of Our Group Entities in our Company

Except as disclosed in the section Restated Financial Information -Notes forming part of the Restated Financial Information – Note 39: Related Party Disclosures” on page 127, Our Group Entities have no business interests in our Company.

### In the promotion of our Company

Our Group Entities have no interest in the promotion of our Company.

### Interest in the property of Our Company

Our Group Entities have no interest in any property acquired by our Company neither in the preceding two years from the date of this Draft Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Draft Red Herring Prospectus. Our Group Entities also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

For more information, refer to “**Our Business**” beginning on page number 93 of this Draft Red Herring Prospectus.

## D. Litigations

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving Our Group Entities which will have a material impact on our Company.

## E. Common Pursuits between Our Group Entities and our Company

As on the date of this Draft Red Herring Prospectus, there is no common pursuits between Our Group Entities and our Company which will have a material impact on our Company.

**F. Related business transactions with the Group Companies and significance on the financial performance of our Company**

Other than the transactions disclosed in Annexure 36 of Restated Financial Statements under “*Restated Financial Information*” beginning on page 127 of this Draft Red Herring Prospectus, there are no other related business transactions between Our Group Entities and impact the financial performance of our Company.

***Confirmations***

None of Our Group Entities have its equity shares listed on any stock exchange.

## **RELATED PARTY TRANSACTIONS**

For details on related party transaction of our Company, please refer to “Restated Financial Information – Notes to Financial Information – Annexure 36 – Related Party Transactions” at page 127 of this Draft Red Herring Prospectus.

*This space has been left blank intentionally*

## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.

*This space has been left blank intentionally*

## SECTION VI – FINANCIAL INFORMATION

### INDEPENDENT AUDITOR’S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL STATEMENT

**The Board of Directors**  
**AITMC Ventures Limited,**  
84-85, Chakkarpur,  
Gurugram,  
Haryana -122002

Respected Sirs,

1. We have examined, the attached Restated Consolidated Financial Statements of AITMC Ventures Limited (the “**Company**” or the “**Issuer**”) along with its subsidiaries (hereinafter collectively referred to as ‘the group’) comprising the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2023 and March 31, 2023 the Restated Consolidated Statement of Profit and Loss, the and the Restated Consolidated Statement of Cash Flows for the period ended June 30, 2023 and year ended March 31, 2023 and the Restated Consolidated statement of significant accounting policies, and other explanatory information (collectively, the “Restated Consolidated Financial Statements”), as approved by the Board of Directors of the Company at their meeting held on 11 September 2023 for the purpose of inclusion in the Draft Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“IPO”) prepared in terms of the requirements of:

- a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (“**the Act**”);
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (“ICDR Regulations”); and
- c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by The Institute of Chartered Accountants Of India (“ICAI”), as amended from timeto time (the “Guidance Note”).

2. The Company’s Board of Directors is responsible for the preparation of the Restated Consolidated Financial Statement & other financial information for the purpose of inclusion in the Draft Red Herring Prospectus /Red Herring Prospectus/Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Delhi & Haryana in connection with the proposed IPO. The Board of Directors responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Restated Consolidated Financial Statements have been prepared by the management of the Company as per the basis of preparation para stated in Annexure 1 & 2 to the Restated Consolidated Financial Statements. The Restated Consolidated Financial Statements have been extracted by the management from the Audited Financial Statements of the Group for the period ended June 30, 2023 and year ended March 31, 2023 as prepared in accordance with accounting principles generally accepted in India at the relevant time and approved by the Company in its board meetings held on 11 September 2023 and August 26, 2023 respectively. The Board of Directors of the Holding Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Statements. The Board of Directors of the Holding Company are also responsible for identifying and ensuring that the Group complies with the Act, the ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Statements taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 27<sup>th</sup> August, 2023 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note - The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Statements; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO of equity shares of the Company.

For the purpose of our examination, we have relied on:

- (i) As reported in our Independent Auditors' Report on the consolidated financial statements referred to in (a) above, we did not audit the financial statements of subsidiaries as at and for year ended March 31, 2023. The financial statements for these subsidiaries have been audited by other auditors, whose reports have been furnished to us, and our opinion on the consolidated financial statements in so far as it relates to the affairs of such subsidiaries is based solely on these reports. The Group's share of total assets, total revenue, total profit/(loss), net cash flow pertaining to these entities for the years ended March 31, 2023 in the consolidation financial statement is as under:

<i>(Rs. in Lacs)</i>					
Year ended	Number of entities	Total assets	Total revenue	Total profit/(loss)	Total cash inflow/(outflow)
March 31, 2023		102.58	91.57	23.61	19.08

4. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Statements:

a) Have been made after incorporating adjustments for:

- i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
- ii. Prior period and other material amount in the respective financial years to which they relate.
- iii. Extra-ordinary items, if any, that needs to be disclosed separately in the accounts requiring adjustments.
- iv. Qualifications in the Audit Reports issued by Statutory Auditor for the period ended June 30 2023 and year ended on March 31, 2023.

5. The Restated Consolidated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 4 above.

6. 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 and other auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

7. We, NKSC & Co., Chartered Accountants have been subjected to the peer review process of The Institute of Chartered Accountants of India ("ICAI") and hold a valid Certificate No. 014317 dated 16 June 2022 issued by the "Peer Review Board" of the ICAI.

8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9. Our report is intended solely for use of the Board of Directors for inclusion in the Prospectus to be filed with SEBI, NSE Emerge SME Platform of Stock Exchanges, and Registrar of Companies, Delhi & Haryana in connection with the proposed IPO. Our report should not be used, referred to or distributed or 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 NKSC & Co.**

Chartered Accountants

**Firm Registration No.: 020076N**

---

**CA Priyank Goyal**

Partner

Membership No.: 521986

UDIN: 23521986BGQDOS1567

Date: 11 September 2023

Place: New Delhi

**AITMC Ventures Limited**  
**Restated Consolidated Statement of Assets**  
**and Liabilities**  
*( All amounts are ₹ in lacs unless otherwise stated)*

Particulars	Annexure	As at	
		June 30, 2023	March 31, 2023
<b>Equity and Liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	3	967.50	387.00
Reserves and surplus	4	382.64	729.29
		<b>1,350.14</b>	<b>1,116.29</b>
Minority Interest	5	10.09	11.87
		<b>1,360.23</b>	<b>1,128.16</b>
<b>Non-current liabilities</b>			
Long-term borrowings	6	96.01	71.66
Other long term liabilities	7	704.00	524.00
Long term provisions	8	8.75	14.49
		<b>808.76</b>	<b>610.15</b>
<b>Current liabilities</b>			
Short-term borrowings	9	190.69	123.30
Trade payables	10	-	-
- dues of micro enterprises and small enterprises		-	-
- dues of creditors other than micro enterprises and small enterprises		968.32	772.17
Other current liabilities	11	367.80	298.48
Short-term provisions	12	141.36	57.52
		<b>1,668.17</b>	<b>1,251.47</b>
<b>Total Equity and Liabilities</b>		<b>3,837.16</b>	<b>2,989.78</b>
<b>Assets</b>			
<b>Non current assets</b>			
Property, plant and equipment	13	484.13	434.84
Intangible Assets	14	0.62	0.72
	15	69.38	70.25
Non current investment	16	9.55	12.34
Deferred tax assets (net)	17	184.45	232.66
Long-term loans and advances	18	35.26	35.26
		<b>783.39</b>	<b>786.07</b>
Other Non-current assets	19	2,398.08	1,747.27
	20	33.44	92.79
	21	543.90	310.24
	22	78.35	53.41
		<b>3,053.77</b>	<b>2,203.71</b>
<b>Total Assets</b>		<b>3,837.16</b>	<b>2,989.78</b>

Summary of significant accounting policies

The accompanying notes form an integral part of these financial statements.

As per our report of even date.

For NKSC & Co.  
Chartered Accountants

Firm Registration Number: 020076N  
Date: 11-Sep-2023

Place: New Delhi

**Priyank Goyal**

Partner

Membership No.: 521986

ICAI UDIN No. 23521986BGQDOS1567

For and on behalf of Board of Directors of  
**AITMC Ventures Limited**

**Deep**

Managing Director  
DIN No. : 03223134

**Preet Sandhu**

Director  
DIN No. 06923078

**Himanshu Sharma**

CEO  
PAN No. EUIPS7399L

**Suresh Gupta**

CFO  
PAN No. : AAPPG2457G

**Mohammad Bilal**

Company Secretary  
ICSI M.No. : ACS56327

Date: 11-Sep-2023

Place: Gurugram

Particulars	Annexure	Period/Year ended	
		June 2023	30, March 31, 2023
<b>Income</b>			
Revenue from operations	23	948.33	2,144.99
Other income	24	13.46	57.03
<b>Total Income</b>		<b>961.79</b>	<b>2,202.02</b>
<b>Expenses</b>			
Purchase of traded goods	25	35.42	2.44
Cost of Services	26	316.66	825.26
Employee benefits expenses	27	93.80	320.57
Finance costs	28	7.39	55.15
Depreciation and amortisation expenses	29	35.22	114.00
Other expenses	30	150.02	224.39
<b>Total Expenses</b>		<b>638.51</b>	<b>1,541.81</b>
<b>Restated Profit before tax and minority interest</b>		<b>323.28</b>	<b>660.21</b>
<b>Tax expense</b>			
- Current tax		88.56	195.95
- Deferred tax		2.65	(17.05)
<b>Total tax expense</b>		<b>91.21</b>	<b>178.90</b>
<b>Restated Profit after tax before minority interest</b>		<b>232.07</b>	<b>481.31</b>
<b>Share of minority in profit</b>		<b>(1.78)</b>	<b>-</b>
<b>Restated Profit after tax</b>		<b>233.85</b>	<b>481.31</b>
<b>Earnings per equity share</b>			
- Basic & diluted earning per share	31	2.42	12.80

This is the restated statement of profit and loss referred to in our report of even date.  
The accompanying notes form an integral part of these financial statements.

As per our report of even date.

For **NKSC & Co.**

Chartered Accountants  
Firm Registration Number: 020076N

For and on behalf of Board of  
Directors of  
**AITMC Ventures Limited**

**Priyank Goyal**  
Partner  
Membership No.: 521986  
ICAI UDIN No. 23521986BGQDOS1567

**Deep**  
Managing Director  
DIN No. : 03223134

**Preet Sandhu**  
Director  
DIN No. 06923078

**Himanshu Sharma**  
CEO  
PAN No. EUIPS7399L

**Suresh Gupta**  
CFO  
PAN No. : AAPPG2457G

**Mohammad Bilal**  
Company Secretary  
ICSI M.No. : ACS56327

Date: 11-Sep-2023

Place: New Delhi

Date: 11-Sep-2023  
Place:  
Gurugram

**AITMC Ventures Limited**  
**Restated Consolidated Cash Flow Statement**  
*(All amounts are ₹ in lacs unless otherwise stated)*

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023
<b>Cash flow from operating activities</b>		
<b>Net profit before tax</b>	316.50	631.94
<b>Adjustments for:</b>		
Depreciation and amortisation expense	34.36	112.83
Depreciation on investment property	0.86	1.17
Finance cost	5.37	44.49
Minority interest	(1.78)	-
Gratuity expenses	-	6.07
Provision for doubtful advances	-	8.82
<b>Operating profit before working capital changes</b>	<b>355.31</b>	<b>805.32</b>
<b>Adjustments for (increase)/decrease in operating assets</b>		
Trade receivables	(650.81)	(711.30)
Other current assets	(24.94)	19.48
Loans and advances	(254.51)	(124.22)
<b>Adjustments for increase/(decrease) in operating liabilities</b>		
Trade payables	196.15	232.89
Provisions	79.88	50.87
Other current liabilities	69.32	148.33
Other long term liabilities	180.00	374.33
<b>Net Cash generated/(used in) from operating activities</b>	<b>(49.60)</b>	<b>795.70</b>
<b>Less: Taxes paid</b>	<b>(88.42)</b>	<b>(163.37)</b>
<b>Net Cash generated/(used in) from operating activities</b>	<b>(138.02)</b>	<b>632.33</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant & equipment	(35.34)	(313.02)
Intangible Assets	-	(1.96)
Goodwill	-	-
Sale/(Purchase) of investments(net)	0.01	(0.00)
Decrease/(Increase) in Term deposit	-	27.77
Inter corporate loan	20.85	(55.74)
Rental income	6.78	30.51
Interest income	-	3.85
<b>Net cash (used in) investing activities</b>	<b>(7.70)</b>	<b>(308.59)</b>
<b>Cash flow from financing activities</b>		
Issue of share capital	-	12.00
Increase in securities premium	-	48.00
Proceeds from/(repayment of) borrowings	91.74	(264.33)
Finance cost	(5.37)	(44.49)
<b>Net cash generated from/(used in) financing activities</b>	<b>86.37</b>	<b>(248.82)</b>
<b>Net increase in cash and cash equivalent (A+B+C)</b>	<b>(59.35)</b>	<b>74.92</b>
Cash and cash equivalents at the beginning of the year	92.79	17.87
<b>Cash and cash equivalents at end of the year</b>	<b>33.44</b>	<b>92.79</b>

C.

**AITMC Ventures Limited**  
**Restated Consolidated Cash Flow**  
**Statement**

*( All amounts are ₹ in lacs unless otherwise stated)*

Notes to Cash Flow Statement			
Particulars	As at		
	June 30, 2023	March 31, 2023	
<b>(i).</b> Cash and cash equivalents comprise			
- In current account of scheduled bank	14.90	71.09	
- Cash on hand	18.54	21.70	
	<b>33.44</b>	<b>92.79</b>	

**(ii)** The accompanying notes form an integral part of the financial statements.

**(iii)** The above cash flow statement has been prepared under the indirect method set out in AS-3 (*Cash Flow Statements*) as specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

Summary of significant accounting policies  
(Refer note 2)

As per our report of even date.

For NKSC & Co.  
Chartered Accountants  
ICAI Firm Registration No.: 020076N  
ICAI UDIN No. 23521986BGQDOS1567

For and on behalf of the Board of Directors of  
**AITMC Ventures Limited**

**Priyank Goyal**  
Partner  
ICAI Membership No.: 521986  
ICAI UDIN No. 23521986BGQDOS1567

**Deep**  
Managing Director  
DIN No. : 03223134

**Preet Sandhu**  
Director  
DIN No. 06923078

**Himanshu Sharma**  
CEO  
PAN No. EUIPS7399L

**Suresh Gupta**  
CFO  
PAN No. : AAPPG2457G

**Mohammad Bilal**  
Company Secretary  
ICSI M.No. : ACS56327

Date: 11-Sep-2023  
Place: New Delhi

Date: 11-Sep-2023  
Place: Gurugram

## 1. Background

The Group consist of AITMC Ventures Limited (“the holding company”) and its subsidiaries (hereinafter referred to as “the Group”).

The Group is domiciled in India, with the registered office of parent company situated at 84-85 Chakkarpur Gurgaon Haryana 122002.

The Holding Company was incorporated in India on December 21, 2016 to provide Skill Trainings. The Registrar of Company is Registrar of Companies, Delhi.

## 2. Summary of significant accounting policies

### (i) Basis for preparation of Financial Statements:

The Restated Consolidated Statement of assets and liabilities of the Group as at June 30, 2023 and March 31, 2023, the related Restated Statement of profits and losses, and cash flow for the period ended June 30, 2023 and year ended March 31, 2023 and accompanying annexures to Restated Statement (hereinafter collectively called “Restated Consolidated Financial Statement”) have been prepared specifically for inclusion in the draft red herring prospectus to be filed by the Group with the Stock Exchanges in connection with proposed initial public offer of equity shares of Rs. 10 each of the Holding Company (the “Offering”). The Group has prepared the Restated Financial Statement on the basis that it will continue to operate as a going concern. The Restated Consolidated Financial Statements have been prepared to comply in all material respects with 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 from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations") and
- c) Guidance Note on Reports in Company Prospectuses (Revised 2019) (“Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”)

### The Restated Consolidated Financial Statements has been compiled from:

- a) audited financial statements of the Group as at and for the period ended June 30, 2023 and year ended March 31, 2023, which have been approved by the Board of Directors at their meeting held on 11 September 2023 and 26 August 2023 respectively prepared to comply in all material respects with the Accounting Standards notified under Section 133 of the Companies Act, 2013 (“the Act”), read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Group and are consistent with those used in the previous year. These financial statements have been approved by the Board of Directors at their meetings held on 11 September 2023. The Restated Consolidated Financial Statements are presented in INR, and all values are rounded to the nearest lacs, except when otherwise indicated.

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria set out in the Schedule III to the Act.

### (ii) Principles of Consolidation

The Consolidated Financial Statements include the financial statements of the Company and its subsidiaries.

The Consolidated Financial Statements have been prepared in accordance with Accounting Standard (AS-21) on “Consolidated Financial Statements” specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Consolidated Financial Statements are prepared on the following basis:

- i) Consolidated Financial Statements include Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement and notes to Consolidated Financial Statements, other statements and explanatory material that form an integral part thereof. The Consolidated Financial Statements are presented, to the extent possible, in the same format as adapted by the Company for its standalone financial statements.
- ii) The Consolidated Financial Statements have been combined on a line by line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and resulting unrealised profits in full. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the Balance Sheet of the Company and its share in the post-acquisition increase/ (decrease) in the relevant reserves of the entity to be

consolidated. This procedure has been performed using the audited Standalone Financial Statements of the holding company and its subsidiaries.

- iii) As per Accounting Standard 21 on Consolidated Financial Statements, notes involving items which are material need to be disclosed. Materiality for this purpose is assessed in relation to the information contained in the Consolidated Financial Statements.
- iv) The Consolidated Financial Statements have been drawn to keep all the information as contained in the Audited Financial Statements of the Company for the year ended June 30, 2023 & March 31, 2023 on standalone basis.

**(iii) Basis for Consolidation**

The Consolidated Financial Statements include the financial statements of AITMC Ventures Limited and its subsidiaries (collectively known as “the Group”).

<b>Subsidiaries</b>	<b>Effective Shareholding June 30, 2023</b>
SPH Aviation Private Limited	76%
Farmers City International Private Limited	76%

Entities acquired/ sold during the period have been consolidated from/upto the respective date of their acquisition/ disposal and there are no subsidiaries, joint ventures and associates which have not been consolidated in the financial statements.

**(iv) Use of estimates**

The preparation of consolidated financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the reported date and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the management’s best knowledge of current events and actions, actual results could differ from these estimates. Any revision in accounting estimate is recognised prospectively in current and future periods.

**(v) Revenue recognition**

Revenue is recognised over the period of the training period, after taking into account the uncertainty involved in conditions to be fulfilled under the terms of the contract.

***Sale of Services***

Revenue is generated by providing Skill Trainings.

***Other Income***

***Interest***

Revenue from interest on time deposits is recognised on the time proportion method taking into consideration the amount outstanding and the applicable interest rates.

**(vi) Property, Plant & Equipment**

Items of property, plant & equipment are stated at cost of acquisition net of recoverable taxes (wherever applicable), less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Subsequent expenditure related to an item of property, plant & equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on

existing property, plant & equipment, including day to day repair and maintenance and cost of replacing parts are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

Property, plant & equipment retired from active use and held for disposal are stated at lower of book value and net realisable value as estimated by the Group and are shown separately in the financial statements under other current assets. Loss determined, if any, is recognised immediately in the Statement of Profit and Loss, whereas profit and sale of such assets is recognised only upon completion of sale thereof.

**(vii) Intangible assets**

An intangible asset is recognized when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Losses arising from the retirement of, and gain or losses arising from disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognised as income or expense in the Statement of Profit and Loss.

**(viii) Depreciation and amortisation**

Depreciation has been calculated on Written Down Method at the useful lives, which are equal to useful lives specified as per schedule II to the Act. Amortisation has been calculated on Written Down method at the useful lives, based on management estimates and in accordance with Accounting Standard-26 “Intangible Asset”.

Depreciation and amortisation on addition to property, plant & equipment and intangible assets respectively is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation and amortisation on sale/discard from property, plant & equipment and intangible assets respectively is provided for up to the date of sale, deduction or discard of the assets as the case may be.

Depreciation method, useful lives and residual values are reviewed at each financial year end, and changes, if any, are accounted for prospectively.

The useful lives of the assets are as under:

<b>Particulars</b>	<b>seful life (years)</b>
<b>Property, plant &amp; equipment:</b>	
Furniture and fixtures	.10
Plant & Machinery	5
Office equipment	
Vehicle	.10
Computer equipment	
<b>Intangible assets:</b>	
Software	

Goodwill reflects the excess of cost of acquisition over the book value of net assets acquired on the date of the acquisition. Goodwill is tested for impairment on an annual basis.

**(ix) Impairment of assets**

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable

amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation/amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

**(x) Borrowing costs**

Borrowing costs relating to acquisition or construction or production of assets which take substantial period of time to get ready for its intended use are included as cost of such assets to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are recognised as an expense in the year in which they are incurred.

**(xi) Leases:**

*Where the Group is lessee*

Finance leases, which effectively transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the Statement of Profit and Loss. Lease management fees, legal charges and other initial direct costs of lease are capitalised.

A leased asset is depreciated on a straight-line basis over the useful life of the asset as determined by the management or the useful life envisaged in Schedule II to the Act, whichever is lower. However, if there is no reasonable certainty that the Group will obtain the ownership by the end of the lease term, the capitalised asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term and the useful life envisaged in Schedule II to the Act.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

*Where the Group is the lessor*

Leases in which the Group transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. After initial recognition, the Group apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognised in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

**(xii) Investment in property**

An investment in land or buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Group, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises purchase price and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life estimated by the management, or that prescribed under the Schedule II to the Act.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Consolidated Statement of Profit and Loss.

### **(xiii) Employee Benefits**

#### **Short term employee benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and bonus etc are recognised in the Statement of Profit and Loss in the year in which the employee renders the related service.

#### **Long term employee benefits:**

##### **i. Defined Benefit Plan: Gratuity**

The Group provides for retirement benefits in the form of Gratuity. Benefits payable to eligible employees of the Group with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the balance sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the Statement of Profit and Loss. The expected return on plan assets is based on the assumed rate of return of such assets.

### **(xiv) Taxation**

Tax expense for the year comprising current tax, deferred tax charge or benefit and MAT credit entitlement is included in determining the net profit for the year.

#### ***Current tax***

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

#### ***Deferred tax***

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the year. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty backed by convincing evidence of realisation of such assets. Deferred tax assets are reviewed at each Balance Sheet date and are written-down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

The break-up of the major components of the deferred tax assets and liabilities as at Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the entity has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

## **Minimum alternate tax**

Minimum alternate tax (MAT) under the Income Tax Act, 1961, payable for the year is charged to the Statement of Profit and Loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the period in which the Group recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the “Income-tax Act, 1961”, the said asset is created by way of credit to the Statement of Profit and Loss and shown as “MAT Credit Entitlement.” The Group reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

## **(xv) Provisions, contingent liabilities and contingent assets**

### ***Provision***

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

### ***Contingent liabilities***

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

### ***Contingent assets***

Contingent assets are neither recorded nor disclosed in the financial statements.

## **(xvi) Cash and cash equivalents**

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

## **(xvii) Exceptional items**

Items of income or expense from ordinary activities which are of such size, nature or incidence that, their disclosure is relevant to explain the performance of the enterprise for the period, are disclosed separately in the Consolidated Statement of Profit and Loss.

## **(xviii) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events such as bonus issue, share split or consolidation of shares.

For calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted into equity shares as at the beginning of the period, unless they have been issued at a later date.

## **(xix) Segment Reporting**

The Group operates in a single segment of vocational training in the one geographical area of India. Therefore, the disclosure requirements as per Accounting Standard 17 “Segment Reporting” are not applicable to the Group.

**(xx) Material Events**

Material events occurring after the balance sheet date are taken into cognizance.

*Space intentionally left blank*

**AITMC Ventures Limited**

**Notes to the Restated Consolidated  
Financial Statements**

*(All amounts are ₹ in lacs unless otherwise stated)*

**3 Restated Statement of Equity Share Capital**

- i). The Parent Company has one class of shares i.e. Equity Shares, having a par value of ₹ 10 per share.

Particulars	As at			
	June 30, 2023		March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
<b>Authorised shares</b>				
Equity shares of ₹ 10 each fully paid (previous year ₹ 10)	20,00,000	2,000.00	5,00,000	500.00
	<b>20,000,000</b>	<b>2,000.00</b>	<b>5,000,000</b>	<b>500.00</b>
<b>Issued, subscribed and fully paid up shares</b>				
Equity shares of ₹ 10 each fully paid (previous year ₹ 10) Addition during the period/year	3,870,000 5,805,000	387.00 580.50	3,750,000 120,000	375.00 12.00
	<b>9,675,000</b>	<b>967.50</b>	<b>3,870,000</b>	<b>387.00</b>

- (ii) **Reconciliation of the number of equity shares and amount outstanding at the beginning and end of the year**

Particulars	As at			
	June 30, 2023		March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
Opening balance	3,870,000	387.00	3,750,000	375.00
Allotment of share for a consideration otherwise than in cash*	5,805,000	580.50	-	-
Addition during the period/year	-	-	120,000	12.00
<b>Shares outstanding at the end of the year</b>	<b>9,675,000</b>	<b>967.50</b>	<b>3,870,000</b>	<b>387.00</b>

**\* Footnote**

During the current period, the shareholders of the Holding Company at its meeting held on 26 June 2023 had approved a scheme of bonus issue in the proportion of 1.5 New Equity Shares for every 1 Equity Share a total sum of amounting Rs. 580.50 Lacs out of the Company's Reserve and Surplus be capitalized and that the said sum so capitalized be applied in paying up in full at par 58,05,000 new Equity Shares of INR 10/- each (hereinafter referred to as the "Bonus Shares") in the Share Capital of the Company.

- (ii) **Terms/rights attached to equity shares**

i)

The Parent company has only one class of equity shares. Each holder of equity share is entitled to one vote per share. The dividend proposed by the board of directors is subject to approval by the shareholders in the following Annual General Meeting. In the event of liquidation of the Parent company, the holders of the equity shares shall be entitled to receive remaining assets of the Parent company, after adjustment of all preferential payments. The distribution will be made in the proportion of holding of equity shares.

- (iv) **Detail of shareholders holding more than 5% of equity share in the holding company**

Name of shareholders	As at			
	June 30, 2023		March 31, 2023	
	Number	Percentage	Number	Percentage
Deep	4,680,670	48.38%	2,324,300	60.06%
Preet Sandhu	1,430,708	14.79%	337,500	8.72%
All India Technical Management Council	-	0.00%	234,783	6.07%
Abhimanyu	-	0.00%	223,800	5.78%
Nisha Saharan	1,062,500	10.98%	225,000	5.81%

Seema Devi	-	0.00%	200,000	5.17%
Ms. Shivangi Munjal	559,500	5.78%	-	0.00%
	<b>7,733,378</b>	<b>79.93%</b>	<b>3,545,383</b>	<b>91.61%</b>

(v) Details of shares held by promoters and promoters' group

Particulars	As at			
	June 30, 2023		March 31, 2023	
	Number of shares	% of total shares	Number of shares	% of total shares
Deep	4,680,670	48.38%	2,324,300	60.06%
Preet Sandhu	1,430,708	14.79%	337,500	8.72%
Nisha Saharan	10,62,500	10.98%	2,25,000	5.81%
	<b>71,73,878</b>	<b>74.15%</b>	<b>28,86,800</b>	<b>74.59%</b>

**AITMC Ventures Limited**

**Notes to the Restated Consolidated**

**Financial Statements**

*(All amounts are ₹ in lacs unless otherwise stated)*

(vi) Aggregate number of bonus shares issued and shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

Particulars	As at			
	June 30, 2023		March 31, 2023	
	No. of shares	Amount	No. of shares	Amount
Equity shares allotted as fully paid-up pursuant to fully paid up for consideration other than cash	5,805,000	580.50	-	-
	<b>5,805,000</b>	<b>580.50</b>	-	-

(vi) No class of shares have been bought back by the Group during the period of five years immediately preceding the reporting date.

**3 Restated Statement of Material  
A Adjustments**

Summarised below are the Restatement adjustments made to the profit after tax of the Audited Financial Statements of the Group for the period ended June 30, 2023 and year ended March 31, 2023 and their consequential impact on the profit/ (loss) of the Group:

Particulars	For the Period/Year ending	
	30-Jun-23	31-Mar-23
<b>A) Net profit/(loss) after tax as per audited financials statements</b>	243.82	443.13
<b>B) Adjustments</b>		
(i) Audit qualifications		
- Provident Fund	(7.20)	(12.84)
- ESI	(1.23)	(2.13)
- Interest on delay in non deposition of PF & ESI	(1.54)	(2.61)
(ii) Adjustments due to prior period items	-	10.03
- Gratuity	-	2.78
- Depreciation on invetsment property	-	42.94
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable		
<b>Total adjustments</b>	<b>(9.97)</b>	<b>38.18</b>
<b>Restated profit/(loss) adjustments (A+C)</b>	<b>233.85</b>	<b>481.31</b>

Summarised below are the Restatement adjustments made to the profit after tax of the Audited Financial Statements of the Group for the period ended June 30 2023 and year ended March 31, 2023 and their consequential impact on the shareholder funds of the Group:

Particulars	For the Period/Year ending	
	30-Jun-23	31-Mar-23

<b>A) Total Shareholder's funds as per audited financials</b>	1,398.92	1,155.10
<b>statements Opening adjustment</b>	(38.81)	(76.99)
<b>B) Adjustments</b>		
(i) Audit qualifications	(7.20)	(12.84)
- Provident Fund	(1.23)	(2.13)
- ESI	(1.54)	(2.61)
- Interest on delay in non deposition of PF & ESI		
(ii) Adjustments due to prior period items	-	10.03
- Gratuity	-	2.78
- Depreciation on invetsment property	-	42.94
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable		
<b>Total adjustments</b>	<b>(48.78)</b>	<b>(38.81)</b>
<b>Restated shareholder's funds (A+C)</b>	<b>1350.14</b>	<b>1,116.29</b>

#### 4 Restated Statement of Reserves and surplus

Particulars	As at	
	June 30, 2023	March 31, 2023
<b>Profit in the Statement of Profit and Loss</b>		
Opening balance	681.29	199.98
<b>Add:</b> Profit for the year	233.85	481.31
<b>Less:</b> Reserve utilised for issue of bonus shares	(580.50)	-
<b>Closing Balance</b>	<b>334.64</b>	<b>681.29</b>
<b>Securities Premium</b>		
Opening balance	48.00	-
<b>Add:</b> Additions during the year	-	48.00
	<b>48.00</b>	<b>48.00</b>
<b>Minority Interest</b>		
Opening balance	11.87	11.87
<b>Add:</b> Additions during the year	(1.78)	-
	<b>10.09</b>	<b>11.87</b>
<b>Total Reserves and surplus</b>	<b>392.73</b>	<b>741.16</b>

#### 5 Restated Statement of Minority Interest

Set out below is summarised financial information for each subsidiary that has minority interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

June 30, 2023		March 31, 2023	
SPH Aviation	Farmers City	SPH Aviation	Farmers City

**Summarised balance sheet**

Minority Interest	24%	24%	24%	24%
Current assets	21.41	95.44	20.18	59.67
Current liabilities	60.07	67.32	21.22	31.90
<b>Net current assets</b>	<b>(38.66)</b>	<b>28.12</b>	<b>(1.04)</b>	<b>27.77</b>
Non-current assets	35.38	17.10	4.55	18.18
Non-current liabilities	-	-	-	-
<b>Net non-current assets</b>	<b>35.38</b>	<b>17.10</b>	<b>4.55</b>	<b>18.18</b>
<b>Net assets</b>	<b>(3.28)</b>	<b>45.23</b>	<b>3.51</b>	<b>45.95</b>
<b>Accumulated Minority interest (MI)</b>	<b>(0.77)</b>	<b>10.86</b>	<b>0.84</b>	<b>11.03</b>

	June 30, 2023		March 31, 2023	
	SPH Aviation	Farmers City	SPH Aviation	Farmers City
Revenue	9.45	35.78	15.40	76.27
Profit for the year	(6.79)	(0.63)	2.51	21.10
<b>Profit allocated to MI</b>	<b>(1.63)</b>	<b>(0.15)</b>	<b>0.60</b>	<b>5.06</b>

**Summarised statement of profit and loss A/c**

	June 30, 2023		March 31, 2023	
Carrying amount of non-controlling interests acquired	-	-	0.76	4.17
Consideration paid to non-controlling interests	-	-	0.76	19.00
<b>Excess consideration paid</b>			<b>-</b>	<b>14.83</b>

**Transactions with Minority interest**
**Restated Statement of Long-term borrowings**

Particulars	As at	
	June 30, 2023	March 31, 2023
<b>Vehicle Loan (secured) (Refer footnote i)</b>	86.63	96.69
<b>Term loans (unsecured)</b>		
-From Banks (Refer footnote ii)	64.75	35.09
-From NBFC's (Refer footnote iii)	27.98	27.98
<b>Less: Current maturities of long-term borrowings</b>	<b>(83.35)</b>	<b>(88.10)</b>
<b>Total</b>	<b>96.01</b>	<b>71.66</b>

**Footnotes:**

i). The Group has taken a secured vehicle loan from Yes Bank. Details of the loan are as follows:

Name of Bank	Loan taken	ROI	Tenure	EMI	Security	As at	
						June 30, 2023	March 31, 2023
Yes Bank	₹ 30.85	8.75%	60 months	₹ 0.63	Fortuner car	1.87	3.10
Yes Bank	₹ 15.92	8.75%	60 months	₹ 0.33	Innova car	0.65	1.60
Yes Bank	₹ 104.00	8.02%	60 months	₹ 2.10	Mercedes car	67.11	72.01
ICICI Bank	₹ 54.62	8.90%	60 months	₹ 1.13	Mercedes car	17.00	19.97
<b>Total</b>						<b>86.63</b>	<b>96.69</b>

ii). Term loans from banks

						As at

Name of Bank	ROI	Loan taken	Tenure	EMI	June 30, 2023	March 31, 2023
Deutsche Bank	18%	₹ 25.00	36 months	₹ 0.90	16.00	17.81
ICICI Bank	15%	₹ 25.00	24 months	₹ 0.87	-	17.28
ICICI Bank	18%	₹ 25.00	24 months	₹ 1.25	-	-
ICICI Bank	0.5%	₹ 54.00	6 months	One time	-	-
ICICI Bank	15%	₹ 50.00	36 months	₹ 1.73	48.75	-
HDFC Bank	18%	₹ 25.00	36 months	₹ 0.90	-	-
<b>Total</b>					<b>64.75</b>	<b>35.09</b>

iii). Loans from NBFC's

Name of Financial institutions	ROI	Loan taken	Tenure	EMI	As at	
					June 30, 2023	March 31, 2023
HDB Finance	19%	20.00	36 months	₹ 0.73	-	-
Clix Capital Services Pvt Ltd Topup	14%	3.45	36 months	₹ 0.12	1.87	1.87
Bajaj Finance Ltd	18%	20.16	36 months	₹ 0.73	-	-
Bajaj Finance Ltd Topup	14%	3.68	48 months	₹ 0.13	2.39	2.39
Magma Fincorp Limited	19%	20.36	36 months	₹ 0.75	-	-
Magma Fincorp Limited Topup	14%	3.81	36 months	₹ 0.13	2.07	2.07
Tata Capital Finance Service Ltd	20%	25.25	36 months	₹ 0.93	-	-
Trimudra Trade and Holdings Pvt Ltd	20%	100.00	12 months	One time	21.65	21.65
Clix Capital Services Pvt Ltd	19.5%	20.11	24 months	₹ 1	-	-
IVL Finance Ltd	20%	40.45	36 months	₹ 1	-	-
<b>Total</b>					<b>27.98</b>	<b>27.98</b>

7 Restated Statement of Other long term liabilities

Particulars	As at	
	June 30, 2023	March 31, 2023
Security deposit payable	704.00	524.00
<b>Total</b>	<b>704.00</b>	<b>524.00</b>

8 Restated Statement of Long term provisions

Particulars	As at	
	June 30, 2023	March 31, 2023
Provision for gratuity (refer note 33)	8.75	14.49
<b>Total</b>	<b>8.75</b>	<b>14.49</b>

9 Restated Statement of Short-term borrowings

Particulars	As at	
	June 30, 2023	March 31, 2023
Current maturities of long-term borrowings	83.35	88.10
Bank overdraft (refer footnote note 1)	74.60	-

Loan from related parties (Refer footnote 2)	32.74	35.20
<b>Total</b>	<b>190.69</b>	<b>123.30</b>

#### FY 2023-24

- i). \* The Company had taken Bank overdraft limit from ICICI Bank Limited in financial year 2022, which is repayable on demand. Later in June 23, the limit was further enhanced to Rs. 80 Lacs.

ii). **Interest rate**

These loans carry interest at repo rate + 3.1% per annum.

iii). **Repayment schedule**

The overdraft facilities is only for 1 year tenure on renewable basis.

iv). **Security**

The Overdraft is secured by equitable mortgage on following properties of the Company. Address of the property is - khewat no. 1889 khatorni no. 2126 khasra no. 142//4/1(8-0)5/1(7-8)part 900 sq. yard waka dhana, Hansi distt Hisar, Haryana - 125049.

The Borrowing are further secured by personal guarantees of the promoters and directors (Deep Sisai, Preet Sandhuu and Seema Devi) of the Company.

**Footnote 2:**

The Holding Company has taken interest-free loans\* from its related parties on repayable on demand. Details of the loans are as follows:

Particulars	As at	
	June 30, 2023	March 31, 2023
Preet Sandhuu	16.78	16.71
Deep	9.14	12.41
Deep and Sons HUF	0.74	0.74
Preeti	6.09	5.33
<b>Total</b>	<b>32.74</b>	<b>35.20</b>

\*For related parties loan refer note 36.

#### 10 Restated Statement of Trade payables

Particulars	As at	
	June 30, 2023	March 31, 2023
Trade payables (refer note 35)		
Due to micro, small and medium enterprises	-	-
Others	968.32	772.17
<b>Total</b>	<b>968.32</b>	<b>772.17</b>

**Footnotes:**

- i). Trade payables other than due to MSMEs are non-interest bearing and are normally settled in the Group's operating cycle.

ii). **Ageing schedule for trade payables - June 30, 2023**

Particulars	Outstanding as at June 30, 2023 from due date of payment for				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Micro and small enterprises	-	-	-	-	-
Other than micro and small enterprises	716.22	1.61	-	250.49	968.32
Micro and small enterprises - Disputed dues	-	-	-	-	-

Other than micro and small enterprises Disputed dues	-	-	-	-	-
<b>Total</b>	<b>716.22</b>	<b>1.61</b>	-	<b>250.49</b>	<b>968.32</b>

iii). Ageing schedule for trade payables - March 31, 2023

**Outstanding as at March 31, 2023 from due date of payment for**

<b>Particulars</b>	<b>Less than 1 year</b>	<b>1-2 Years</b>	<b>2-3 Years</b>	<b>More than 3 years</b>	<b>Total</b>
Micro and small enterprises	-	-	-	-	-
Other than micro and small enterprises	411.32	94.68	15.69	250.49	772.17
Micro and small enterprises - Disputed dues	-	-	-	-	-
Other than micro and small enterprises Disputed dues	-	-	-	-	-
<b>Total</b>	<b>411.32</b>	<b>94.68</b>	<b>15.69</b>	<b>250.49</b>	<b>772.17</b>

**11 Restated Statement of Other current liabilities**

<b>Particulars</b>	<b>As at</b>	
	<b>June 30, 2023</b>	<b>March 31, 2023</b>
Employee related payables (refer note 36)	61.96	43.71
Advance from customers	47.43	66.82
Expenses payable	123.28	88.03
Statutory dues payable	135.13	99.92
<b>Total</b>	<b>367.80</b>	<b>298.48</b>

**12 Restated Statement of Short-term provisions**

<b>Particulars</b>	<b>As at</b>	
	<b>June 30, 2023</b>	<b>March 31, 2023</b>
Provision for Income Tax (net of advance tax)	140.69	55.91
Provision for gratuity (refer note 33)	0.67	1.61
<b>Total</b>	<b>141.36</b>	<b>57.52</b>

**AITMC Ventures Limited**  
**Notes to the Restated Consolidated Financial Statements**  
*(All amounts are ₹ in lacs unless otherwise stated)*

**13 Restated Statement of Property, Plant &**

Equipment	Gross block (at cost)				Accumulated depreciation				Net block
	As at April 1, 2023	Additions	Disposals/ Adjustments	As at June 30, 2023	As at April 1, 2023	Charge for the year	Deletions/ Adjustments	As at June 30, 2023	As at June 30, 2023
Land	28.89	-	-	28.89	-	-	-	-	28.89
Furniture and fixtures	280.21	48.81	-	329.02	73.23	13.15	-	86.39	242.63
Office equipments	230.61	33.10	-	263.71	140.32	11.21	-	151.53	112.18
Computers	50.74	2.45	-	53.19	33.41	2.78	-	36.19	17.00
Vehicle	233.69	-	-	233.69	142.34	7.12	-	149.46	84.23
	<b>824.14</b>	<b>84.36</b>	-	<b>908.50</b>	<b>389.30</b>	<b>34.26</b>	-	<b>423.57</b>	<b>484.13</b>

**Financial**  
**2022-2023** year

	Gross block (at cost)				Accumulated depreciation				Net block
	As at April 1, 2022	Additions	Disposals/ Adjustments	As at March 31, 2023	As at April 1, 2022	Charge for the year	Deletions/ Adjustments	As at March 31, 2023	As at March 31, 2023
Land	34.65	-	5.76	28.89	-	-	-	-	28.89
Furniture and fixtures	99.90	180.31	-	280.21	47.22	26.01	-	73.23	206.98
Office equipments	153.46	77.15	-	230.61	104.51	35.81	-	140.32	90.29
Computers	35.53	15.21	-	50.74	24.93	8.48	-	33.41	17.33
Vehicle	232.17	1.52	-	233.69	101.05	41.29	-	142.34	91.35
	<b>555.71</b>	<b>274.19</b>	<b>5.76</b>	<b>824.14</b>	<b>277.71</b>	<b>111.59</b>	-	<b>389.30</b>	<b>434.84</b>

**AITMC Ventures Limited**  
**Notes to the Restated Consolidated Financial**  
**Statements**  
*(All amounts are ₹ in lacs unless otherwise stated)*

**1 Restated Statement of**  
**4 Intangible Assets**

**For the period April 23 - June 23**

	<b>Gross block (at cost)</b>			<b>Accumulated depreciation</b>			<b>Net block</b>		
	<b>As at April 1, 2023</b>	<b>Additions</b>	<b>Disposals/ Adjustments</b>	<b>As at June 30, 2023</b>	<b>As at April 1, 2023</b>	<b>Charge for the year s</b>	<b>Deletions/ Adjustments</b>	<b>As at June 30, 2023</b>	<b>As at June 30, 2023</b>
Software	2.13	-	-	2.13	1.40	0.10	-	1.50	0.62
	<b>2.13</b>	<b>-</b>	<b>-</b>	<b>2.13</b>	<b>1.40</b>	<b>0.10</b>	<b>-</b>	<b>1.50</b>	<b>0.62</b>

**Financial year 2022-2023**

	<b>Gross block (at cost)</b>			<b>Accumulated depreciation</b>			<b>Net block</b>		
	<b>As at April 1, 2023</b>	<b>Additions</b>	<b>Disposals/ Adjustments</b>	<b>As at March 31, 2023</b>	<b>As at April 1, 2023</b>	<b>Charge for the year s</b>	<b>Deletions/ Adjustments</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2023</b>
Software	2.13	-	-	2.13	0.17	1.24	-	1.40	0.72
	<b>2.13</b>	<b>-</b>	<b>-</b>	<b>2.13</b>	<b>0.17</b>	<b>1.24</b>	<b>-</b>	<b>1.40</b>	<b>0.72</b>

**Footnotes**

1. The Group has not carried out any revaluation of property, plant and equipment for the period/year ended June 30, 2023 and March 31, 2023.
2. There are no impairment losses recognised for the period/year ended June 30, 2023 and March 31, 2023.
3. There are no exchange differences adjusted in Property, plant & equipment.
4. Refer note 29 for depreciation

...Space intentionally left blank...

**15 Restated Statement of Non current investment**

Particulars	As at	
	June 2023	30, March 2023
Investment in property	70.24	71.42
Less: Depreciation	0.86	1.17
<b>Total</b>	<b>69.38</b>	<b>70.25</b>

**16 Restated Statement of Deferred tax assets (net)**

Particulars	As at	
	June 2023	30, March 2023
Deferred tax asset	9.55	12.34
<b>Total</b>	<b>9.55</b>	<b>12.34</b>

**Footnotes:**

In accordance with Accounting Standard 22 on 'Accounting for Taxes on Income' the decrease/increase in net "Deferred Tax Asset" for the current period/year has been recognised as charge/(benefit) in the Statement of Profit and Loss. The tax effect of significant timing differences as at period/year ended that reverse in one or more subsequent years gave rise to the following net Deferred Tax Asset.

**17 Restated Statement of Long-term loans and advances**

Particulars	As at	
	June 2023	30, March 2023
Advance Tax paid	-	-
Advance for land (refer note 32)	184.45	184.45
Capital advance	-	48.21
<b>Total</b>	<b>184.45</b>	<b>232.66</b>

**18 Restated Statement of Other Non-current assets**

Particulars	As at	
	June 2023	30, March 2023
Fixed deposit	35.26	35.26
<b>Total</b>	<b>35.26</b>	<b>35.26</b>

**Footnotes:**

**Pledge details**

(i) Bank Name	Pledge in favor of	As at	
		June 30, 2023	March 31, 2023
ICICI Bank	BG- SMD	4.13	4.13
ICICI Bank	BG - DDUGKY Assam	26.07	26.07
ICICI Bank	BG - DDUGKY Haryana	4.96	4.96
ICICI Bank	BG - TCIL	0.10	0.10
<b>Total</b>		<b>35.26</b>	<b>35.26</b>

## 19 Restated Statement of Trade receivables

Particulars	As at	
	June 30, 2023	March 31, 2023
<b>Unsecured, considered good</b>		
Outstanding for a period exceeding 6 months from due date	2,398.08	1,699.60
Others	-	47.67
<b>Total</b>	<b>2,398.08</b>	<b>1,747.27</b>

### Footnotes:

- (i) No trade receivables are hypothecated as securities for borrowings taken from banks .  
(ii) Trade receivables are non-interest bearing and are normally received in the Group's operating cycle.

### (iii) Ageing schedule for trade receivables - June 30, 2023

#### Outstanding as at June 30, 2023 from due date of payment for

Particulars	0-6 Months	6-12 Months	1-2 Years	2-3 Years	More than 3 years	Total
<b>Secured</b>						
Undisputed - considered good	-	-	-	-	-	-
Undisputed - considered doubtful	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
<b>Unsecured</b>						
Undisputed - considered good	1,644.62	325.02	144.49	-	-	2,114.13
Undisputed - considered doubtful	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	283.95	283.95
Disputed - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,644.62</b>	<b>325.02</b>	<b>144.49</b>	<b>-</b>	<b>283.95</b>	<b>2,398.08</b>

### Ageing schedule for trade receivables - March 31, 2023

#### Outstanding as at March 31, 2023 from due date of payment for

Particulars	0-6 Months	6-12 Months	1-2 Years	2-3 Years	More than 3 years	Total
<b>Secured</b>						
Undisputed - considered good	-	-	-	-	-	-
Undisputed - considered doubtful	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
<b>Unsecured</b>						
Undisputed - considered good	1,052.86	105.76	303.17	1.53	-	1,463.31
Undisputed - considered doubtful	-	-	-	-	-	-

doubtful						
Disputed - considered good	-	-	-	-	283.95	<b>283.95</b>
Disputed - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,052.86</b>	<b>105.76</b>	<b>303.17</b>	<b>1.53</b>	<b>283.95</b>	<b>1,747.27</b>

(iv) Based on the status of the case, the Group is confident of realizing the entire amount of trade receivables and does not foresee any impairment in carrying value. The management is confident of realizing the value at which they are carried notwithstanding the period outstanding.

## 20 Restated Statement of Cash and cash equivalents

Particulars	As at	
	June 2023	30, March 2023
Balances with banks		
- In current accounts	14.90	71.09
Cash in hand	18.54	21.70
<b>Total</b>	<b>33.44</b>	<b>92.79</b>

## 21 Restated Statement of Short-term loans and advances

Particulars	As at	
	June 2023	30, March 2023
Security deposits	335.21	119.77
Prepaid expenses	0.30	0.30
Advance to suppliers	69.55	17.04
Advance to employees	19.19	12.63
Advances to Infra partner	83.70	103.70
Others	1.06	1.06
Inter corporate loan (refer note i)	34.89	55.74
<b>Total</b>	<b>543.90</b>	<b>310.24</b>

### Footnotes:

- (i) The holding company has given an interest bearing @ 7% per annum for a loan of Rs. 50 lakhs to Advik Capital Ltd for a period of 3 years.

## 22 Restated Statement of Other current assets

Particulars	As at	
	June 2023	30, March 2023
Unsecured, considered good - other receivables	63.76	47.65
Unsecured, considered doubtful - other receivables	17.65	8.82
Less: Provision for doubtful debts	(8.82)	(8.82)
Assets held for sale	5.76	5.76
<b>Total</b>	<b>78.35</b>	<b>53.41</b>

## 23 Restated Statement of Revenue from operations

	Period/Year ended
--	-------------------

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023
Sale of products	35.78	4.80
Sale of services	912.55	2,140.19
<b>Total</b>	<b>948.33</b>	<b>2,144.99</b>

**24 Restated Statement of Other income**

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023
Rental income	6.78	30.51
Interest income on		
- Income tax refund	-	0.12
- Fixed deposits	-	2.93
- Inter company loan	-	0.92
Excess gratuity provision written back	6.68	-
Liability no longer required written back	-	21.68
Miscellaneous income	-	0.87
<b>Total</b>	<b>13.46</b>	<b>57.03</b>

**25 Restated Statement of Purchase of Stock in Trade**

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023
Purchases of stock in trade	35.42	2.44
<b>Total</b>	<b>35.42</b>	<b>2.44</b>

**26 Restated Statement of Cost of Services**

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023
Center food expense	9.07	23.13
Fee expense	4.30	26.33
Center running expenses	17.90	96.05
Infra partner expenses	234.52	533.24
Lease rent	50.87	146.51
<b>Total</b>	<b>316.66</b>	<b>825.26</b>

**27 Restated Statement of Employee benefits expense**

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023
Salaries, wages, bonus and other benefits	84.76	285.87
Staff welfare expenses	0.61	13.71
Employers' contribution to provident and other funds	4.74	8.38
Employees' contribution to provident and other funds	3.69	6.54
Gratuity expenses (refer note 33)	-	6.07
<b>Total</b>	<b>93.80</b>	<b>320.57</b>

**28 Restated Statement of Finance cost**

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023
Interest on borrowings (refer note )	4.58	44.05
Interest on delay in payment of statutory dues	2.02	10.66
Other borrowing cost	0.79	0.44
<b>Total</b>	<b>7.39</b>	<b>55.15</b>

### 29 Restated Statement of Depreciation and amortisation expenses

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023
Depreciation on property, plant and equipment (refer note 13)	34.26	111.59
Depreciation on investment property (refer note 15)	0.86	1.17
Amortisation on intangible property (refer note 14)	0.10	1.24
<b>Total</b>	<b>35.22</b>	<b>114.00</b>

### 30 Restated Statement of Other expenses

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023
Legal & Professional services (refer footnote i)	18.84	67.17
Advertisement and business promotion expenses	108.22	-
Security services	3.34	34.16
Repairs and maintenance	3.85	25.74
Power, fuel and water expenses	0.36	13.48
Bank charges	0.07	1.03
Vehicle running and maintenance	0.98	8.22
Donation	4.00	16.28
Insurance expenses	0.15	0.56
Office expenses	5.63	12.47
Printing and stationery	1.04	14.84
Communication expenses	0.91	9.53
Travelling expenses	0.98	11.55
Balances written off	0.81	0.21
Provision for doubtful advances	-	8.82
Miscellaneous expenses	0.84	0.33
<b>Total</b>	<b>150.02</b>	<b>224.39</b>

#### Footnotes:

#### (i) Payment to auditors (excluding GST)

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023
Statutory audit	1.50	5.00
<b>Total</b>	<b>1.50</b>	<b>5.00</b>

### 31 Restated Statement of Earnings Per Share

The calculation of earnings per share (EPS) has been made in accordance with AS-20 (*Earnings per Share*) . A statement on calculation of basic and diluted EPS is as under:

Particulars	Period/Year ended	
	June 30, 2023	March 31, 2023

Profit from continuing operation attributable to the equity share holders	233.85	481.31
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share (refer note 1)	9,675,000	3,760,000
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share after bonus share	9,675,000	9,565,000
<b>Restated Basic and diluted earning per share*</b>	<b>2.42</b>	<b>12.80</b>
<b>Restated Basic and diluted earning per share after bonus share*</b>	<b>2.42</b>	<b>5.03</b>

\*Not annualised for June 2023.

**Footnotes:**

- (i) The Company does not have any outstanding dilutive potential equity shares. Hence, basic and diluted earning/(loss) per share of the Company are same. Further, we have calculated the EPS/DEPS of FY 2023 after adjustment for issue of bonus share in June 2023.

**32 Restated Statement of capital commitments**

Particulars	As at	
	June 30, 2023	March 31, 2023
a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	215.55	215.55
<b>Total</b>	<b>215.55</b>	<b>215.55</b>

**33 Restated Statement of Employee benefits obligations**

The Group has in accordance with the AS-15 (*Employee Benefits*) calculated various benefits provided to employees, which are described as under:

**a. Defined benefit plan**

The present value obligation in respect of gratuity is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligations. The summarised positions of various defined benefits are as follows:

**Actuarial assumptions**

Particulars	As at	
	June 30, 2023	March 31, 2023
Discount rate (per annum)	7.30%	7.45%
Expected rate of increase in compensation levels	10.00%	10.00%
Expected rate of return on plan assets	N.A.	N.A.
Expected average remaining working lives of employees (years)	32.08	31.51
Retirement age (years)	60	60
Mortality table	IALM (2012-14)	IALM (2012-14)
Age (years)	60	60
Withdrawal Rate	10%	10%

**Note:**

- a). The discount rate has been assumed ranges from 6.35% to 7.30% which is determined by reference to market

yield at the balance sheet date on government securities. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

- b). The Group's gratuity liability is entirely unfunded.

#### Reconciliation of present value of defined benefit obligation

Particulars	As at	
	June 30, 2023	March 31, 2023
Present value of obligation at the beginning of the year	14.70	-
Current service cost	1.56	16.10
Interest cost	0.26	-
Actuarial loss/(gain) on obligation	(7.10)	-
<b>Present value of obligation at the end of the year</b>	<b>9.42</b>	<b>16.10</b>
<b>Amount classified as</b>		
Short-term provision for gratuity	0.67	1.61
Long-term provision for gratuity	8.75	14.49
<b>Expenses recognised in the Statement of Profit and Loss</b>	<b>Period/Year ended</b>	
	<b>June 30, 2023</b>	<b>March 31, 2023</b>
Current service cost	(6.68)	6.07
Interest cost	-	-
Net actuarial (gain)loss to be recognised	-	-
<b>Expenses recognised in Statement of Profit and Loss</b>	<b>(6.68)</b>	<b>6.07</b>

#### 34 Restated Statement of

##### Leases As lessee

The holding company has taken centre setups under operating lease. All lease agreements entered by the Group are cancellable and do not have any undue restrictive or onerous clauses. "The lease rental expense recognised in the Statement of Profit and Loss amounting ₹ 50.87 & 146.51 lakhs for the period ending June 30, 2023 and year ending March 2023 respectively.

##### As lessor

The Holding company had sublet one training centre at Sirsa, Haryana. Lease agreements entered by the holding company are cancellable in nature." The lease rental income recognized in the Statement of Profit and Loss amounting ₹ 6.78 & 30.51 lakhs for the period ending June 30, 2023 & year ending March 2023 respectively.

#### 35 In terms of Section 22 of Chapter V of Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006), the disclosures of payments due to any supplier are as follows:

Particulars	As at	
	June 30, 2023	March 31, 2023
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting		
- Trade payables	-	-
- Other current liabilities	-	-
- Payables for expenses	-	-
- Principal amount due to micro and small enterprises	-	-
- Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006	-	-

<p>along with the amounts of the payment made to the supplier beyond appointed day during each accounting year.</p> <p>The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the MSMED Act, 2006.</p> <p>The amount of interest accrued and remaining unpaid at the end of each accounting year.</p> <p>The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act 2006.</p>		
---	--	--

**3 Restated Statement of Related  
6 party disclosure**

The disclosure as required by the Accounting Standard -18 (Related Party Disclosure) are given below:

**A. List of related parties with whom transactions have taken place:**

<b>Nature of relationship</b>	<b>Name of related party</b>
<b>Key management personnel</b>	Deep (Director) Preet Sandhu (Director)
<b>Relatives of key management personnel</b>	Abhimanyu Kulbir singh Mahek Preet Singh Sandhu
<b>Enterprises in which key management personnel and their relatives are able to exercise significant influence</b>	Deep and Sons HUF 4S International Limited (Till 2 November 2022) Startup Stairs Private Limited (Till 31 October 2022) BuniyadEarn While Learn Private Limited (Till 26 October 2022) Buniyad Entertainment Private Limited (Till 25 October 2022) Buniyad Model Career Center Private Limited (Till 28 October 2022) GEG Thrive To Learn Private Limited Kart on Tech Pvt Ltd Maa Boli Entertainment Pvt Ltd (Till 31 October 2022)

**B. Details of related party transactions are as below:**

<b>Particulars</b>	<b>Period/Year ended</b>	
	<b>June 30, 2023</b>	<b>March 31, 2023</b>
<b>1. Sales of services</b>		
4S International Limited	-	-
<b>2. Cost of services</b>		
Maa Boli Entertainment	-	-
Pvt Ltd GEG Thrive To	35.22	94.55
	37.72	82.61

Learn Private Limited	-	-	-
Kart on Tech Pvt Ltd	-	-	-
4S International Limited	-	-	41.00
	<b>72.94</b>	<b>177.16</b>	19.00
			60.00
<b>3. Loans taken from KMPs &amp; their relatives</b>			
Preet	-	56.89	
Sandhuu	-	36.80	
Deep	-	41.00	
Deep and Sons HUF	-	0.55	
Abhimanyu	-	-	
Kulbir Singh	-	-	
		<b>135.24</b>	
<b>4. Repayment/adjustment of loans to KMPs &amp; their relatives</b>			
Preet	0.35	53.39	
Sandhuu	2.87	122.54	
Deep	-	0.55	
Deep and Sons HUF	0.40	-	
Abhimanyu	-	-	
Kulbir Singh	-	-	
<b>3.62</b>		<b>176.48</b>	
<b>5. Payment for remuneration</b>			
Deep	9.00	36.00	
Preet	9.00	36.00	
Sandhuu	-	18.00	
Abhimanu	-	-	
Deep and Sons HUF	-	-	
	<b>18.00</b>	<b>90.00</b>	

**C. Balance outstanding with or from related parties**

Particulars	As at	
	June 30, 2023	March 31, 2023
<b>1. Short-term borrowings</b>		
Preet Sandhuu	16.78	16.71
Deep	7.68	10.55
Deep and Sons HUF	0.74	0.74
Kulbir Singh	1.46	1.86
<b>26.66</b>		<b>29.86</b>
<b>2. Other current liabilities</b>		
<b>a. Payable for expenses</b>		
Buniyad Earn While Learn Private Limited	25.77	-
Buniyad Entertainment Private Limited	204.60	-
Startup Stairs Private Limited	-	-
Preet Sandhuu	-	-
<b>230.37</b>		
<b>b. Trade payables</b>		
GEG Thrive To Learn	119.37	88.95
Private Limited Kart on	178	145.70
Tech Pvt Ltd	-	-
Maa Boli Entertainment Pvt Ltd	-	-

<b>297.19</b>		<b>234.65</b>
<b>c. Employee related payables</b>		
Abhimanyu Preet Sandhu	12.41 3.45	13.50 0.95
<b>15.86</b>		<b>14.45</b>
<b>3. Trade receivables</b>		
4S International Limited	-	-
	-	-
<b>4. Other advances</b>		
Preet Sandhu	0.13	-
Buniyad Model Career Center	16.41	-
Private Limited Startup Stairs	31.04	-
Private Limited	0.50	-
Abhimanyu		
<b>48.08</b>		-

### 37 Restated Statement of Accounting Ratios

Ratios	Formula	Period/Year ended		Reason for change
		June 30, 2023	March 31, 2023	
Current ratio	Current assets	1.83	1.76	Change in ratio is less than 25%, hence reasons not required
	Current liabilities			
Debt-equity ratio	Total debt	0.21	0.17	Change in ratio is less than 25%, hence reasons not required
	Total shareholder's equity			
Debt service coverage	Earnings available for debt services	72.18	16.24	Strengthened financial capacity to cover debt obligations
	(Interest + instalments)			
Return on equity	Net profit after taxes	0.17	0.43	Improved profitability and higher earnings generated
	Equity shareholders' funds			
Trade receivable turnover ratio	Credit sales	0.46	1.54	Change in ratio is less than 25%, hence reasons not required
	Average accounts receivable			
Net profit ratio	Net profit	0.25	0.22	Improved profitability and higher earnings generated
	Sales			
Return on capital employed (pre tax)	EBIT*100	23%	60%	Enhanced operational efficiency and improved profitability.
	Capital employed			
Return on capital employed (post tax)	EBIT*100	17%	45%	Enhanced operational efficiency and improved profitability.
	Capital employed			

### 38 Restated Statement of Group Information

#### Information about subsidiaries

The consolidated financial statements of the Group includes subsidiaries listed in the table below :

Name of subsidiary	Date of Acquisition	Country of Incorporation	% Equity interest June 30, 2023	% Equity interest March 31, 2023
SPH Aviation Private Limited	1-Jan-23	India	76%	76%
Farmers City International Private Limited	6-Feb-23	India	76%	76%

### 39 Restated Statement of Material Partly Owned Subsidiaries

Financial information of subsidiaries that have material minority interests is provided below:

Proportion of equity interest held by minority interests:

Name of subsidiary	Date of Acquisition	Country of Incorporation	% Held by NCI June 30, 2023	% Held by NCI March 31, 2023
SPH Aviation Private Limited	1-Jan-23	India	24.00%	24.00%
Farmers City International Private Limited	6-Feb-23	India	24.00%	24.00%

#### Information regarding minority interest

Particulars	June 30, 2023		March 31, 2023	
	SPH Aviation	Farmers City	SPH Aviation	Farmers City

		International		International
Accumulated balances of minority interest	-0.77	10.86	0.84	11.03

The summarised financial information of the subsidiaries are provided below. This information is based on amounts before inter-company eliminations.

#### Summarised Statement of Profit and Loss

Particulars	June 30, 2023		March 31, 2023	
	SPH Aviation	Farmers City International	SPH Aviation	Farmers City International
Revenue from operations	9.45	35.78	15.40	54.59
Other income	-	-	-	21.68
<b>Total Income</b>	<b>9.45</b>	<b>35.78</b>	<b>15.40</b>	<b>76.27</b>
Cost of Services	-	-	-	-
Purchase of stock-in-trade	-	35.42	-	2.22
Change in inventories	-	-	-	0.22
Employee benefits expense	10.00	-	6.71	16.19
Finance cost	-	-	-	-
Depreciation and amortisation expenses	1.35	1.08	0.52	7.76
Other expenses	4.87	0.00	4.94	19.30
<b>Total Expenses</b>	<b>16.22</b>	<b>36.50</b>	<b>12.17</b>	<b>45.69</b>
<b>Profit before tax</b>	<b>(6.77)</b>	<b>(0.72)</b>	<b>3.23</b>	<b>30.58</b>
Tax expense	0.03	(0.10)	0.73	9.48
<b>Profit after tax</b>	<b>(6.80)</b>	<b>(0.62)</b>	<b>2.50</b>	<b>21.10</b>

#### Summarised Balance Sheet

Particulars	June 30, 2023		March 31, 2023	
	SPH Aviation	Farmers City International	SPH Aviation	Farmers City International
Equity & Reserves	(3.28)	45.23	3.51	45.95
Non-current liabilities	-	-	-	-
Current liabilities	60.07	67.32	21.22	31.90
Non-current assets	35.38	17.10	4.55	18.18
Current assets	21.41	95.44	20.18	59.67

#### 40 Additional information as required under Schedule III of the Companies Act, 2013, of the enterprises consolidated as subsidiaries:

##### For the period ended 30 June 2023

Particulars	Net assets		Share in Profit or Loss	
	As % of consolidated net assets	Amount (in lacs)	As % of consolidated profit or loss	Amount (in lacs)
<b>Holding Company :</b>				
AITMC Ventures Private Limited	96.17%	1,308.20	103.93%	243.05
<b>Subsidiaries :</b>				
SPH Aviation Private Limited	-0.24%	(3.28)	-2.90%	(6.79)
Farmers City International Private Limited	3.33%	45.23	-0.27%	(0.63)
<b>Minority interest in all subsidiaries</b>	<b>0.74%</b>	<b>10.09</b>	<b>-0.76%</b>	<b>(1.78)</b>
<b>Total</b>		<b>1,360.23</b>		<b>233.85</b>

##### For the year ended 31 March 2023

Particulars	Net assets		Share in Profit or Loss	
	As % of consolidated net assets	Amount (i n lacs)	As % of consolidated profit or loss	Amount (i n lacs)
<b>Holding Company :</b>				
AITMC Ventures Private Limited	94.56%	1,066.83	95.10%	457.70
<b>Subsidiaries :</b>				
SPH Aviation Private Limited	0.31%	3.51	0.52%	2.51
Farmers City International Private Limited	4.07%	45.95	4.38%	21.10
<b>Minority interest in all subsidiaries</b>	1.05%	11.87	0.00%	-
<b>Total</b>		<b>1,128.16</b>		<b>481.31</b>

#### 41 Restated Statement of Segmental Reporting

The Group operates in a single segment of vocational training in the one geographical area of India. Therefore the disclosure requirements as per

Accounting Standard 17 “Segment Reporting” are not applicable to the Group.

#### 42 Restated Statement of Other statutory information

- (i). The Group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii). The Group does not have any transactions with companies struck off.
- (iii). The Group does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (iv). The Group has not traded or invested in cryptocurrency or virtual currency during the financial year.
- (v). The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
  - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (vi). The Group does not receive any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
  - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (vii) The Group does not have transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

43 These financial statements were approved for issue by the Board of Directors on 7 September 2023.

44 Subsequent to the balance sheet date, the Holding Company has converted its status from private limited to public limited & changed its name to AITMC Ventures Limited on 18 August 2023 as per provisions of the Companies Act with the approval of the Central Government.

45 As the Holding Company, AITMC Ventures Limited, has acquired 2 (Two) subsidiaries in the financial year 2022-23, Hence, the Consolidated Financial Statements has been prepared starting from financial year 2022-23 and accordingly, there are no consolidated financial statements prior to financial year 2023.

**46** The Group has reclassified/regrouped previous year figures where necessary to conform to the current year's classification.

As per our report of even date.

For **NKSC & Co.**  
Chartered Accountants  
Firm Registration Number: 020076N

For and on behalf of Board of Directors of  
**AITMC Ventures Limited**

**Priyank Goyal**  
Partner  
Membership No.: 521986  
ICAI UDIN No. 23521986BGQDOS1567

**Deep**  
Managing Director  
DIN No. : 03223134

**Preet Sandhu**  
Director  
DIN No. 06923078

**Himanshu Sharma**  
CEO  
PAN No. EUIPS7399L

**Suresh Gupta**  
CFO  
PAN No. : AAPPG2457G

**Mohammad Bilal**  
Company Secretary  
ICSI M.No. :  
ACS56327

Date: 11-Sep-2023  
Place: New Delhi

Date: 11-Sep-2023  
Place: Gurugram

# INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED STANDALONE FINANCIAL STATEMENT

**The Board of Directors**  
**AITMC Ventures Limited,**  
84-85, Chakkarpur,  
Gurugram,  
Haryana -122002

Respected Sirs,

1. We have examined, the attached Restated Standalone Financial Statements of AITMC Ventures Limited (the “**Company**” or the “**Issuer**”) comprising the Restated Standalone Statement of Assets and Liabilities as at June 30, 2023, March 31, 2023, 2022 and 2021, the Restated Standalone Statement of Profit and Loss, the and the Restated Statement of Standalone Cash Flows for the period ended June 30, 2023 and year ended March 31, 2023, 2022 and 2021 and the Standalone statement of significant accounting policies, and other explanatory information (collectively, the “Restated Standalone Financial Statements”), as approved by the Board of Directors of the Company at their meeting held on 11 September 2023 for the purpose of inclusion in the Draft Red Herring Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“**IPO**”) prepared in terms of the requirements of:
  - a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (“**the Act**”);
  - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (“**ICDR Regulations**”); and
  - c. The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by The Institute of Chartered Accountants of India (“**ICAI**”), as amended from timeto time (the “**Guidance Note**”).
2. The Company’s Board of Directors is responsible for the preparation of the Restated Standalone Financial Statement & other financial information for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus/Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Delhi & Haryana in connection with the proposed IPO. The Board of Directors responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information.
3. The Restated Standalone Financial Statements have been prepared by the management of the Company as per the basis of preparation para stated in Annexure 1 & 2 to the Restated Standalone Financial Statements. The Restated Standalone Financial Statements have been prepared by making Restated adjustments (refer annexure 3A) to the audited financial statements of the Company for the period ended June 30, 2023 and year ended March 31, 2023, 2022 and 2021 as prepared in accordance with accounting principles generally accepted in India at the relevant time and approved by the Company in its board meetings held on 11 September 2023, 26 August 2023, 6 September 2022 and 28 November 2021 respectively. The Board of Directors of the Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Statements. The Board of Directors of the Company are also responsible for identifying and ensuring that the Company complies with the Act, the ICDR Regulations and theGuidance Note.
4. We have examined such Restated Standalone Financial Statements taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 27 August 2023 in connection with the proposed IPO of equity shares of the Company;
  - b) The Guidance Note - 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 Standalone Financial Statements; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO of equity shares of the Company.
5. For the purpose of our examination, we have relied on:

Audited Financial Statements for the year ended 31 March 2022 and 31 March 2021 have been audited by M/s PRPA & Co. LLP and accordingly reliance has been placed on the financial information examined by them for the said years. The Financial Report included for these years is based solely on the report submitted by them.

6. Based on our examination and according to the information and explanations given to us, we report that the Restated Standalone Financial Statements:

b) Have been made after incorporating adjustments for:

- v. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
- vi. Prior period and other material amount in the respective financial years to which they relate.
- vii. Extra-ordinary items, if any, that needs to be disclosed separately in the accounts requiring adjustments.
- viii. Qualifications in the Audit Reports issued by Statutory Auditor for the period ended June 30 2023 and year ended on March 31, 2023. Further, there were no qualification in the Audit Reports issued by Statutory Auditor for the year ended March 31, 2022 and March 31, 2021.
- ix. qualifications in respect of matters specified in paragraphs 3 and 4 of Companies (Auditors' Report) Order, 2020 and which form part of Independent Auditors' reports to the financial statements for the years' ended March 31, 2023, which do not require adjustments to the restated summary financial statements are as below:

**Clause vii(a)**

The Company is not regular in depositing with appropriate authorities, undisputed statutory dues including Goods and Services tax (GST), provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to it and there have been serious delays in a few cases.

No undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, GST, customs duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable, except as follows:

**Statement of Arrears of Statutory Dues Outstanding for More than Six Months**

Name of the statute	Nature of the dues	Amount (Rs. In Lacs)	Period to which the amount relates	Due Date	Date of Payment	Remarks, if any
Income Tax Act, 1961	Advance Tax	13.50	FY 2022-23	15 June 2022	Not paid	
Goods & Service Tax Act	Good & Service Tax	3.13	FY 2021-22	Various	23 July 2023	
Goods & Service Tax Act	Good & Service Tax	3.28	FY 2022-23	Various	23 July 2023	

7. The Restated Standalone Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial

statements mentioned in paragraph 4 above.

8. 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 and other auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We, NKSC & Co., Chartered Accountants have been subjected to the peer review process of The Institute of Chartered Accountants of India ("ICAI") and hold a valid Certificate No. 014317 dated 16 June 2022 issued by the "Peer Review Board" of the ICAI.

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 Prospectus to be filed with NSE Emerge

Platform of Stock Exchanges, and Registrar of Companies, Delhi & Haryana in connection with the proposed IPO. Our report should not be used, referred to or distributed or 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 NKSC & Co.**

Chartered Accountants

**Firm Registration No.: 020076N**

---

**CA Priyank Goyal**

Partner

Membership No.: 521986

UDIN: 23521986BGQDOR2230

Date: 11 September 2023

Place: New Delhi

**AITMC Ventures Limited**  
**Restated Standalone Statement of Assets**  
**and Liabilities**

(All amounts are ₹ in lacs unless otherwise stated)

Particulars	Annexure	As at			
		June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Equity and Liabilities</b>					
<b>Shareholders' funds</b>					
Share capital	3	967.50	387.00	375.00	375.00
Reserves and surplus	4	370.15	711.62	205.76	180.03
		<b>1,337.65</b>	<b>1,098.62</b>	<b>580.76</b>	<b>555.03</b>
<b>Non-current liabilities</b>					
Long-term borrowings	5	96.01	71.66	137.82	83.18
Deferred tax liability (net)	6	-	-	5.05	9.63
Other long term liabilities	7	704.00	524.00	149.67	165.02
Long term provisions	8	8.75	14.49	9.46	6.08
		<b>808.76</b>	<b>610.15</b>	<b>302.00</b>	<b>263.91</b>
<b>Current liabilities</b>					
Short-term borrowings	9	173.99	107.76	321.47	529.92
Trade payables	10	-	-	-	-
- total outstanding dues of micro enterprises and small enterprises		-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		907.00	755.72	539.28	296.39
Other current liabilities	11	382.06	315.81	150.15	79.63
Short-term provisions	12	134.49	47.70	0.56	0.31
		<b>1,597.54</b>	<b>1,226.99</b>	<b>1,011.46</b>	<b>906.25</b>
<b>Total Equity and Liabilities</b>		<b>3,743.95</b>	<b>2,935.76</b>	<b>1,894.22</b>	<b>1,725.19</b>
<b>Assets</b>					
<b>Non current assets</b>					
Property, plant and equipment	13	436.31	415.33	255.88	145.79
Non current investment	14	89.14	90.01	71.42	72.59
Deferred tax assets (net)	15	8.14	10.89	-	-
Long-term loans and advances	16	184.45	232.66	238.06	51.53
Other Non-current assets	16	35.26	35.26	63.03	48.12
		<b>753.30</b>	<b>784.15</b>	<b>628.39</b>	<b>318.03</b>
<b>Current assets</b>					
Trade receivables	18	2,335.13	1,719.88	1,035.97	1,148.64
Cash and cash equivalents	19	11.58	71.52	17.87	94.04
Short-term loans and advances	20	565.59	306.80	138.63	103.24
Other current assets	21	78.35	53.41	73.36	61.24
		<b>2,990.65</b>	<b>2,151.61</b>	<b>1,265.83</b>	<b>1,407.16</b>
<b>Total Assets</b>		<b>3,743.95</b>	<b>2,935.76</b>	<b>1,894.22</b>	<b>1,725.19</b>

Summary of significant accounting policies<sup>2</sup>

The accompanying notes form an integral part of these financial statements.

As per our report of even date.

For **NKSC & Co.**  
Chartered Accountants  
Firm Registration Number: 020076N

**Priyank Goyal**  
Partner  
Membership No.: 521986  
ICAI UDIN No. 23521986BGQDOR2230

Date: 11-Sep-2023  
Place: New Delhi

For and on behalf of Board of Directors of  
**AITMC Ventures Limited**

**Deep**  
Managing Director  
DIN No. : 03223134

**Preet Sandhu**  
Director  
DIN No. 06923078

**Himanshu Sharma**  
CEO  
PAN No. EUIPS7399L

**Suresh Gupta**  
CFO  
PAN No. : AAPP2457G

**Mohammad Bilal**  
Company Secretary  
ICSI M.No. : ACS56327

Date: 11-Sep-2023  
Place: Gurugram

**AITMC Ventures Limited**  
**Restated Standalone Statement of Profit and Loss**  
*(All amounts are ₹ in lacs unless otherwise stated)*

Particulars	Annexure	Period/Year ended			
		June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Income</b>					
Revenue from operations	22	903.10	2,075.00	1,129.53	1,167.84
Other income	23	13.46	35.35	4.53	0.24
<b>Total Income</b>		<b>916.56</b>	<b>2,110.35</b>	<b>1,134.06</b>	<b>1,168.08</b>
<b>Expenses</b>					
Cost of Services	24	314.26	804.25	628.04	839.56
Employee benefits expense	25	83.80	297.57	207.45	121.43
Finance cost	26	7.39	55.03	54.03	65.35
Depreciation and amortisation expenses	27	32.83	105.72	91.18	61.28
Other expenses	28	147.97	221.38	97.85	74.77
<b>Total Expenses</b>		<b>586.25</b>	<b>1,483.95</b>	<b>1,078.55</b>	<b>1,162.39</b>
<b>Restated Profit/(Loss) before exceptional items and tax</b>		<b>330.31</b>	<b>626.40</b>	<b>55.51</b>	<b>5.69</b>
<b>Restated Profit/(Loss) before tax</b>		<b>330.31</b>	<b>626.40</b>	<b>55.51</b>	<b>5.69</b>
<b>Tax expense</b>					
- Current tax		88.53	184.48	34.35	0.18
- Deferred tax		2.75	(15.94)	(4.57)	28.59
<b>Total tax expense</b>		<b>91.28</b>	<b>168.54</b>	<b>29.78</b>	<b>28.77</b>
<b>Restated Profit/(Loss) after tax</b>		<b>239.03</b>	<b>457.86</b>	<b>25.73</b>	<b>(23.08)</b>
<b>Earnings/(Loss) per equity share</b>					
- Basic & diluted earning per share*	29	2.47	12.18	0.69	(0.61)

This is the restated statement of profit and loss referred to in our report of even date.  
The accompanying notes form an integral part of these financial statements.

As per our report of even date.

For **NKSC & Co.**

Chartered Accountants  
Firm Registration Number:  
020076N

For and on behalf of Board of  
Directors of  
**AITMC Ventures Limited**

**Priyank Goyal**  
Partner  
Membership No.: 521986  
ICAI UDIN No. 23521986BGQDOR2230

**Deep**  
Managing Director  
DIN No. : 03223134

**Preet Sandhu**  
Director  
DIN No. 06923078

**Himanshu Sharma**  
CEO  
PAN No. EUIPS7399L

**Suresh Gupta**  
CFO  
PAN No. : AAPP2457G

**Mohammad Bilal**  
Company Secretary  
ICSI M.No. : ACS56327

Date: 11-Sep-2023  
Place: New Delhi

Date: 11-Sep-2023  
Place: Gurugram

**AITMC Ventures Limited**  
**Restated Standalone Cash Flow Statement**

(All amounts are ₹ in lacs unless otherwise stated)

Particulars	Period/Year ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Cash flow from operating activities</b>				
Net profit before tax	371.53	592.96	52.55	(23.08)
Adjustments for:				
Depreciation and amortisation expense	31.97	104.55	90.01	61.28
Depreciation on investment property	0.86	1.17	1.17	-
Finance cost	5.37	44.49	43.91	65.35
Gratuity expenses	-	6.07	3.63	6.39
Provision for doubtful advances	-	8.82	-	-
<b>Operating profit before working capital changes</b>	<b>409.73</b>	<b>758.06</b>	<b>191.27</b>	<b>109.94</b>
<b>Adjustments for (increase)/decrease in operating assets</b>				
Trade receivables	(615.25)	(683.91)	112.67	(237.14)
Other current assets	(24.94)	25.71	(12.12)	(48.10)
Loans and advances	(279.64)	(137.28)	(26.73)	332.98
<b>Adjustments for increase/(decrease) in operating liabilities</b>				
Trade payables	151.28	216.44	242.89	242.65
Other liabilities				
Provisions	(6.68)	0.08	(0.05)	(51.91)
Other current liabilities	66.25	165.66	70.52	(453.48)
Other long term liabilities	180.00	374.33	(15.35)	165.02
<b>Net Cash generated/(used in) from operating activities</b>	<b>(119.25)</b>	<b>719.09</b>	<b>563.09</b>	<b>59.96</b>
Less: Taxes paid	(0.81)	(94.57)	(34.31)	9.63
<b>Net Cash generated/(used in) from operating activities</b>	<b>(120.06)</b>	<b>624.52</b>	<b>528.78</b>	<b>69.59</b>
<b>Cash flow from investing activities</b>				
Purchase of property, plant & equipment	(52.95)	(264.00)	(200.10)	(61.30)
Sale/(Purchase) of investments(net)	48.22	(47.99)	(195.19)	57.60
Increase in Term deposit	-	27.77	(14.91)	-
Inter corporate loan	20.85	(55.74)	-	-
Rental income	6.78	30.51	-	-
Interest income	-	2.93	2.97	-
<b>Net cash (used in) investing activities</b>	<b>22.90</b>	<b>(306.52)</b>	<b>(407.23)</b>	<b>(3.70)</b>
<b>Cash flow from financing activities</b>				
Issue of share capital	-	12.00	-	-
Increase in securities premium	(48.00)	48.00	-	-
Proceeds from/(repayment of) borrowings	90.58	(279.87)	(153.81)	80.80
Finance cost	(5.37)	(44.49)	(43.91)	(65.35)
<b>Net cash generated from/(used in) financing activities</b>	<b>37.21</b>	<b>(264.36)</b>	<b>(197.72)</b>	<b>15.45</b>
<b>Net increase in cash and cash equivalent (A+B+C)</b>	<b>(59.94)</b>	<b>53.65</b>	<b>(76.17)</b>	<b>81.34</b>
Cash and cash equivalents at the beginning of the year	71.52	17.87	94.04	12.70
<b>Cash and cash equivalents at end of the year</b>	<b>11.58</b>	<b>71.52</b>	<b>17.87</b>	<b>94.04</b>

C.

Notes to Cash Flow Statement				
Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>(i).</b> Cash and cash equivalents comprise				
- In current account of scheduled bank	10.96	69.02	13.86	90.60
- Cash on hand	0.62	2.50	4.01	3.44
	<b>11.58</b>	<b>71.52</b>	<b>17.87</b>	<b>94.04</b>

(ii) The accompanying notes form an integral part of the financial statements.

(ii) The above cash flow statement has been prepared under the indirect method set out in AS-3 (*Cash Flow Statements*) as specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

Summary of significant accounting policies (Refer note 2)  
As per our report of even date.

For NKSC & Co.  
Chartered Accountants  
ICAI Firm Registration No.: 020076N

For and on behalf of the Board of Directors of  
**AITMC Ventures Limited**

**Priyank Goyal**  
Partner  
ICAI Membership No.: 521986  
ICAI UDIN No. 23521986BGQDOR2230

**Deep**  
Managing Director  
DIN No. : 03223134

**Preet Sandhu**  
Director  
DIN No. 06923078

**Himanshu Sharma**  
CEO  
PAN No. EUIPS7399L

**Suresh Gupta**  
CFO  
PAN No. : AAPP2457G

**Mohammad Bilal**  
Company Secretary  
ICSI M.No. : ACS56327

Date: 11-Sep-2023  
Place: New Delhi

Date: 11-Sep-2023  
Place: Gurugram

## 1. Background

AITMC Ventures Limited (“the Company”) was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of “AITMC Ventures Private Limited” (“the Company”) bearing Corporate Identification Number U74999HR2016PLC066758 dated 21 December, 2016 issued by the Registrar of Companies, Delhi. Subsequently, The Company was converted into public limited company pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting, and the name of our Company was changed to “AITMC Ventures Limited” and a fresh Certificate of Incorporation dated 18 August, 2023 was issued by Registrar of Companies, Delhi.

## 2. Summary of significant accounting policies

### (xxi) Basis for preparation of Financial Statements:

The Restated Statement of assets and liabilities of the Company as at June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the related Restated Statement of profits and losses, and cash flow for the period ended June 30, 2023 and year ended March 31, 2023, March 31, 2022 and March 31, 2021 and accompanying annexures to Restated Statement (hereinafter collectively called “Restated Financial Statement”) have been prepared specifically for inclusion in the draft red herring prospectus to be filed by the Company with the Stock Exchanges in connection with proposed initial public offer of equity shares of Rs. 10 each of the Company (the “Offering”). The Company has prepared the Restated Statement on the basis that it will continue to operate as a going concern. The Restated Financial Statements have been prepared to comply in all material respects with the requirements of:

- d) Section 26 of Part I of Chapter III of the Companies Act 2013 (the "Act")
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations") and
- f) Guidance Note on Reports in Company Prospectuses (Revised 2019) (“Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”)

### The Restated Financial Statements has been compiled from:

- b) audited financial statements of the Company as at and for the period ended June 30, 2023 and years ended March 31, 2023, March 31, 2022 and March 31, 2021 which have been approved by the Board of Directors at their meeting held on 11 September 2023, 26 August 2023, 6 September 2022 and 28 November 2021 respectively prepared to comply in all material respects with the Accounting Standards notified under Section 133 of the Companies Act, 2013 (“the Act”), read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year. These financial statements have been approved by the Board of Directors at their meetings held on 11 September 2023. The Restated Financial Statements are presented in INR, and all values are rounded to the nearest lacs, except when otherwise indicated.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Act.

### (xxii) Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the reported date and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on the management’s best knowledge of current events and actions, actual results could differ from these estimates. Any revision in accounting estimate is recognised prospectively in current and future periods.

### (xxiii) Revenue recognition

Revenue is recognised over the period of the training period, after taking into account the uncertainty involved in conditions to be fulfilled under the terms of the contract.

#### *Other Income*

#### *Interest*

Revenue from interest on time deposits is recognised on the time proportion method taking into consideration the amount outstanding and the applicable interest rates.

**(xxiv) Property, Plant & Equipment**

Items of property, plant & equipment are stated at cost of acquisition net of recoverable taxes (wherever applicable), less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Subsequent expenditure related to an item of property, plant & equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing property, plant & equipment, including day to day repair and maintenance and cost of replacing parts are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

Property, plant & equipment retired from active use and held for disposal are stated at lower of book value and net realisable value as estimated by the Company and are shown separately in the financial statements under other current assets. Loss determined, if any, is recognised immediately in the Statement of Profit and Loss, whereas profit and sale of such assets is recognised only upon completion of sale thereof.

**(v) Intangible assets**

An intangible asset is recognized when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Losses arising from the retirement of, and gain or losses arising from disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognised as income or expense in the Statement of Profit and Loss.

**(vi) Depreciation and amortisation**

Depreciation has been calculated on Written Down Method at the useful lives, which are equal to useful lives specified as per schedule II to the Act. Amortisation has been calculated on Written Down method at the useful lives, based on management estimates and in accordance with Accounting Standard-26 “Intangible Asset”.

Depreciation and amortisation on addition to property, plant & equipment and intangible assets respectively is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation and amortisation on sale/discard from property, plant & equipment and intangible assets respectively is provided for up to the date of sale, deduction or discard of the assets as the case may be.

Depreciation method, useful lives and residual values are reviewed at each financial year end, and changes, if any, are accounted for prospectively.

The useful lives of the assets are as under:

<b>Particulars</b>	<b>Useful life (years)</b>
<b>Property, plant &amp; equipment:</b>	
Furniture and fixtures	8-10
Plant & Machinery	15
Office equipment	5
Vehicle	8-10
Computer equipment	3

**Intangible assets:**

Software

**(vii) Impairment of assets**

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation/amortisation is provided on the revised carrying amount of the asset over its remaining useful life.

**(viii) Leases:**

*Where the Company is lessee*

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the Statement of Profit and Loss. Lease management fees, legal charges and other initial direct costs of lease are capitalised.

A leased asset is depreciated on a straight-line basis over the useful life of the asset as determined by the management or the useful life envisaged in Schedule II to the Act, whichever is lower. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalised asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term and the useful life envisaged in Schedule II to the Act.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

*Where the Company is the lessor*

Leases in which the Company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. After initial recognition, the Company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognised in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

**(ix) Employee Benefits**

**Short term employee benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and bonus etc are recognised in the Statement of Profit and Loss in the year in which the employee renders the related service.

### **Long term employee benefits:**

#### **i. Defined contribution plan: Provident fund**

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of The Employees Provident Fund and Miscellaneous Provisions Act, 1952. These contributions are made to the fund administered and managed by the Government of India. The Company has no further obligations under the plan beyond its monthly contributions.

#### **ii. Defined Benefit Plan: Gratuity**

The Company provides for retirement benefits in the form of Gratuity. Benefits payable to eligible employees of the company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the balance sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the Statement of Profit and Loss. The expected return on plan assets is based on the assumed rate of return of such assets.

#### **(x) Taxation**

Tax expense for the year comprising current tax, deferred tax charge or benefit and MAT credit entitlement is included in determining the net profit for the year.

##### ***Current tax***

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

##### ***Deferred tax***

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the year. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty backed by convincing evidence of realisation of such assets. Deferred tax assets are reviewed at each Balance Sheet date and are written-down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

The break-up of the major components of the deferred tax assets and liabilities as at Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the entity has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

##### **Minimum alternate tax**

Minimum alternate tax (MAT) under the Income Tax Act, 1961, payable for the year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing

evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the period in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the “Income-tax Act, 1961”, the said asset is created by way of credit to the Statement of Profit and Loss and shown as “MAT Credit Entitlement.” The Company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

**(xi) Provisions, contingent liabilities and contingent assets**

***Provision***

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

***Contingent liabilities***

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

**(xii) Cash and cash equivalents**

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

**(xiii) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events such as bonus issue, share split or consolidation of shares.

For calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted into equity shares as at the beginning of the period, unless they have been issued at a later date.

**(xiv) Segment Reporting**

The Company operates in a single segment of vocational training in the one geographical area of India. Therefore, the disclosure requirements as per Accounting Standard 17 “Segment Reporting” are not applicable to the Company.

**(xv) Material Events**

Material events occurring after the balance sheet date are taken into cognizance.

*Space intentionally left blank*

### Annexure 3 - Restated Statement of Equity Share Capital

i). The Company has one class of shares i.e. Equity Shares, having a par value of ₹ 10 per share.

Particulars	As at							
	June 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
<b>Authorised shares</b>								
Equity shares of ₹ 10 each fully paid (previous year ₹ 10)	20,000,000	2,000.00	5,000,000	500.00	5,000,000	500.00	5,000,000	500.00
	<b>20,000,000</b>	<b>2,000.00</b>	<b>5,000,000</b>	<b>500.00</b>	<b>5,000,000</b>	<b>500.00</b>	<b>5,000,000</b>	<b>500.00</b>
<b>Issued, subscribed and fully paid up shares</b>								
Equity shares of ₹ 10 each fully paid (previous year ₹ 10) Addition during the period	3,870,000	387.00	3,750,000	375.00	3,750,000	375.00	3,750,000	375.00
	5,805,000	580.50	120,000	12.00	-	-	-	-
	<b>9,675,000</b>	<b>967.50</b>	<b>3,870,000</b>	<b>387.00</b>	<b>3,750,000</b>	<b>375.00</b>	<b>3,750,000</b>	<b>375.00</b>

(ii). Reconciliation of the number of equity shares and amount outstanding at the beginning and end of the year

Particulars	As at							
	June 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	No. of shares	Amount						
Opening balance	3,870,000	387.00	3,750,000	375.00	3,750,000	375.00	3,750,000	375.00
Allotment of share for a consideration otherwise than in cash* Addition during the year	5,805,000	580.50	120,000	12.00	-	-	-	-
	-	-	00	0	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>9,675,000</b>	<b>967.50</b>	<b>3,870,000</b>	<b>387.00</b>	<b>3,750,000</b>	<b>375.00</b>	<b>3,750,000</b>	<b>375.00</b>

**\* Footnote**

During the current period, the shareholders of the Company at its meeting held on 26 June 2023 had approved a scheme of bonus issue in the proportion of 1.5 New Equity Shares for every 1 Equity Share a total sum of amounting Rs. 580.50 Lacs out of the Company's Reserve and Surplus be capitalized and that the said sum so capitalized be applied in paying up in full at par 58,05,000 new Equity Shares of INR 10/- each (hereinafter referred to as the "Bonus Shares") in the Share Capital of the Company.

(iii) Terms/rights attached to equity shares

**Voting**

Each shareholder is entitled to one vote per share held.

**Dividends**

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed. The Company has not distributed any dividend in the current and previous period/year.

**Liquidation**

In the event of liquidation of the Company, the shareholders shall be entitled to receive all of the remaining assets of the Company after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

(iv) The Company does not have any holding Company.

(v) Detail of shareholders holding more than 5% of equity share of the Company

Name of shareholders	As at							
	June 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Number	Percentage	Number	Percentage	Number	Percentage	Number	Percentage
Deep	4,680,670	48.38%	2,324,300	60.06%	2,325,000	62.00%	2,325,000	62.00%
Preet Sandhu	1,430,708	14.79%	337,500	8.72%	337,500	9.00%	337,500	9.00%
All India Technical Management Council	-	0.00%	234,783	6.07%	-	0.00%	-	0.00%
Abhimanyu	-	0.00%	223,800	5.78%	-	0.00%	-	0.00%
Nisha Saharan	1,062,500	10.98%	225,000	5.81%	225,000	6.00%	225,000	6.00%
Seema Devi	-	0.00%	200,000	5.17%	600,000	16.00%	600,000	16.00%
Ms. Shivangi Munjal	559,500	5.78%	-	0.00%	-	0.00%	-	0.00%
	<b>7,733,378</b>	<b>79.93%</b>	<b>3,545,383</b>	<b>91.61%</b>	<b>3,487,500</b>	<b>93.00%</b>	<b>3,487,500</b>	<b>93.00%</b>

(vi) Details of shares held by promoters and promoters group

Equity shares of INR 10 each, fully paid up held by:

Particulars	As at							
	June 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Number of shares	% of total shares	Number of shares	% of total shares	Number of shares	% of total shares	Number of shares	% of total shares
Deep	4,680,670	48.38%	2,324,300	60.06%	2,325,000	62.00%	2,325,000	62.00%
Preet Sandhu	1,430,708	14.79%	337,500	8.72%	337,500	9.00%	337,500	9.00%
Nisha Saharan	10,62,500	10.98%	2,25,000	5.81%	-	-	-	-
	<b>71,73,878</b>	<b>74.15%</b>	<b>28,86,800</b>	<b>74.59%</b>	<b>26,62,500</b>	<b>71.00%</b>	<b>26,62,500</b>	<b>71.00%</b>

(vi) Aggregate number of bonus shares issued and shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

Equity shares allotted as fully paid-up pursuant to fully paid up for consideration other than cash	As at							
	June 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity shares allotted as fully paid-up pursuant to fully paid up for consideration other than	5,805,000	580.50	-	-	-	-	-	-
	<b>5,805,000</b>	<b>580.50</b>	-	-	-	-	-	-

(vi) No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

**Annexure 4 - Restated Statement of Reserves and surplus**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Profit in the Statement of Profit and Loss</b>				
Opening balance	663.62	205.76	180.03	203.11
Add: Profit for the year	239.03	457.86	25.73	(23.08)
Less: Reserve utilised for issue of bonous shares	(580.50)	-	-	-
<b>Closing Balance</b>	<b>322.15</b>	<b>663.62</b>	<b>205.76</b>	<b>180.03</b>
<b>Securities Premium</b>				
Opening balance	48.00	-	-	-
Add: Additions during the year	-	48.00	-	-
	<b>48.00</b>	<b>48.00</b>	-	-
<b>Total Reserves and surplus</b>	<b>370.15</b>	<b>711.62</b>	<b>205.76</b>	<b>180.03</b>

**Annexure 5 - Restated Statement of Long-term borrowings**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Vehicle Loan (secured) (Refer footnote i)</b>	86.63	96.69	136.71	65.85
<b>Term loans (unsecured)</b>				
-From Banks (Refer footnote ii)	64.75	35.09	54.80	71.24
-From NBFC's (Refer footnote iii)	27.98	27.98	124.87	176.17
Less: Current maturities of long-term borrowings	(83.35)	(88.10)	(178.56)	(230.08)
<b>Total</b>	<b>96.01</b>	<b>71.66</b>	<b>137.82</b>	<b>83.18</b>

**Footnotes:**

- i). The Company has taken a secured vehicle loan from Yes Bank. Details of the loan are as follows:

Name of Bank	Loan taken	RO I	Tenure	EMI	Security	As at			
						June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Yes Bank	₹ 30.85	8.75 %	60 months	₹ 0.63	Fortuner car	1.87	3.10	9.68	16.06
Yes Bank	₹ 15.92	8.75 %	60 months	₹ 0.33	Innova car	0.65	1.60	4.99	8.29
Yes Bank	₹ 104.00	8.02 %	60 months	₹ 2.10	Mercedes car	67.11	72.01	90.76	-
ICICI Bank	₹ 54.62	8.90 %	60 months	₹ 1.13	Mercedes car	17.00	19.97	31.28	41.50
<b>Total</b>						<b>86.63</b>	<b>96.69</b>	<b>136.71</b>	<b>65.85</b>

- ii) Term loans from banks

Name of Bank	RO I	Loan taken	Tenure	EMI	As at			
					June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Deutsche Bank	18%	₹ 25.00	36 months	₹ 0.90	16.00	17.81	24.06	-
ICICI Bank	15%	₹ 25.00	24 months	₹ 0.87	-	17.28	25.00	-
ICICI Bank	18%	₹ 25.00	24 months	₹ 1.25	-	-	-	2.44
ICICI Bank	0.5 %	₹ 54.00	6 months	One time	-	-	-	54.00
ICICI Bank	15%	₹ 50.00	36 months	₹ 1.73	48.75	-	-	-
HDFC Bank	18%	₹ 25.00	36 months	₹ 0.90	-	-	5.75	14.80
<b>Total</b>					<b>64.75</b>	<b>35.09</b>	<b>54.81</b>	<b>71.24</b>

iii). Loans from NBFC's

Name of Financial institutions	RO I	Loan taken	Tenure	EMI	As at			
					June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
HDB Finance	19%	20.00	36 months	₹ 0.73	-	-	4.20	11.46
Clix Capital Services Pvt Ltd Topup	14%	3.45	36 months	₹ 0.12	1.87	1.87	2.55	3.45
Bajaj Finance Ltd	18%	20.16	36 months	₹ 0.73	-	-	3.45	11.58
Bajaj Finance Ltd Topup	14%	3.68	48 months	₹ 0.13	2.39	2.39	3.68	3.68
Magma Fincorp Limited	19%	20.36	36 months	₹ 0.75	-	-	3.53	12.29
Magma Fincorp Limited Topup	14%	3.81	36 months	₹ 0.13	2.07	2.07	3.75	3.75
Tata Capital Finance Service Ltd	20%	25.25	36 months	₹ 0.93	-	-	5.51	14.64
Trimudra Trade and Holdings Pvt Ltd	20%	100.00	12 months	One time	21.65	21.65	98.20	100.00
Clix Capital Services Pvt Ltd	19.5%	20.11	24 months	₹ 1	-	-	-	6.34
IVL Finance Ltd	20%	40.45	36 months	₹ 1	-	-	-	8.99
<b>Total</b>					<b>27.98</b>	<b>27.98</b>	<b>124.87</b>	<b>176.18</b>

Annexure 6 - Restated Statement of Deferred tax liability (net)

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Deferred tax liability	-	-	5.05	9.63
<b>Total</b>	-	-	<b>5.05</b>	<b>9.63</b>

Annexure 7 - Restated Statement of Other long term liabilities

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Security deposit payable	704.00	524.00	149.67	165.02
<b>Total</b>	<b>704.00</b>	<b>524.00</b>	<b>149.67</b>	<b>165.02</b>

Annexure 8 - Restated Statement of Long term provisions

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Provision for gratuity (refer note 31)	8.75	14.49	9.46	6.08
<b>Total</b>	<b>8.75</b>	<b>14.49</b>	<b>9.46</b>	<b>6.08</b>

Annexure 9 - Restated Statement of Short-term borrowings

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Current maturities of long-term borrowings	83.35	88.10	178.56	230.08
Bank overdraft (refer footnote note 1)	74.60	-	-	210.55
Loan from related parties (Refer footnote 2)	16.04	19.66	142.91	89.29
<b>Total</b>	<b>173.99</b>	<b>107.76</b>	<b>321.47</b>	<b>529.92</b>

**AITMC Ventures Limited****Notes to the Restated Standalone Financial Statements***(All amounts are ₹ in lacs unless otherwise stated)***Footnotes 1:****FY 2020-21**

i). \* The Company had taken Bank overdraft limit from ICICI Bank Limited in financial year 2020, which is repayable on demand. Overdraft facility from ICICI Bank Limited was closed in July 2021.

**ii). Interest rate**

These loans carry interest at bank's base rate + 8.5% (March 31, 2022: bank's base rate + 3.75%) per annum.

**iii). Repayment schedule**

The overdraft facilities is only for 1 year tenure on renewable basis.

**iv). Security**

The Borrowing are secured by equitable mortgage on following properties of Seema Devi- erstwhile Director of the Company. Address of the property is - Flat no. 901, 9th Floor The Royal CGHS Ltd. Plot no. GH-23, Sector -43, Gurgaon, Haryana.

**FY 2023-24**

i). \* The Company had taken Bank overdraft limit from ICICI Bank Limited in financial year 2022, which is repayable on demand. Later in June 23, the limit was further enhanced to Rs. 80 Lacs.

**ii). Interest rate**

These loans carry interest at repo rate + 3.1% per annum.

**iii). Repayment schedule**

The overdraft facilities is only for 1 year tenure on renewable basis.

**iv). Security**

The Overdraft is secured by equitable mortgage on following properties of the Company. Address of the property is - khewat no. 1889 khatorni no. 2126 khasra no. 142//4/1(8-0)5/1(7-8)part 900 sq. yard waka dhana, Hansi distt Hisar, Haryana - 125049.

The Borrowing are further secured by personal guarantees of the promoters and directors (Deep Sisai, Bhupinder Pal Kaur and Seema Devi) of the Company.

**Footnote 2:**

The Company has taken interest-free loans\* from its related parties on repayable on demand. Details of the loans are as follows:

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Preet Sandhu	8.23	8.59	5.09	5.09
Deep	7.06	10.33	96.07	52.10
Deep and Sons HUF	0.74	0.74	41.74	32.09
<b>Total</b>	<b>16.04</b>	<b>19.66</b>	<b>142.91</b>	<b>89.29</b>

\*For related parties loan refer note 34.

**Annexure 10 - Restated Statement of Trade payables**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Trade payables (refer note 33)				
Due to micro, small and medium enterprises	-	-	-	-
Others	907.00	755.72	539.28	296.39
<b>Total</b>	<b>907.00</b>	<b>755.72</b>	<b>539.28</b>	<b>296.39</b>

**Footnotes:**

- i). Trade payables other than due to MSMEs are non-interest bearing and are normally settled in the Company's operating cycle.

**AITMC Ventures Limited**  
**Notes to the Restated Standalone Financial Statements**  
*(All amounts are ₹ in lacs unless otherwise stated)*

ii). **Ageing schedule for trade payables - June 30, 2022** **Outstanding as at June 30, 2023 from due date of payment**

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Micro and small enterprises	-	-	-	-	-
Other than micro and small enterprises	654.90	1.61	-	250.49	907.00
Micro and small enterprises - Disputed	-	-	-	-	-
Other than micro and small enterprises -	-	-	-	-	-
<b>Total</b>	<b>654.90</b>	<b>1.61</b>	<b>-</b>	<b>250.49</b>	<b>907.00</b>

**Ageing schedule for trade payables - March 31, 2022**

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Micro and small enterprises	-	-	-	-	-
Other than micro and small enterprises	394.87	94.68	15.69	250.49	755.72
Micro and small enterprises - Disputed	-	-	-	-	-
Other than micro and small enterprises -	-	-	-	-	-
<b>Total</b>	<b>394.87</b>	<b>94.68</b>	<b>15.69</b>	<b>250.49</b>	<b>755.72</b>

**Ageing schedule for trade payables - March 31, 2022**

**Outstanding as at March 31, 2022 from due date of payment for**

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Micro and small enterprises	-	-	-	-	-
Other than micro and small enterprises	251.78	2.90	14.77	269.83	539.28
Micro and small enterprises - Disputed	-	-	-	-	-
Other than micro and small enterprises -	-	-	-	-	-
<b>Total</b>	<b>251.78</b>	<b>2.90</b>	<b>14.77</b>	<b>269.83</b>	<b>539.28</b>

**Ageing schedule for trade payables - March 31, 2021**

**Outstanding as at March 31, 2021 from due date of payment for**

Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Micro and small enterprises	-	-	-	-	-
Other than micro and small enterprises	237.61	20.46	12.87	25.45	296.39
Micro and small enterprises - Disputed	-	-	-	-	-
Other than micro and small enterprises -	-	-	-	-	-
<b>Total</b>	<b>237.61</b>	<b>20.46</b>	<b>12.87</b>	<b>25.45</b>	<b>296.39</b>

**Annexure 11 - Restated Statement of Other current liabilities**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Employee related payables (refer note 34)	50.84	37.09	28.78	9.16
Advance from customers	47.43	66.82	-	-
Expenses payable	151.40	115.84	61.80	37.45

Statutory dues payable	132.39	96.06	59.57	33.02
<b>Total</b>	<b>382.06</b>	<b>315.81</b>	<b>150.15</b>	<b>79.63</b>

**Annexure 12 - Restated Statement of Short-term provisions**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Provision for Income Tax (net of advance tax) Provision for gratuity (refer note 31)	133.82 0.67	46.09 1.61	- 0.56	- 0.31
<b>Total</b>	<b>134.49</b>	<b>47.70</b>	<b>0.56</b>	<b>0.31</b>

**AITMC Ventures Limited**  
**Notes to the Restated Standalone Financial**  
**Statements**

(All amounts are ₹ in lacs unless otherwise stated)

**Annexure 13 -Restated Statement of Property, Plant & Equipment**

For the period April 23 - June 23

As at	Gross block (at cost)			Accumulated depreciation				Net block	
	As at April 1, 2023	Additions	Disposals/ Adjustment	As at June 30, 2023	As at April 1, 2023	Charge for the year	Deletions/ Adjustments	As at June 30, 2023	As at June 30, 2023
Land	28.89	-	-	28.89	-	-	-	-	28.89
Furniture and fixtures	261.01	48.81	-	309.82	66.95	12.67	-	79.62	230.20
Office equipments	222.96	2.74	-	225.70	137.20	9.76	-	146.96	78.73
Computers	48.03	1.40	-	49.43	32.76	2.42	-	35.18	14.25
Vehicle	233.69	-	-	233.69	142.34	7.12	-	149.45	84.24
	<b>794.58</b>	<b>52.95</b>	-	<b>847.53</b>	<b>379.25</b>	<b>31.97</b>	-	<b>411.21</b>	<b>436.31</b>

Financial year 2022-2023

As at	Gross block (at cost)			Accumulated depreciation				Net block	
	As at April 1, 2022	Additions	Disposals/ Adjustment	As at March 31, 2023	As at April 1, 2022	Charge for the year	Deletions/ Adjustments	As at March 31, 2023	As at March 31, 2023
Land	34.65	-	5.76	28.89	-	-	-	-	28.89
Furniture and fixtures	81.64	179.37	-	261.01	45.27	21.67	-	66.95	194.06
Office equipments	147.05	75.91	-	222.96	103.58	33.63	-	137.20	85.75
Computers	35.08	12.95	-	48.03	24.80	7.96	-	32.76	15.27
Vehicle	232.17	1.52	-	233.69	101.05	41.29	-	142.34	91.36
	<b>530.59</b>	<b>269.75</b>	<b>5.76</b>	<b>794.58</b>	<b>274.70</b>	<b>104.55</b>	-	<b>379.25</b>	<b>415.33</b>

As at	Gross block (at cost)			Accumulated depreciation				Net block
	As at April 1, 2021	Additions	Disposals/ Adjustment	As at March 31, 2022	As at April 1, 2021	Charge for the year	Deletions/ Adjustments	As at March 31, 2022

Financial year 2021-2022

Land	5.76	28.89	-	34.65	-	-	-	-	34.65
Furniture and fixtures	58.09	23.55	-	81.64	31.65	13.63	-	45.27	36.36
Office equipments	127.44	19.61	-	147.05	73.11	30.47	-	103.58	43.47
Computer	26.75	8.33	-	35.08	22.64	2.16	-	24.80	10.28
Vehicle	112.44	119.73	-	232.17	57.29	43.76	-	101.05	131.12
	<b>330.48</b>	<b>200.11</b>	-	<b>530.59</b>	<b>184.69</b>	<b>90.02</b>	-	<b>274.70</b>	<b>255.88</b>

**AITMC Ventures Limited**  
**Notes to the Restated Standalone Financial**  
**Statements**  
*(All amounts are ₹ in lacs unless otherwise stated)*

Financial year 2020-2021

	Gross block (at cost)				Accumulated depreciation				Net block
	As at April 1, 2020	Additions	Disposals/ Adjustment	As at March 31, 2021	As at April 1, 2020	Charge for the year	Deletions / adjustments	As at March 31, 2021	As at March 31, 2021
Land	5.76	-	-	5.76	-	-	-	-	5.76
Furniture and fixtures	36.58	21.50	-	58.09	22.42	9.23	-	31.65	26.44
Office equipments	98.34	29.10	-	127.44	50.30	22.81	-	73.11	54.33
Computer	26.75	-	-	26.75	20.05	2.59	-	22.64	4.11
Vehicle	112.44	-	-	112.44	32.25	25.04	-	57.29	55.15
<b>Total</b>	<b>279.87</b>	<b>50.60</b>	-	<b>330.48</b>	<b>125.02</b>	<b>59.67</b>	-	<b>184.69</b>	<b>145.79</b>

**Footnotes**

1. The Company has not carried out any revaluation of property, plant and equipment for the period/year ended June 30, 2023, March 31, 2023, March 31, 2022 & March 31, 2021.
2. There are no impairment losses recognised for the period/year ended June 30, 2023, March 31, 2023, March 31, 2022 & March 31, 2021.
3. There are no exchange differences adjusted in Property, plant & equipment.
4. Refer note 27 for depreciation

...Space intentionally left blank...

### Annexure 3A -Restated Statement of Material Adjustments

Summarised below are the Restatement adjustments made to the profit after tax of the Audited Financial Statements of the Company for the period/year ended June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 and their consequential impact on the profit/ (loss) of the Company:

Particulars	For the Period/Year ending			
	30-Jun-23	31-Mar-23	31-Mar-22	31-Mar-21
<b>A) Net profit/(loss) after tax as per audited financial statements</b>	249.00	419.54	50.61	28.97
<b>B) Adjustments</b>				
(i) Audit qualifications	(7.20)	(12.84)	(8.92)	(5.48)
- Provident Fund	(1.23)	(2.13)	(1.53)	(0.69)
- ESI	(1.54)	(2.61)	(3.73)	(0.84)
- Interest on delay in non deposition of PF & ESI	-	10.03	(3.63)	(6.39)
(ii) Adjustments due to prior period items	-	2.78	(1.17)	(1.61)
- Gratuity	-	42.94	(5.90)	(37.04)
- Depreciation on invetsment property	-			
(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable				
<b>Total adjustments</b>	<b>(9.97)</b>	<b>38.17</b>	<b>(24.88)</b>	<b>(52.05)</b>
<b>Restated profit/(loss) adjustments (A+C)</b>	<b>239.03</b>	<b>457.71</b>	<b>25.73</b>	<b>(23.08)</b>

Summarised below are the Restatement adjustments made to the profit after tax of the Audited Financial Statements of the Company for the period/year ended June 30 2023, March 31, 2023, March 31, 2022 and March 31, 2021 and their consequential impact on the shareholder funds of the Company:

Particulars	For the Period/Year ending			
	30-Jun-23	31-Mar-23	31-Mar-22	31-Mar-21
<b>A) Total Shareholder's funds as per audited financials Opening reserves adjustment</b>	1,386.38	1,137.23	657.70	607.07
	(38.76)	(76.94)	(52.05)	
<b>B) Adjustments</b>				
(i) Audit qualifications	(7.20)	(12.84)	(8.92)	(5.48)
- Provident Fund	(1.23)	(2.13)	(1.53)	(0.69)
- ESI	(1.54)	(2.61)	(3.73)	(0.84)
- Interest on delay in non deposition of PF & ESI	-	10.03	(3.63)	(6.39)
(ii) Adjustments due to prior period items	-	2.78	(1.17)	(1.61)
- Gratuity	-	42.94	(5.90)	(37.04)
- Depreciation on invetsment property	-			

(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable				
<b>Total adjustments</b>	<b>(48.73)</b>	<b>(38.76)</b>	<b>(76.94)</b>	<b>(52.05)</b>
<b>Restated shareholder's funds (A+C)</b>	<b>1337.65</b>	<b>1,098.47</b>	<b>580.76</b>	<b>555.02</b>

#### Annexure 14 - Restated Statement of Non current investment

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Investment in property	70.24	71.42	72.59	74.20
Less: Depreciation	0.86	1.17	1.17	1.61
<b>Total</b>	<b>69.38</b>	<b>70.25</b>	<b>71.42</b>	<b>72.59</b>
<b>Unquoted *</b>				
<b>Investment in equity instrument at cost</b>				
31,667 shares in Farmer City International of Rs. 60 each	19.00	19.00	-	-
7,600 shares in SPH Pvt Ltd of Rs. 10 each	0.76	0.76	-	-
<b>Total</b>	<b>19.76</b>	<b>19.76</b>	-	-
<b>Total</b>	<b>89.14</b>	<b>90.01</b>	<b>71.42</b>	<b>72.59</b>

\* Aggregate book value of unquoted non-current investment 19.76

#### Annexure 15 - Restated Statement of Deferred tax assets (net)

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Deferred tax asset	8.14	10.89	-	-
<b>Total</b>	<b>8.14</b>	<b>10.89</b>	-	-

#### Footnotes:

In accordance with Accounting Standard 22 on 'Accounting for Taxes on Income' the decrease/increase in net "Deferred Tax Asset" for the current period/year has been recognised as charge/(benefit) in the Statement of Profit and Loss. The tax effect of significant timing differences as at period/year ended that reverse in one or more subsequent years gave rise to the following net Deferred Tax Asset.

#### Annexure 16 - Restated Statement of Long-term loans and advances

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Advance Tax paid	-	-	27.87	36.53
Advance for land	184.45	184.45	193.45	15.00
Capital advance	-	48.21	16.74	-
<b>Total</b>	<b>184.45</b>	<b>232.66</b>	<b>238.06</b>	<b>51.53</b>

#### Annexure 17 - Restated Statement of Other Non-current assets

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Fixed deposit	35.26	35.26	63.03	48.12
<b>Total</b>	<b>35.26</b>	<b>35.26</b>	<b>63.03</b>	<b>48.12</b>

#### Footnotes:

##### Pledge details

(i) Bank Name	Pledge in favor of	As at			
		June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
ICICI Bank	BG- SMD	4.13	4.13	30.15	27.52
ICICI Bank	BG - DDUGKY Assam	26.07	26.07	31.13	18.85
ICICI Bank	BG - DDUGKY Haryana	4.96	4.96	1.75	1.75
ICICI Bank	BG - TCIL	0.10	0.10	-	-
<b>Total</b>		<b>35.26</b>	<b>35.26</b>	<b>63.03</b>	<b>48.12</b>

**Annexure 18 - Restated Statement of Trade receivables**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Unsecured, considered good</b>				
Outstanding for a period exceeding 6 months from due date	2,335.13	1,719.88	1,035.97	1,148.64
Others	-	-	-	-
<b>Total</b>	<b>2,335.13</b>	<b>1,719.88</b>	<b>1,035.97</b>	<b>1,148.64</b>

**Footnotes:**

- (i) No trade receivables are hypothecated as securities for borrowings taken from banks .
- (ii) Trade receivables are non-interest bearing and are normally received in the Company's operating cycle.

**(iii) Ageing schedule for trade receivables Outstanding as at June 30, 2023 from due date of payment for**

Particulars	0-6 Months	6-12 Months	1-2 Years	2-3 Years	More than 3 years	Total
<b>Secured</b>						
Undisputed - considered good	-	-	-	-	-	-
Undisputed - considered doubtful	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
<b>Unsecured</b>						
Undisputed - considered good	1,581.67	325.02	144.49	-	283.95	2,335.13
Undisputed - considered doubtful	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,581.67</b>	<b>325.02</b>	<b>144.49</b>	<b>-</b>	<b>283.95</b>	<b>2,335.13</b>

**Ageing schedule for trade receivables -**

Particulars	0-6 Months	6-12 Months	1-2 Years	2-3 Years	More than 3 years	Total
<b>Secured</b>						
Undisputed - considered good	-	-	-	-	-	-
Undisputed - considered doubtful	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
<b>Unsecured</b>						
Undisputed - considered good	1,025.47	105.76	303.17	1.53	-	1,435.92
Undisputed - considered doubtful	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	283.95	283.95
Disputed - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>1,025.47</b>	<b>105.76</b>	<b>303.17</b>	<b>1.53</b>	<b>283.95</b>	<b>1,719.88</b>

**Ageing schedule for trade receivables -  
March**

**Outstanding as at March 31, 2022 from due date of payment for**

Particulars	0-6 Months	6-12 Months	1-2 Years	2-3 Years	More than 3 years	Total
<b>Secured</b>						
Undisputed - considered good	-	-	-	-	-	-
Undisputed - considered doubtful	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
<b>Unsecured</b>						
Undisputed - considered good	361.30	300.28	81.85	5.59	-	749.02
Undisputed - considered doubtful	-	-	-	-	-	-
Disputed - considered good (refer footnote)	-	-	-	-	286.95	286.95
Disputed - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>361.30</b>	<b>300.28</b>	<b>81.85</b>	<b>5.59</b>	<b>286.95</b>	<b>1,035.97</b>

**Ageing schedule for trade receivables - March Outstanding as at March 31, 2021 from due date of payment for**

Particulars	0-6 Months	6-12 Months	1-2 Years	2-3 Years	More than 3 years	Total
<b>Secured</b>						
Undisputed - considered good	-	-	-	-	-	-
Undisputed - considered doubtful	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	-	-
Disputed - considered doubtful	-	-	-	-	-	-
<b>Unsecured</b>						
Undisputed - considered good	562.46	248.11	51.12	-	-	861.68
Undisputed - considered doubtful	-	-	-	-	-	-
Disputed - considered good	-	-	-	-	286.95	286.95
Disputed - considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>562.46</b>	<b>248.11</b>	<b>51.12</b>	<b>-</b>	<b>286.95</b>	<b>1,148.64</b>

(v) Based on the status of the case, the company is confident of realizing the entire amount of trade receivables and does not foresee any impairment in carrying value. The management is confident of realizing the value at which they are carried notwithstanding the period

**Annexure 19 - Restated Statement of Cash and cash equivalents**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Balances with banks				
- In current accounts	10.96	69.02	13.86	90.60
Cash in hand	0.62	2.50	4.01	3.44
<b>Total</b>	<b>11.58</b>	<b>71.52</b>	<b>17.87</b>	<b>94.04</b>

**Annexure 20 - Restated Statement of Short-term loans and advances**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Security deposits	333.41	118.77	138.63	103.24
Advance to suppliers	69.55	15.96	-	-

Advance to employees	19.19	12.63	-	-
Advances to Infra partner	108.55	103.70	-	-
Inter corporate loan (refer note i)	34.89	55.74	-	-
<b>Total</b>	<b>565.59</b>	<b>306.80</b>	<b>138.63</b>	<b>103.24</b>

**Footnotes:**

- (i) The company has given a interest bearing @ 7% per annum for a loan of Rs. 50 lakhs to Advik Capital Ltd for a period of 3 years.

**Annexure 21 - Restated Statement of Other current assets**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Prepaid expenses	-	-	0.47	2.44
Unsecured, considered good - other receivables	63.76	47.65	72.89	58.80
Unsecured, considered doubtful -other receivables Less:	(8.82)	(8.82)	-	-
Provision for doubtful debts	5.76	5.76	-	-
Assets held for sale	-	-	-	-
<b>Total</b>	<b>78.35</b>	<b>53.41</b>	<b>73.36</b>	<b>61.24</b>

**Annexure 22 - Restated Statement of Revenue from operations**

Particulars	Period/Year ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Sale of services	903.10	2,075.00	1,129.53	1,167.84
<b>Total</b>	<b>903.10</b>	<b>2,075.00</b>	<b>1,129.53</b>	<b>1,167.84</b>

**Annexure 23 - Restated Statement of Other income**

Particulars	Period/Year ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Rental income	6.78	30.51	-	-
Interest income on	-	-	-	-
- Income tax refund	-	0.12	-	0.20
- Fixed deposits	-	2.93	2.97	-
- Inter company loan	-	0.92	-	-
- Excess gratuity provision written back	6.68	-	-	-
Miscellaneous income	-	0.87	1.56	0.04
<b>Total</b>	<b>13.46</b>	<b>35.35</b>	<b>4.53</b>	<b>0.24</b>

**Annexure 24 - Restated Statement of Cost of Services**

Particulars	Period/Year ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Center food expense	9.07	23.03	15.64	2.67
Fee expense	4.30	24.73	26.33	3.98
Center running expenses	17.90	96.05	68.97	45.74
Infra partner expenses	234.52	516.46	439.00	722.94
Lease rent	48.47	143.98	78.10	64.23
<b>Total</b>	<b>314.26</b>	<b>804.25</b>	<b>628.04</b>	<b>839.56</b>

**Annexure 25 - Restated Statement of Employee benefits expense**

Particulars	Period/Year ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Salaries, wages, bonus and other benefits	75.01	269.74	193.03	105.37
Staff welfare expenses	0.36	6.84	0.37	3.50
Employers' contribution to provident and other funds	4.74	8.38	5.87	3.41
Employees' contribution to provident and other funds	3.69	6.54	4.55	2.76
Gratuity expenses (refer note 31)	-	6.07	3.63	6.39
<b>Total</b>	<b>83.80</b>	<b>297.57</b>	<b>207.45</b>	<b>121.43</b>

#### Annexure 26 - Restated Statement of Finance cost

Particulars	Period/Year ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Interest on borrowings (refer note 5)	4.58	44.05	43.61	60.44
Interest on delay in payment of statutory dues	2.02	10.54	10.12	3.15
Other borrowing cost	0.79	0.44	0.30	1.76
<b>Total</b>	<b>7.39</b>	<b>55.03</b>	<b>54.03</b>	<b>65.35</b>

(All amounts are ₹ in lacs unless otherwise stated)

#### Annexure 27 - Restated Statement of Depreciation and amortisation expenses

Particulars	Period/Year ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Depreciation on property, plant and equipment (refer note 13)	31.97	104.55	90.01	59.67
Depreciation on investment property (refer note 14)	0.86	1.17	1.17	1.61
<b>Total</b>	<b>32.83</b>	<b>105.72</b>	<b>91.18</b>	<b>61.28</b>

#### Annexure 28 - Restated Statement of Other expenses

Particulars	Period/Year ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Legal & Professional services (refer footnote i)	18.84	66.29	13.06	24.52
Advertisement and business promotion expenses	108.10	-	-	-
Security services	3.34	34.16	13.82	1.90
Repairs and maintenance	2.66	25.58	11.96	1.39
Power, fuel and water expenses	0.36	13.48	6.07	4.23
Bank charges	0.07	0.96	1.80	1.05
Vehicle running and maintenance	0.98	8.22	2.27	2.08
Donation	4.00	16.28	2.15	5.00
Insurance expenses	0.15	0.51	2.91	3.38
Office expenses	5.63	11.56	12.45	11.81
Printing and stationery	0.96	14.33	2.92	1.19
Communication expenses	0.91	9.18	2.32	1.14
Travelling expenses	0.51	11.50	26.12	17.07
Balances written off	0.81	0.21	-	-
Provision for doubtful advances	-	8.82	-	-
Miscellaneous expenses	0.65	0.30	-	0.01
<b>Total</b>	<b>147.97</b>	<b>221.38</b>	<b>97.85</b>	<b>74.77</b>

#### Footnotes:

(i) **Payment to auditors (excluding GST)**

Particulars	Period/Year ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Statutory audit	1.50	5.00	1.50	1.35
<b>Total</b>	<b>1.50</b>	<b>5.00</b>	<b>1.50</b>	<b>1.35</b>

**Annexure 29 - Restated Statement of Earnings Per Share**

The calculation of earnings per share (EPS) has been made in accordance with AS-20 (*Earnings per Share*). A statement on calculation of basic and diluted EPS is as under:

Particulars	Period/Year ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Profit from continuing operation attributable to the equity share holders	239.03	457.86	25.73	(23.08)
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share*	9,675,000.00	3,760,000.00	3,750,000.00	3,760,000.00
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share after bonus share	9,675,000.00	9,565,000.00	-	-
<b>Restated Basic and diluted earning per share*</b>	<b>2.47</b>	<b>12.18</b>	<b>0.69</b>	<b>(0.61)</b>
<b>Restated Basic and diluted earning per share after bonus share*</b>	<b>2.47</b>	<b>4.79</b>	<b>0.69</b>	<b>(0.61)</b>

\*Not annualised for June 20, 2023.

**Footnotes:**

- (i) The Company does not have any outstanding dilutive potential equity shares. Hence, basic and diluted earning/(loss) per share of the Company are same. Further, we have calculated the EPS/DEPS of FY 2023 after adjustment for issue of bonus share in June 2023.

**Annexure 30 - Restated Statement of capital commitments**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	215.55	215.55	215.55	-
<b>Total</b>	<b>215.55</b>	<b>215.55</b>	<b>215.55</b>	<b>-</b>

**Annexure 31 - Restated Statement of Employee benefits obligations**

The Company has in accordance with the AS-15 (*Employee Benefits*) calculated various benefits provided to employees, which are described as under:

**A. Defined benefit plan**

The present value obligation in respect of gratuity is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligations. The summarised positions of various defined benefits are as follows:

**Actuarial assumptions**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Discount rate (per annum)	7.30%	7.45%	6.95%	6.35%
Expected rate of increase in compensation levels	10.00%	10.00%	10.00%	10.00%
Expected rate of return on plan assets	N.A.	N.A.	N.A.	N.A.
Expected average remaining working lives of employees (years)	32.08	31.51	31.09	28.06
Retirement age (years)	60	60	60	60
Mortality table	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)
Age (years)	60	60	60	60
Withdrawal Rate	10%	10%	10%	10%

**Note:**

- The discount rate has been assumed ranges from 6.35% to 7.30% which is determined by reference to market yield at the balance sheet date on government securities. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- The Company's gratuity liability is entirely unfunded.

**Reconciliation of present value of defined benefit obligation**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Present value of obligation at the beginning of the year	14.70	10.03	6.39	-
Current service cost	1.56	4.48	2.31	6.39
Interest cost	0.26	0.68	0.40	-
Actuarial loss/(gain) on obligation	(7.10)	(0.49)	0.92	-
<b>Present value of obligation at the end of the year</b>	<b>9.42</b>	<b>14.70</b>	<b>10.03</b>	<b>6.39</b>
<b>Amount classified as</b>				
Short-term provision for gratuity	0.67	1.61	0.56	0.31
Long-term provision for gratuity	8.75	14.49	9.46	6.08
<b>Expenses recognised in the Statement of Profit and Loss</b>	<b>Period/Year ended</b>			
	<b>June 30, 2023</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>
Current service cost	(6.68)	6.07	3.63	6.39
Interest cost	-	-	-	-
Net actuarial (gain)loss to be recognised	-	-	-	-
<b>Expenses recognised in Statement of Profit and Loss</b>	<b>(6.68)</b>	<b>6.07</b>	<b>3.63</b>	<b>6.39</b>

**Annexure 32 - Restated Statement of**

**Leases As lessee**

The Company has taken centre setups under operating lease. All lease agreements entered by the company are cancellable and do not have any undue restrictive or onerous clauses. "The lease rental expense recognised in the Statement of Profit and Loss amounting ₹ 48.47, 143.98, 78.10 & 64.23 lakhs for the period ending June 30, 2023, year ending March 2023, 2022 & 2021 respectively.

**As lessor**

The Company had sublet one training centre at Sirsa, Haryana. Lease agreements entered by the company are cancellable in nature." The lease rental income recognized in the Statement of Profit and Loss amounting ₹ 6.78 & 30.51 lakhs for the period ending June 30, 2023 & year ending March 2023 respectively.

**Annexure 33 - In terms of Section 22 of Chapter V of Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006), the disclosures of payments due to any supplier are as follows:**

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting	-	-	-	-
- Trade payables	-	-	-	-
- Other current liabilities	-	-	-	-
- Payables for expenses	-	-	-	-
- Principal amount due to micro and small enterprises	-	-	-	-
- Interest due on above	-	-	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond appointed day during each accounting year.	-	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act 2006.	-	-	-	-

#### Annexure 34 - Restated Statement of Related party disclosure

The disclosure as required by the Accounting Standard -18 (Related Party Disclosure) are given below:

##### A. List of related parties with whom transactions have taken place:

Nature of relationship	Name of related party
Subsidiaries	Farmers City International Private Limited (From 6 February 2023)
	SPH Aviation Private Limited (From 1 January 2023)
Key management personnel	Deep (Director)
	Preet Sandhu (Director)
Relatives of key management personnel	Abhimanyu
	Kulbir singh
	Mahek Preet Singh Sandhu
Enterprises in which key management personnel and their relatives are able to exercise significant influence	Deep and Sons HUF
	4S International Limited (Till 2 November 2022)
	Startup Stairs Private Limited (Till 31 October 2022)
	BuniyadEarn While Learn Private Limited (Till 26 October 2022)
	Buniyad Entertainment Private Limited (Till 25 October 2022)
	Buniyad Model Career Center Private Limited (Till 28 October 2022)
	GEG Thrive To Learn Private Limited
	Kart on Tech Pvt Ltd
Maa Boli Entertainment Pvt Ltd (Till 31 October 2022)	

##### B. Details of related party transactions are as below:

Particulars	Period/Year ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021

<b>1. Sales of services</b>				
4S International Limited	-	-	166.79	106.79
	-	-	<b>166.79</b>	<b>106.79</b>
<b>2. Cost of services</b>				
Maa Boli Entertainment Pvt Ltd	-	-	19.50	-
GEG Thrive To Learn Private Limited	35	94.55	30.13	-
Kart on Tech Pvt Ltd	37.72	83	19.85	-
4S International Limited	-	-	68.94	71.98
	<b>72.94</b>	<b>177.16</b>	<b>138.42</b>	<b>71.98</b>
<b>3. Loans taken from KMPs &amp; their relatives</b>				
Preet Sandhu	-	56.89	-	-
Deep	-	36.80	44.09	83.05
Deep and Sons HUF	-	41.00	0.35	24.50
Abhimanyu	-	0.55	-	-
Kulbir Singh	-	-	-	-
	-	<b>135.24</b>	<b>44.44</b>	<b>107.55</b>
<b>4. Repayment/adjustment of loans to KMPs &amp; their relatives</b>				
Preet Sandhu	0.35	53.39	-	-
Deep	2.87	122.54	0.12	21.70
Deep and Sons HUF	-	-	10.00	2.01
Abhimanyu	-	0.55	-	1.16
Kulbir Singh	0.40	-	-	-
	<b>3.62</b>	<b>176.49</b>	<b>10.12</b>	<b>24.87</b>
<b>5. Payment for remuneration</b>				
Deep	9.00	36.00	14.27	24.00
Preet Sandhu	9.00	36.00	21.50	24.00
Abhimanyu	-	18.00	-	3.66
Deep and Sons HUF	-	-	-	-
	<b>18.00</b>	<b>90.00</b>	<b>35.77</b>	<b>51.66</b>
<b>6. Shared issued (including security premium) to</b>				
Deep & Sons HUF	-	41.00	-	-
Deep	-	19.00	-	-
	-	<b>60.00</b>	-	-
<b>7. Investment made during the year</b>				
SPH Aviation Private Limited	-	0.76	-	-
Farmers City International Private Limited	-	19.00	-	-
	-	<b>19.76</b>	-	-

c. Balance outstanding with or from related parties

Particulars	As at			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>1. Short-term borrowings</b>				
Preet Sandhuu	8.23	8.59	5.09	5.09
Deep	5.60	8.47	94.21	50.24
Deep and Sons HUF	0.74	0.74	41.74	32.09
Kulbir Singh	1.46	1.86	1.86	1.86
	<b>16.04</b>	<b>19.66</b>	<b>142.91</b>	<b>89.29</b>
<b>2. Other current liabilities</b>				
<b>a. Payable for expenses</b>				
Farmers City International Private Limited	28.96	28.65	27.96	-
Buniyad Earn While Learn Private Limited	25.77	-	30.20	-
Buniyad Entertainment Private Limited	204.60	-	48.89	4.10
Startup Stairs Private Limited	-	-	37.83	-
Preet Sandhuu	-	-	-	-
	<b>259.33</b>	<b>28.65</b>	<b>144.88</b>	<b>4.10</b>
<b>b. Trade payables</b>				
GEG Thrive To Learn Private Limited	119.37	88.95	22.63	-
Kart on Tech Pvt Ltd	178	145.70	19.45	-
Maa Boli Entertainment Pvt Ltd	-	-	19.11	-
	<b>297.18</b>	<b>234.65</b>	<b>61.19</b>	-
<b>c. Employee related payables</b>				
Abhimanyu	12.41	13.50	-	0.35
Preet Sandhuu	3.45	0.95	21.00	-
	<b>15.86</b>	<b>14.45</b>	<b>21.00</b>	<b>0.35</b>
<b>3. Trade receivables</b>				
4S International Limited	-	-	148.92	90.00
	-	-	<b>148.92</b>	<b>90.00</b>
<b>4. Other advances</b>				
Preet Sandhuu	0.13	-	28.87	-
Buniyad Model Career Center Private Limited	16.41	-	15.79	25.61
Startup Stairs Private Limited	31.04	-	-	0.13
Abhimanyu	0.50	-	-	-
	<b>48.09</b>	-	<b>44.66</b>	<b>25.74</b>

Annexure 35 - Restated Statement of Accounting Ratios

Ratios	Formula	Period/Year ended			
		June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Current ratio	Current assets	1.87	1.75	1.25	1.55
	Current liabilities				
Debt-equity ratio	Total debt	0.20	0.16	0.79	1.10
	Total shareholder's equity				
Debt service coverage	Earnings available for debt services	73.72	15.47	2.51	1.18
	(Interest + instalments)				
Return on equity	Net profit after taxes	0.18	0.42	0.04	(0.04)
	Equity shareholders' funds				
Trade receivable turnover ratio	Credit sales	0.45	1.51	1.03	0.00
	Average accounts receivable				
Net profit ratio	Net profit	0.26	0.22	0.02	(0.02)
	Sales	200			
Return on capital employed (pre tax)	EBIT*100	24%	58%	15%	11%
	Capital employed				

### Annexure 36 - Restated Statement of Segmental Reporting

The Company operates in a single segment of vocational training in the one geographical area of India. Therefore the disclosure requirements as per Accounting Standard 17 “Segment Reporting” are not applicable to the Company.

### Annexure 37 - Restated Statement of Other statutory information

- (i). The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii). The Company does not have any transactions with companies struck off.
- (iii). The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- (iv). The Company has not traded or invested in cryptocurrency or virtual currency during the financial year.
- (v). The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
  - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (vi). The Company does not receive any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
  - b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (vii) The Company does not have transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

### Annexure 38

These financial statements were approved for issue by the Board of Directors on 7 September 2023.

### Annexure 39

Subsequent to the balance sheet date, the Company has converted its status from private limited to public limited & changed its name to AITMC Ventures Limited on 18 August 2023 as per provisions of the Companies Act with the approval of the Central Government.

### Annexure 40

The Company has reclassified/regrouped previous year figures where necessary to conform to the current year’s classification. As per our report of even date.

For NKSC & Co.  
Chartered Accountants  
Firm Registration Number: 020076N

For and on behalf of Board of Directors of  
**AITMC Ventures Limited**

**Priyank Goyal**  
Partner  
Membership No.: 521986  
ICAI UDIN No. 23521986BGQDOR2230

**Deep**  
Managing Director  
DIN No. : 03223134

**Preet Sandhu**  
Director  
DIN No. 06923078

**Himanshu Sharma**  
CEO  
PAN No. EUIPS7399L

**Suresh Gupta**  
CFO  
PAN No. : AAPPG2457G

**Mohammad Bilal**  
Company Secretary  
ICSI M.No. : ACS56327

Date: 11-Sep-2023  
Place: New Delhi

Date: 11-Sep-2023  
Place: Gurugram

**OTHER FINANCIAL INFORMATION**

Particulars	For period ended			
	30-06-2023	31-03-2023	31-03-2022	31-03-2021
<b>EBITDA</b>	365.88	829.36	200.72	132.32
<b>Earnings Per Share (EPS):</b>				
<b>Basic</b>	0.48	2.49	0.14	(0.12)
<b>Diluted</b>	0.48	2.49	0.14	(0.12)
<b>Return on Net Worth</b>	17.32%	43.12%	4.43%	-4.16%
<b>Net Asset Value per share</b>	2.79	5.77	3.10	2.96

*This space has been left blank intentionally*

## STATEMENT OF FINANCIAL INDEBTEDNESS

To,  
The Board of Directors,  
AITMC Ventures Limited  
84-85, Chakkarpur,  
Gurugram,  
Haryana -122002

Dear Sir,

Below is the summary of loans outstanding as at 30th June 2023 in the consolidated books of accounts of AITMC Ventures Limited.

Name of lender	Loan type	ROI	Security Offered	Sanction amount	As at 30 June 2023
Yes Bank	Secured- from Bank	8.75%	Fortuner car	30,85,000	1,86,687
Yes Bank	Secured- from Bank	8.75%	Innova car	15,92,000	64,768
Yes Bank	Secured- from Bank	8.02%	Mercedes car	1,04,00,000	67,11,335
Yes Bank	Secured- from Bank	8.90%	Mercedes car	54,61,776	17,00,186
ICICI Bank	Secured- from Bank	15.00%	Property	80,00,000	74,60,008
Deutsche Bank	Unsecured- from Bank	17.85%	NA	25,00,000	16,00,156
ICICI Bank	Unsecured- from Bank	15.00%	NA	50,00,000	48,75,089
Clix Capital Services Pvt Ltd Topup	Unsecured- from NBFC's	14.00%	NA	3,45,400	1,57,457
Bajaj Finance Ltd Topup	Unsecured- from NBFC's	14.00%	NA	3,68,100	2,20,338
Magma Fincorp Limited Topup	Unsecured- from NBFC's	14.00%	NA	3,81,350	1,73,770
Trimudra Trade and Holdings Pvt Ltd	Unsecured- from NBFC's	20.00%	NA	1,00,00,000	21,65,377
Preet Sandhu formerly Bhupinder Pal Kaur	Unsecured- from related parties	NA	NA	NA	8,23,366
Deep	Unsecured- from related parties	NA	NA	NA	5,60,053
Deep and Sons HUF	Unsecured- from related parties	NA	NA	NA	74,458

For, M/s. NKSC & Co.  
Chartered Accountants  
Firm Registration No.: 020076N

CA Priyank Goyal  
Partner  
Membership No.: 521986  
UDIN:  
Date: 11 September 2023  
Place: New Delhi

## CAPITALISATION STATEMENT

To,  
The Board of Directors,  
AITMC Ventures Limited  
84-85, Chakkarpur,  
Gurugram,  
Haryana -122002

Dear Sir,

Below is the capitalisation statement at 30th June 2023 in the consolidated books of accounts of AITMC Ventures Limited.

(Amt in ₹ Lacs.)

Particulars	Pre-Issue	Post-Issue(*)
	June 30, 2023	
Debt		
Short Term Debt	190.69	-
Long Term Debt	96.01	-
Total Debt	286.07	-
Shareholders' Fund (Equity)		
Share Capital	967.50	-
Reserves & Surplus	382.64	-
Less: Minority Interest	10.09	-
Total Shareholders' Fund (Equity)	1360.23	-
Long Term Debt/Equity	0.07	-
Total Debt/Equity	0.21	-

\* Cannot be determined as Issue price has not been finalized.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities
3. The figures disclosed above are based on consolidated restated statement of Assets and Liabilities of the Company as at June 30, 2023.
4. For calculation of post offer capitalisation statement. The figures of short term/long term debt as appearing on June 30, 2023 have only been considered.

For, M/s. NKSC & Co.  
Chartered Accountants  
Firm Registration No.: 020076N

CA Priyank Goyal  
Partner  
Membership No.: 521986  
UDIN:  
Date: 11 September 2023  
Place: New Delhi

## MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion is intended to convey management’s perspective on our financial condition and results of operations for the period ended 30<sup>th</sup> June 2023, 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2021. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with the section titled “Restated Financial Information” on page 127 of the Draft Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled “Risk Factors” on page 18 of this Draft Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer to the chapter titled “Forward-Looking Statements” of this Draft Red Herring Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to “we”, “us” or “our” refers to AVL, our Company together with our Subsidiaries, on a consolidated basis as on the date of this Draft Red Herring Prospectus. Unless otherwise indicated, financial information included herein are based on our Restated Consolidated Financial Statements for period ended 30<sup>th</sup> June, 2023, 31<sup>st</sup> March 2023 and on our Restated Standalone Financial Statements for period ended 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2021 included in this Draft Red Herring Prospectus beginning on page 127 of this Draft Red Herring Prospectus.*

### BUSINESS OVERVIEW

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of “AITMC Ventures Private Limited” bearing Corporate Identification Number U74999HR2016PLC066758 dated 21 December, 2016 issued by the Registrar of Companies, Delhi & Haryana. Subsequently, the objects of our Company were changed pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on June 26, 2023, vide Corporate Identification Number U01611HR2016PTC066758. Further, our Company was converted into public limited company pursuant to a shareholders’ resolution passed at an Extra-Ordinary General Meeting held on July 20, 2023, and the name of our Company was changed to “AITMC Ventures Limited” and a fresh Certificate of Incorporation dated August 18, 2023 was issued by Registrar of Companies, Delhi & Haryana. As on date of this Draft Red Herring Prospectus, the Corporate Identification Number of our Company is U01611HR2016PLC066758.

Our Company is a “Category A” Training Partner recognized by the National Skill Development Corporation (NSDC) and serves a wide range of government departments & agencies including other training providers. We primarily operate in the northern part of India with our registered address being 84-85, Chakkarpur, Gurugram Haryana, 122002, India.

Our Company currently operates across three broad business verticals:

- Skill Development
- Drones Skilling and Assembly
- Agri-retail

Our primary business revolves around community engagement within the agricultural sector and the delivery of training programs. Notably, we are developing a self-sustained ecosystem that encompasses the complete farming value chain, with a particular focus on drone technology.

We have established a presence within agricultural communities in Northern Indian states, primarily through vocational training and skill development programs tailored to farmers and their families. In 2022, we introduced our Tech Enablement division, providing advanced training in drone handling and operations.

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

As per mutual discussion between the Board of the Company and Book Running Lead Manager, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Draft Red Herring Prospectus and which materially and adversely affect or is likely to affect within the next twelve months.

### STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Annexure 4 of Restated Financial Statements under “Restated Financial Information” beginning on page 127 of this Draft Red Herring Prospectus.

### FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “**Risk Factors**” beginning on page 18 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Uncertainty in relation to the continuing effect of the COVID-19 pandemic on our business and operations.
2. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
3. Fail to attract, retain and manage the transition of our management team and other skilled & unskilled employees;
4. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
5. Ability to respond to technological changes;
6. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
7. Inability to successfully obtain registrations in a timely manner or at all;
8. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
9. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
10. Recession in the market;
11. Changes in laws and regulations relating to the industries in which we operate;
12. Effect of lack of infrastructure facilities on our business;
13. Our ability to successfully implement our growth strategy and expansion plans;
14. Our ability to meet our capital expenditure requirements;
15. Our ability to attract, retain and manage qualified personnel;
16. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
17. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
18. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
19. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
20. Conflicts of interest with affiliated companies, the promoter group and other related parties;
21. The performance of the financial markets in India and globally;
22. Any adverse outcome in the legal proceedings in which we are involved;
23. Our ability to expand our geographical area of operation;
24. Concentration of ownership among our Promoters.

## DISCUSSION ON THE RESULTS OF OPERATIONS

Particulars	30-Jun-23	% of Revenue	31-Mar-23	% of Revenue	% Change vis-à-vis FY 2023	31-Mar-22	% of Revenue	% Change vis-à-vis FY 2022	31-Mar-21	% of Revenue
<b>Income</b>										
Revenue from operations	948.33	98.60%	2,144.99	97.41%	89.90%	1129.53	99.60%	-3.28%	1,167.84	99.98%
Other income	13.46	1.40%	57.03	2.59%	1158.94%	4.53	0.40%	1771.31%	0.24	0.02%
<b>Total Income</b>	<b>961.79</b>		<b>2202.02</b>			<b>1134.06</b>			<b>1,168.08</b>	
<b>Expenses</b>										
Purchase of traded goods	35.42	3.68%	2.44	0.11%	244%	0	0	0	0	0
Cost of Services	316.66	32.92%	825.26	37.48%	31.40%	628.04	55.38%	-25.19%	839.56	71.88%
Employee benefits expenses	93.80	9.75%	320.57	14.56%	54.53%	207.45	18.29%	70.84%	121.43	10.40%
Depreciation and amortisation expenses	35.22	3.66%	114.00	5.18%	25.03%	91.18	8.04%	48.79%	61.28	5.25%
Finance costs	7.39	0.77%	55.15	2.50%	2.07%	54.03	4.76%	-17.32%	65.35	5.59%
Other expenses	150.02	15.60%	224.39	10.19%	129.32%	97.85	8.63%	30.87%	74.77	6.40%
<b>Total Expenses</b>	<b>638.51</b>	<b>66.39%</b>	<b>1,541.81</b>	<b>70.02%</b>	<b>42.95%</b>	<b>1,078.55</b>	<b>95.11%</b>	<b>-7.21%</b>	<b>1,162.39</b>	<b>99.51%</b>
<b>Restated Profit/(Loss) before tax</b>	<b>323.28</b>	<b>33.61%</b>	<b>660.21</b>	<b>29.98%</b>	<b>1089.36%</b>	<b>55.51</b>	<b>4.89%</b>	<b>875.69%</b>	<b>5.69</b>	<b>0.49%</b>
<b>Tax expense</b>										
Current tax	88.56	9.21%	195.95	8.90%	470.46%	34.35	3.03%	18608.57%	0.18	0.02%
Deferred tax (benefit)/charge	2.65	0.28%	-17.05	-0.77%	272.88%	-4.57	-0.40%	-115.99%	28.59	2.45%
<b>Total tax expense</b>	<b>91.21</b>	<b>9.48%</b>	<b>178.90</b>	<b>8.12%</b>	<b>500.80%</b>	<b>29.78</b>	<b>2.63%</b>	<b>3.50%</b>	<b>28.77</b>	<b>2.46%</b>
Share of minority in profit	-1.78	-0.19%								
<b>Restated Profit/(Loss) after tax</b>	<b>233.85</b>	<b>24.31%</b>	<b>481.31</b>	<b>21.86%</b>	<b>1770.42%</b>	<b>25.73</b>	<b>2.27%</b>	<b>-211.49%</b>	<b>-23.08</b>	<b>-1.98%</b>

### ***Key components of company's profit and loss statement:***

#### **Revenues**

##### **◆ Revenue from operations**

Our Company's revenue is generated from Skill development trainings in different sectors which is about 97.41% of the total revenue generated in 2022-23.

##### **◆ Other income**

Our other income includes interest earned on Fixed deposit with the bank and rental income.

#### **Expenditure**

##### **◆ Purchase of traded goods**

It includes purchase of agri commodities by its subsidiary company Farmer's City International Private Limited.

##### **◆ Cost of Services**

It includes expenses incurred on providing/conducting trainings like center food cost, training partner expenses, rental cost and fee expenses.

##### **◆ Employment benefit expenses**

It includes Salaries, wages, Employee State Insurance and other welfare expenses.

##### **◆ Other expenses**

It mainly includes business promotion expenses, travelling expenses, rent, inspection expenses, professional & legal charges, office expenses and other expenses.

##### **◆ Finance costs**

Our finance costs mainly include interest and bank charges.

##### **◆ Depreciation and amortisation expenses**

Depreciation has been provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on written down value (WDV) method on a pro rata basis.

### **SUMMARY OF MAJOR ITEMS OF INCOME AND EXPENDITURE**

#### **FISCAL 2023 COMPARED WITH FISCAL 2022**

##### ***Revenue from Operation***

The revenue from operations for Fiscal March 2023 increased by 89.90%, going from ₹1,129.53 Lakhs in Fiscal March 2022 to ₹ 2,144.99 Lakhs. This increase was primarily due to increase in number of students trained by the company by 77% from 0.135 Lakhs students in Fiscal March 2022 to 0.240 Lakhs students in Fiscal March 2023 and average fee from each student also increased by 17% from 0.077 Lakhs Fiscal March 2022 to 0.090 Lakhs in Fiscal March 2023.

##### ***Other Income***

The increase in other income, rising from ₹ 4.53 Lakhs in Fiscal March 2022 to ₹ 57.03 Lakhs in Fiscal March 2023, representing a growth of 1158.94 %, can be primarily attributed to rental income.

##### ***Purchase of traded goods***

The increase in the purchase of traded goods, which went from ₹0 Lakhs in Fiscal March 2022 to ₹ 2.44 Lakhs in Fiscal March 2023, as the subsidiary company i.e. Farmer's City International Private Limited started selling various agri commodities.

##### ***Cost of Services***

The increase in the cost of service, which went from ₹628.04 Lakhs in Fiscal March 2022 to ₹825.26 Lakhs in Fiscal March 2023, This is increased due to several factors, including center running cost, center food cost and increased in number of training centers which results in higher rental cost

##### ***Employee Benefit Expenses***

Employee benefit expenses has increased by ₹ 113.12 Lakhs i.e. 54.53% from ₹ 207.45 Lakhs in Fiscal March 2022 to ₹ 320.57 Lakhs in Fiscal March 2023. This increase was primarily due to increase in the Manpower of the Company to sustain the growth.

##### ***Finance Costs***

Finance Costs have increased from ₹ 54.03 Lakhs in Fiscal March 2022 to ₹ 55.5 Lakhs in Fiscal March, 2023 due to increase in other finance costs.

#### ***Depreciation and Amortization Expenses***

Depreciation has increased by 25.03% from ₹ 91.18 Lakhs in Fiscal March, 2022 to ₹ 114.00 Lakhs in Fiscal 2023 due to purchase of new furniture and office equipment.

#### ***Other Expenses***

Other expenses recorded a 129.32% increase, rising from ₹ 97.85 Lakhs in Fiscal March 2022 to ₹ 224.39 Lakhs in Fiscal March 2023. This upswing can be attributed to several factors, including higher communication expenses, increased in printing & stationery cost, transportation cost and a rise in general expenses.

#### ***Tax Expenses***

The Company's tax expenses has increased from ₹ 29.78 in the Fiscal March, 2022 to ₹178.90 Lakhs in Fiscal March, 2023. This was primarily due to higher profit before tax during the financial year.

#### ***Profit after Tax***

After accounting for taxes at applicable rates, the Company reported an increase in net profit by 1,770.42% from ₹ 25.73 Lakhs in Fiscal March, 2022 as compared to a net profit of ₹ 481.31 Lakhs in Fiscal March, 2023.

### **FISCAL 2022 COMPARED WITH FISCAL 2021**

#### ***Revenue from Operation***

The revenue from operations for Fiscal March 2022 decreased by -3.28%, going from ₹1,167.84 Lakhs in Fiscal March 2022 to ₹1,129.53 Lakhs in Fiscal March 2021. This decrease was primarily due to decrease in average fee by 12% from 0.087 Lakhs Fiscal March 2021 to 0.077 Lakhs in Fiscal March 2022.

#### ***Other Income***

The increase in other income, rising from ₹0.24 Lakhs in Fiscal March 2021 to ₹4.53 Lakhs in Fiscal March 2022, the growth can be primarily attributed to the boost in interest income generated from fixed deposit.

#### ***Purchase of traded goods***

No traded goods were purchased during the year as business activity had not started.

#### ***Cost of Services***

The decrease in the cost of service, which was ₹839.56 Lakhs in Fiscal March 2021 to ₹628.04 Lakhs in Fiscal March 2022. This decreased due to several factors, including center running cost, center food cost and decreased in training partner expenses.

#### ***Employee Benefit Expenses***

Employee benefit expenses had increased by ₹ 86.02 Lakhs from ₹121.43 Lakhs in Fiscal March 2021 to ₹207.45 Lakhs in Fiscal March 2022. This increase was primarily due to increase in the Manpower of the Company.

#### ***Finance Costs***

Finance Costs had marginally decreased from ₹65.35 Lakhs in Fiscal March 2021 to ₹54.03 Lakhs in Fiscal March, 2022 due to decrease in borrowing cost.

#### ***Depreciation and Amortization Expenses***

Depreciation had increased by ₹29.90 Lakhs from ₹61.28 Lakhs in Fiscal March, 2021 to ₹91.18 Lakhs in Fiscal March 2022 due to purchase of new furniture and office equipment.

#### ***Other Expenses***

Other expenses had increased by ₹23.08 Lakhs from ₹74.77 Lakhs in Fiscal March 2021 to ₹97.85 Lakhs in Fiscal March 2022. The increase was primarily due to incurrance of expenses attributed towards travelling and conveyance expenses, printing and stationery expenses, communication expenses, repair and maintenance.

### ***Tax Expenses***

Tax Expenses had increased by ₹1.01 Lakhs from ₹28.77 Lakhs in Fiscal March, 2021 to ₹29.78 Lakhs in Fiscal March 2022, due to increase in profit.

### ***Profit after Tax***

After accounting for taxes at applicable rates, the Company reported an increase in net profit of ₹ 48.81 from ₹-23.08 Lakhs in Fiscal March 2021 to ₹25.73 Lakhs in Fiscal March 2022.

### **Cash Flows**

(₹ in Lakhs)

Particulars	For period ended June, 2023	For the year ended March 31,		
		2023	2022	2021
Net Cash from Operating Activities	-138.02	632.33	563.09	59.96
Net Cash from Investing Activities	-7.70	-308.59	-407.23	-3.70
Net Cash used in Financing Activities	86.37	-248.82	-197.72	15.45

### ***Cash Flows from Operating Activities***

Net cash from operating activities for the period ended March 2023 was positive by 12.30 % from ₹632.33 Lakhs as compared to ₹563.09 for Fiscal 2022, due to increase in profit of ₹ 455.58 Lakhs and increase in trade payables from ₹ 539.28 Lakhs for Fiscal 2022 to ₹ 772.17 Lakhs in Fiscal 2023.

Net cash from operating activities for the period ended Fiscal 2022 was at ₹563.09 Lakhs as compared to ₹59.96 Lakhs for Fiscal 2021, due to increase in trade payable and other current liabilities.

### ***Cash Flows from Investment Activities***

Net cash from investment activities for the period ended March, 2023 was at negative ₹- 308.59 Lakhs from ₹-407.23 Lakhs for the period ended March, 2022. This was primarily due to the purchase of machinery and decrease in fixed deposit investment made by the company during the Fiscal 2023.

Net cash from investment activities for the period ended March, 2022 was ₹-407.23 Lakhs from ₹-3.70 Lakhs for the period ended March, 2021. This was primarily due to the purchase of machinery and increase in loans & advances in Fiscal year 2022.

### ***Cash Flows from Financing Activities***

Net cash from financing activities decreased by ₹51.10 from negative ₹-197.72 Lakhs in Fiscal year 2022 as compared to negative ₹-248.82 Lakhs for Fiscal 2023. This was primarily due to repayment of Long- Term and Short-Term borrowings and net proceeds from issue of share capital during the year 2023.

Net cash from financing activities decreased by ₹ 213.17 from ₹15.45 Lakhs in Fiscal 2021 as compared to negative ₹-197.72 Lakhs for Fiscal 2022. This was primarily due to repayment of Short-Term borrowings during the year 2022.

### **INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:**

#### **1. Unusual or infrequent events or transactions**

Except as described in this Draft Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the “*Risk Factors*” beginning on page 18 of this Draft Red Herring Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

#### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as described in this Draft Red Herring Prospectus, particularly in the sections “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 18 and 205, respectively, to our

knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

#### 4. Income and Sales on account of major product/main activities

Revenue from operations	Period Ended June 2023	Period Ended		
		31-Mar-23	31-Mar-22	31-Mar-21
Drones Skilling and Assembly	9.45	15.40	-	-
Agri-retail	35.78	54.59	-	-
Skill Development	916.56	2,110.35	1,134.06	1,168.08

#### 5. Future relationship between Costs and Income

Our Company's future costs and revenues will be determined by the growth of the industry in which we operate.

#### 6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.

Increases in our revenues are by and large linked to increases in the volume of business.

#### 7. Status of any publicly announced new products or business segments

Our Company has not announced any new services and product and segment / scheme, other than particularly in the "*Our Business*" on pages 93 and disclosed in this Draft Red Herring Prospectus.

#### 8. The extent to which the business is seasonal

Our business is not seasonal in nature.

#### 9. Any significant dependence on a single or few suppliers or customers

Our Company is significantly dependent on a few suppliers and customers. For further details, refer to the chapter titled "*Risk factors*" on page 18 of Draft Red Herring Prospectus.

#### 10. Competitive Conditions

Competitive conditions have been discussed in sections titled "*Our Business*" and "*Our Industry*" on pages 93 and 81 of this Draft Red Herring Prospectus

## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as disclosed in this section, there is no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes; and (iv) other pending litigation as determined to be material pursuant to the Materiality Policy in each case involving our Company, our Directors, and our Promoters ("Relevant Parties"). Further, there is no pending litigation involving Our Group Entities, the adverse outcome of which may have a material impact on our Company.

Pursuant to the SEBI ICDR Regulations and the Materiality Policy adopted by our Board of Directors on September 1, 2023 for the purposes of disclosure, any pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, including outstanding action, and tax matters, would be considered 'material' where:

- i. the claim/dispute amount, to the extent quantifiable, exceeds 10% of the total consolidated trade payables of the Company as per the last restated financial statements of the Company for a complete Financial Year would be considered 'material' for disclosure in this Draft Red Herring Prospectus; and
- ii. the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but an outcome in any such litigation would materially and adversely affect the Company's business, operations, cash flows, financial position or reputation of the Company.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds 10 % of the total consolidated trade payables of the Company as per the latest restated financial statements of the Company shall be considered as 'material'. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("MSME"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditor.

It is clarified that pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, our Directors or Our Group Entities shall not be considered as litigation until such time that any of our Company, our Directors or Our Group Entities, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority or any judicial authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced. All terms defined in a particular litigation disclosure pertain to that litigation only.

#### I.LITIGATIONS INVOLVING THE COMPANY: NIL

##### 1) Litigation involving Criminal Laws

Sr. No.	Case Name	Amount Involved (₹)	Status	Adjudicating/ Investigating Authority
1.	Criminal Case against Manish and Sanjeev	11,28,419/-	Matter submitted to Police Authorities	Sector 10A Police Station

##### 2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

##### 3) Disciplinary Actions by Authorities

NIL

##### 4) Litigation involving Tax Liability

NIL

##### 5) Other Pending Litigation based on Materiality Policy of our Company

Sr. No.	Case Name	Amount Involved (₹)	Status	Adjudicating/ Investigating Authority
1.	AVPL vs ICICI Lombard & others	20,97,702/-	Reply received from ICICI	Hon'ble Insurance Ombudsman, Delhi

#### II.LITIGATIONS INVOLVING THE PROMOTER OF THE COMPANY: NIL

##### 1) Litigation involving Criminal Laws

NIL

##### 2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

##### 3) Disciplinary Actions by Authorities

NIL

4) *Litigation involving Tax Liability*

NIL

5) *Other Pending Litigation based on Materiality Policy of our Company*

NIL

### **III.LITIGATIONS INVOLVING THE DIRECTORS OF THE COMPANY OTHER THAN PROMOTER OF THE COMPANY**

1) *Litigation involving Criminal Laws*

NIL

2) *Litigation Involving Actions by Statutory/Regulatory Authorities*

NIL

3) *Disciplinary Actions by Authorities*

NIL

4) *Litigation involving Tax Liability*

NIL

5) *Other Pending Litigation based on Materiality Policy of our Company*

NIL

### **IV.LITIGATIONS INVOLVING GROUP ENTITIES**

1) *Litigation involving Criminal Laws*

NIL

2) *Litigation Involving Actions by Statutory/Regulatory Authorities*

NIL

3) *Disciplinary Actions by Authorities*

NIL

4) *Litigation involving Tax Liability*

NIL

5) *Other Pending Litigation based on Materiality Policy of our Company*

NIL

### **V.LITIGATIONS RELATING TO THE DIRECTORS OF GROUP ENTITIES**

1) *Litigation involving Criminal Laws*

NIL

2) *Litigation Involving Actions by Statutory/Regulatory Authorities*

NIL

3) *Disciplinary Actions by Authorities*

NIL

4) *Litigation involving Tax Liability*

NIL

5) *Other Pending Litigation based on Materiality Policy of our Company*

NIL

### **VI.LITIGATIONS RELATING TO THE HOLDING COMPANY**

1) *Litigation involving Criminal Laws*

NIL

2) *Litigation Involving Actions by Statutory/Regulatory Authorities*

NIL

3) *Disciplinary Actions by Authorities*

NIL

4) *Litigation involving Tax Liability*

NIL

5) *Other Pending Litigation based on Materiality Policy of our Company*

NIL

***The Company has no holding company as of the date of this Draft Red Herring Prospectus.***

## VII. LITIGATIONS RELATING TO THE DIRECTORS OF SUBSIDIARY COMPANY

1) *Litigation involving Criminal Laws*

NIL

2) *Litigation Involving Actions by Statutory/Regulatory Authorities*

NIL

3) *Disciplinary Actions by Authorities*

NIL

4) *Litigation involving Tax Liability*

NIL

5) *Other Pending Litigation based on Materiality Policy of our Company*

NIL

## VIII. DETAILS OF THE PAST PENALTIES IMPOSED ON THE COMPANY / DIRECTORS: NIL

### OTHER LITIGATIONS INVOLVING ANY OTHER ENTITIES WHICH MAY HAVE A MATERIAL ADVERSE EFFECT ON THE COMPANY

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offenses, tax liabilities, prosecution under any enactment in respect of the Companies Act, Show Cause Notices or Legal Notices pending against any company whose outcome could affect the operation or finances of the Company or have a material adverse effect on the position of the Company.

In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered material only in the event that the outcome of such litigation has an adverse effect on the operations or performance of the Company or when materiality thereof could not be ascertained due to lack of information with or confirmation from the Company.

#### Outstanding dues to Creditors

As per the materiality policy adopted by the Board of our Company in its meeting held on September 1, 2023 the outstanding dues to creditors in excess of 10% of the consolidated profit after tax (PAT) of the Company, as per the last audited financial statements; or where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed the above mentioned thresholds, if similar litigations put together collectively exceed 10% of the consolidated profit after tax of the Company will be considered material.

Based on the same, as on June 30, 2023, our Company had outstanding dues to creditors as follows:

Nature of Creditors	Amount (Rs. In Lakh)
Micro, Small and Medium Enterprises	-
Others	968.32

Further, on June 30, 2023 the Company has no outstanding amount to any micro-enterprises and small enterprises and medium enterprises based on the available information and records.

Details of Material Dues to creditors as required under the SEBI (ICDR) Regulations have been disclosed on the company's website at <https://avplinternational.com>.

#### Material developments occurring after the last balance sheet date, that is, June 30, 2023:

Except as disclosed in the "*Management's Discussion and Analysis of Financial Condition and Results of Operations of our Company*" beginning on page number 205 of this Draft Red Herring Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of its assets or its ability to pay its material liabilities within the next 12 months.

#### There are No:

- Litigations or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against the Promoter of the Company during the last five years.
- Directions issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action
- Pending proceedings initiated against the Company for economic offences;

- d. Default and non-payment of statutory dues by the Company
- e. Inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous Act in the last five years against the Company and Subsidiaries including fines imposed or compounding of offenses done in those five years;
- f. Material frauds committed against the Company in the last five years;
- g. Cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company. \*
- h. Pending litigation against the Promoter/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.
- i. Pending proceedings initiated for economic offenses against the Directors, Promoter, Companies, and firms promoted by the Promoter.
- j. Outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.

**We further confirm that except as stated hereinabove:**

- a. AVL/the Company, its Promoter, and other Companies with which Promoter are associated have neither been suspended by SEBI nor has any disciplinary action been taken against them or either of them by SEBI.
- b. There has been no material regulatory or disciplinary action by a Stock Exchange or Regulatory Authority in the past years in respect of the Promoter of the Company, group company's entities, entities promoted by the Promoter of the Company.
- c. Further, none of the Directors of the Company has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.
- d. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoter, group entities, companies promoted by the Promoter during the past three years except as under:
- e. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- f. There is no pending litigation against the Promoter/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.
- g. There are no pending proceedings initiated for economic offenses against the Directors, Promoter, Companies, and firms promoted by the Promoter.
- h. There is no outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- i. There are no litigations against the Promoter / Directors in their capacity.
- j. There are no criminal cases filed or any investigation being undertaken concerning the alleged commission of any offense by any of the Directors. Further, none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.
- k. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- l. There is no pending litigation against the Promoter/ Directors in their capacities and also involving the violation of statutory regulations or criminal offenses.
- m. There are no pending proceedings initiated for economic offenses against the Directors, Promoter, Companies, and firms promoted by the Promoter.
- n. There is no outstanding litigation, defaults, etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- o. There are no litigations against the Promoter / Directors in their capacity.

There are no criminal cases filed or any investigation being undertaken concerning the alleged commission of any offense by any of the Directors. Further, none of the Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offenses, etc.

## GOVERNMENT AND OTHER APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorisations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “Key Regulation and Policies” beginning on page 76 of the Draft Red Herring Prospectus.

### CORPORATE APPROVALS FOR THIS ISSUE

- a. The Board of Directors have, pursuant to resolutions passed at its meeting held on September 25, 2023 has approved the Issue, subject to the approval by the shareholders of the Company under Section 62 (1) (c) of the Companies Act 2013.
- b. The Shareholders have, pursuant to the resolution dated September 30, 2023 under section 62 (1) (c) of the Companies Act 2013, authorized the Issue.

### IN-PRINCIPLE APPROVAL

The Company has obtained approval from NSE vide its letter dated [●] to use the name of NSE in this Issue document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

### AGREEMENTS WITH NSDL AND CDSL

- The Company has entered into an agreement dated 17 August, 2023, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Big Share Services Private Limited, for the dematerialization of its shares.
- The Company has also entered into an agreement dated 17 August, 2023, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Big Share Services Private Limited, for the dematerialization of its shares.
- The Company’s International Securities Identification Number (ISIN) is INE0QWL01025

### INCORPORATION DETAILS OF OUR COMPANY

S.No.	Nature of registration or licence	Registration Number	Governing Law	Issuer	Date of issue	Expiry
1.	Original Certificate of Incorporation issued to AITMC Ventures Private Limited	U74999HR2016 PTC066758	Companies Act, 2013	Registrar of Companies, Delhi	21.12.2016	Till cancelled
2.	Fresh Certificate of Incorporation upon conversion into public company AITMC Ventures Limited	U01611HR2016 PTC066758	Companies Act, 2013	Registrar of Companies, Delhi	26.06.2023	Till cancelled
3.	Fresh Certificate of Incorporation upon conversion into public company AITMC Ventures Limited	U01611HR2016 PLC066758	Companies Act, 2013	Registrar of Companies, Delhi	18.08.2023	Till cancelled

### TAX RELATED AUTHORISATIONS OF COMPANY

S.No.	Nature of registration or licence	Registration Number	Issuer	Date of Issue	Validity
1.	Permanent Account Number (PAN)	AAPCA0994F	Income Tax Department, Government of India	07.09.2023	Till cancelled
2.	Tax Deduction and Collection Account Number (TAN)	RTKA11492F	Income Tax Department, Government of India	03.02.2017	Till cancelled
3.	Goods and Services Tax Registration Number (GSTIN/UIN)	06AAPCA0994F1ZI [Haryana]	Goods and Services Tax Department, Government of India	26.08.2017	Till cancelled

**LABOUR LAW RELATED APPROVALS**

S. No.	Nature of registration or licence	Registration Number	Issuer	Date of Issue	Validity
1.	Employees' Provident Fund Code	GNGGN2972011000	Employees' Provident Fund Organization, Ministry of Labour and Employment, Government of India	26.06.2023	Till cancelled
2.	Employees' State Insurance Corporation	69000896910001399	Employees' State Insurance Corporation	Not found	Till cancelled
3.	NSDC Certificate for Approved Training Partner	NSDC2022-23/8541	National Skill Development Corporation	25.11.2022	24.11.2023

**BUSINESS RELATED CERTIFICATIONS**

S. No.	Nature of registration or licence	Registration Number	Issuer	Date of Issue	Validity
1.	*Remote Pilot Training Organization Approval	RA0623000001I	Director General of Civil Aviation, Government of India	19.05.2023	18.05.2033
2.	*Application for Authorization of RPTO	Form D-5 for Sirsa		Application pending	
3.	*Application for Authorization of RPTO	Form D-5 for Sonapat		Application pending	

*\* This application has been approval has been issued in favour of M/s SPH Aviation Private Limited, a Subsidiary Company of AITMC Ventures Limited (76% stake at the time of this Draft Red Herring Prospectus).*

**IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE- MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.**

*This space has been left blank intentionally*

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

- a. This Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on September 25, 2023.
- b. The Shareholders of our Company have authorised this Issue by their Special Resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013, at its EGM held on September 30, 2023, and authorised the Board to take decisions in relation to this Issue.
- c. The Company has obtained approval from NSE vide its letter dated [●] to use the name of NSE in this Issue document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.
- d. Our Board has approved this Draft Red Herring Prospectus through its resolution dated October 21, 2023.
- e. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “*Government and Other Approvals*” beginning on page number 216 of this Draft Red Herring Prospectus.

### PROHIBITION BY SEBI

Our Company, Directors, Promoters, members of the Promoter Group and Group Entities or the Director and Promoter of our Promoter Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

### PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Our Company, our Promoters or their relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been declared as wilful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereof are pending against them.

Our Directors have not been declared as wilful defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, and our Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018, upon notification of the relevant forms, as may be applicable to them.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

We confirm that none of our Directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Draft Red Herring Prospectus.

### ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as the post Issue paid up capital is more than ₹ 1,000 Lakh, But upto 2,500 Lakh. Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited for listing of our Equity Shares.

We confirm that:

- a. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the BRLM to the Issue will underwrite at least 15% of the Total Issue Size. For further details, pertaining to said underwriting please refer to “General Information” Underwriting on page 38 of this Draft Red Herring Prospectus.
- b. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of four (4) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
- c. In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the BRLM shall ensure that the Issuer shall file a copy of the Red Herring Prospectus/ Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/ Prospectus with the Registrar of Companies.
- d. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the BRLM will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled “General Information”, “Details of the Market Making Arrangements for this Issue” on page 38 of this Draft Red Herring Prospectus.
- e. In accordance with Regulation 228 (a) of the SEBI (ICDR) Regulations, Neither the issuer, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board;
- f. In accordance with Regulation 228 (b) of the SEBI (ICDR) Regulations, none of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board;

- g. 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 fraudulent borrower.
- h. In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, None of the Issuer's promoters or directors is a fugitive economic offender.
- i. In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to National Stock Exchange of India Limited and National Stock Exchange of India Limited is the Designated Stock Exchange.
- j. In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.
- k. In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.
- l. 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.

#### **NSE ELIGIBILITY NORMS:**

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on Emerge Platform of NSE India which states as follows:

**1. The issuer should be a Company incorporated Under Companies Act, 2013.**

Our company is incorporated under the Companies Act, 2013 on December 21, 2016.

**2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25 crores.**

The post issue paid up capital of the Company will be less than ₹ 25 crores.

**3. Track Record**

**A) Our Company has a (combined) track record of at least 3 years**

**B) The company should have positive cash accruals (earnings before interest, depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive.**

Particulars (₹ Lakh)	March 31, 2023	March 31, 2022	March 31, 2021
EBITDA as per Restated Financial Statement	787.15	200.72	132.32

\*Financials for the Years ended March 31, 2022 and March 31, 2021 have been given on a standalone basis as the Company did not have any Subsidiary during those periods.

**4. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent. The Company's shares bear an ISIN: INE0QWL01025

**5. The company shall mandatorily have a website.**

Our Company has a live and operational website – <https://avplinternational.com>

**6. Other Listing Conditions**

- a. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- b. There is no winding up petition against the company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.
- c. There has been no change in the promoter/s of the Company in preceding one year from the date of filing application to NSE India for listing on Emerge Platform of NSE India.
- d. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- e. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
- f. None of the Directors of our Company have been categorized as a Willful Defaulter or fraudulent borrower
- g. 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

**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 NSE EMERGE.**

#### **COMPLIANCE UNDER REGULATION 300 OF SEBI(ICDR) REGULATIONS**

No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations with respect to the Issue.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED AS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, SKI CAPITAL SERVICES LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED OCTOBER 21, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED 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 RED HERRING PROSPECTUS.**

#### **DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, its Directors and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website <https://avplinternational.com> and <https://www.skicapital.net/> would be doing so at his or her own risk.

#### **CAUTION**

The BRLM accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the BRLM shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc. The BRLM and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

**Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.**

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), 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, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakh, pension funds with minimum corpus of ₹2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares 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 Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus had been filed with NSE Emerge for its observations and NSE Emerge gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

#### **Disclaimer Clause of the Emerge Platform of NSE**

National Stock Exchange of India Limited (NSE) has given vide its letter dated [●] permission to this Company to use its name in this offer document as one of the stock exchange on which this company's securities are proposed to be listed on the Emerge Platform. NSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. National Stock Exchange of India Limited does not in any manner:-

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Issue or will continue to be listed on NSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, 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 offer 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. NSE 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 offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the Emerge 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 Emerge platform and the related services are subject to Indian Laws and Courts exclusively situated in Delhi.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended ("U.S. 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 under the U.S. Securities Act), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares will be offered and sold only outside the United States in offshore transaction in compliance with Regulation of the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application 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.

#### **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER**

Sr. No.	Issue Name	Issue Size	Issue Price	Listing Date	Opening Price on listing	+/- change in closing price, [+/- change in benchmark]-30 <sup>th</sup> calendar day from listing	+/- change in closing price, [+/- change in benchmark]-90 <sup>th</sup> calendar day from listing	+/- change in closing price, [+/- change in benchmark]-180 <sup>th</sup> calendar day from listing
NIL								

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to the website of the Book Running Lead Manager at [www.skicapital.net](http://www.skicapital.net).

#### FILING

This Draft Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the Prospectus shall be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed, will be delivered for registration to the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus, required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Delhi 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019, India.

#### LISTING

Application will be made to the National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of National Stock Exchange of India Limited has given its in-principle approval for using its name in our Issue documents vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the Applicant in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within six Working Days from the Issue Closing Date.

#### Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- 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*
- 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 of the Companies Act, 2013.*

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount, if fraud involves an amount of at least ₹ 10 lakhs or one-percent of the turnover of the company, whichever is lower.

Provided that where fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable for an imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

#### CONSENTS

Consents in writing of:(a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) BRLM, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing Red Herring prospectus to ROC) and will be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013 and such consents shall not be withdrawn at the time of delivery of the Red Herring Prospectus for registration with the RoC.

Our Auditors have given their written consent for the inclusion of their report in the form and context in which it appears in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with NSE.

#### **EXPERT OPINION**

Our Company has received written consent dated September 11, 2023 from Peer Reviewed Auditor namely, **NKSC & Co., Chartered Accountants**, to include its name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Statutory Auditor and in respect of its (i) examination report dated September 11, 2023 on our restated financial information; and (ii) its report dated September 11, 2023 on the statement of Special Tax Benefits in this Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received a written consent dated October 20, 2023 from **M/s. Vakalat India, Advocates**, having registration number F/1564/1093/2011 (WB) to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the Legal Litigations being subsisting by the Company, against the Company, by the Promoters, against the Promoters, by the Directors and against the Directors of the Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received a written consent dated October 21, 2023 from **Manthan Negandhi & Co., Company Secretaries**, having registration number S2018MH640600 to include their name as an expert as defined under Section 2(38) of the Companies Act, 2013, read Section 26(5) of the Companies Act, 2013, read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert", to the extent and in its capacity as an advisor on the ROC and Secretarial Search Report Dated October 21, 2023 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

#### **PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION**

We have not made any previous rights and/or public issues since incorporation and are 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).

#### **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Other than as detailed under chapter titled “Capital Structure” beginning on page 47 of the Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

#### **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:**

**Neither our Company nor any other companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 has made / Section 186 of the Companies Act, 2013, has made any public issue or rights issue during the last three years.**

#### **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY**

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 performance vis-à-vis objects is not applicable to us. Further, as on date of this Draft Red Herring Prospectus our Company has no listed corporate promoters and no listed subsidiary company.

#### **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

#### **OUTSTANDING CONVERTIBLE INSTRUMENTS**

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

#### **PARTLY PAID-UP SHARES**

As on the date of this Draft Red Herring Prospectus, there are no partly paid up Equity Shares of our Company.

#### **OPTION TO SUBSCRIBE**

Equity Shares being offered through this Draft Red Herring Prospectus can be applied for in dematerialized form 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.

#### **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

#### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company shall obtain authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES prior to filing of the Red Herring Prospectus/ Prospectus with the RoC. Our Company has not received any complaints as on the date of this Red Herring Prospectus/Prospectus.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Issue for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on September 1, 2023. For further details, please refer the chapter titled “Our Management” beginning on page 107 of this Prospectus.

Our Company has appointed Mohammad Bilal as the Company Secretary and Compliance Officer and may be contacted at the following address:

Mohammad Bilal

84-85 Chakkarpur, Gurugram, Haryana 122002

Tel: 18001235414;

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

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, 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](http://www.scores.gov.in)

## **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this 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.

## **CHANGE IN AUDITORS DURING THE LAST THREE (3) YEARS**

Except as disclosed in "*General Information*" beginning on Page 38 of this Draft Red Herring Prospectus; there are no changes in the Auditors of the company during the last three years.

## **CAPITALIZATION OF RESERVES OR PROFITS**

Except as disclosed under "*Capital Structure*" beginning on page 47 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

## **REVALUATION OF ASSETS**

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Red Herring Prospectus.

## **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 "*Statement of Possible Tax Benefits*" beginning on page 73 of this Draft Red Herring Prospectus.

## **PURCHASE OF PROPERTY**

Other than as disclosed in "*Our Business*" on page 93 of the Draft 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 the Prospectus, other than property, in respect of which:

- The contract for the purchase or acquisition was entered into in the ordinary course of business, or the contract was entered into in contemplation of the Issue, or that the Issue was contemplated in consequence of the contract; or the amount of the purchase money is not material.
- Except as stated elsewhere in the Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made thereunder.

## **SERVICING BEHAVIOR**

Except as stated in this Draft Red Herring Prospectus, 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 in “*Our Management*” beginning on page 107 and “*Financial Information*” beginning on page 127 of the Draft 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 PROVISION OF SECURITY LAWS, IF ANY GRANTED BY SEBI**

As on date of Draft Red Herring Prospectus, our company has not availed any exemption from complying with any provision of security laws granted by SEBI.

## SECTION VIII – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued pursuant to this Issue shall be subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, 2018 the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft 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 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, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. 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 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars issued by SEBI in this regard, SEBI 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. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors (“UPI Phase III”), as may be prescribed by SEBI.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization 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 upto 2,07,32,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on September 25, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on September 30, 2023 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, ‘*Main Provisions of Article of Association*’, beginning on page 259 of this Draft Red Herring Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 “*Dividend Policy*” and “*Main Provisions of Article of Association*” beginning on page 126 and 259 respectively of this Draft Red Herring Prospectus.

#### **Face Value, Issue Price, Floor Price and Price Band**

The face value of each Equity Share is ₹ 2/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”).

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis of Issue Price*” beginning on page 58 of this Draft Red Herring Prospectus.

### **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 "*Main Provisions of the Articles of Association*" beginning on page 259 of this Draft Red Herring Prospectus.

### **Allotment only in Dematerialized Form**

As per the provisions of the Depositories Act, 1996 and the 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 offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated 17 August, 2023 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated 17 August, 2023 between CDSL, our Company and Registrar to the Issue.

### **Market Lot and Trading Lot**

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 (SME platform of NSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares 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 New Delhi.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## 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.

## Period of Subscription List of Public Issue

Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	on or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	on or about [●]
Credit of Equity Shares to Demat Accounts of Allottees	on or about [●]
Commencement of Trading of The Equity Shares on the Stock Exchange	on or about [●]

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 Issue Closing Date). On the 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 Issue Closing Date maybe extended in consultation with the LM, RTA and NSE EMERGE taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST.

Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

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

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

\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue BRLM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable

### **Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

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 to the "**General Information**" on page 38 of this Draft 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 NSE from the SME Exchange 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 fulfillment 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 offered through this Issue are proposed to be listed on the SME Platform of NSE (NSE EMERGE), wherein the Book Running Lead Manager 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 SME platform of NSE.

For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to "**General Information**" on page 38 of this Draft Red Herring Prospectus.

## **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of National Stock Exchange of India Limited.

## **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, provide 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 Investor

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 Promoters minimum contribution in the Issue as detailed under "**Capital Structure**" beginning on page 47 of this Draft 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 the "*Main Provisions of the Articles of Association*" beginning on page 259 of this Draft Red Herring Prospectus.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the 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.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

## ISSUE PROCEDURE

*All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI. The Issue has been undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public Issues and redressing investor grievances. This circular shall come into force for initial public Issues opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Prospectus. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 modifying the process timelines and extending the implementation timelines for certain measures introduced by the March 16 Circular. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5,00,000/- shall use the UPI Mechanism.*

*The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.*

Our Company, the Promoters and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus and this Prospectus.

Further, our Company, the Promoters and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

### **BOOK BUILDING PROCEDURE**

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 BRLM, 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 and Selling Shareholder in consultation with the BRLM, 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 Exchange.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.**

#### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Draft Red Herring Prospectus together with the Application Forms and copies of the Draft Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Application Form. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus. The Application Form shall contain space for indicating the number of specified securities subscribed for in demat form.

#### **Phased implementation of Unified Payments Interface:**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a) Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediaries and use his / her UPI ID for the purpose of blocking funds. The time duration from public issue closure to listing continued to be six Working Days.
- b) Phase II: This phase has commenced with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Bid cum Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds has been discontinued and has been replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.
- c) Phase III: Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – Issue BRLM will be required to compensate the concerned investor.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Retail Individual Bidders using the UPI.

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

For further details, refer to the “**General Information Document**” available on the websites of the Stock Exchange and the BRLM.  
**Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. The RIs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

RIBs Bidding in the Retail Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Anchor Investor**	White
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII’s, FVCIs etc. applying on a repatriation basis	Blue

\* *Electronic Bid Cum Application Forms will also be available for download on the website of the NSE ([www.nseindia.com](http://www.nseindia.com)).*

\*\* *Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.*

**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 intermediaries shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).**

**Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.**

**The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.**

**An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)**

Sr. No.	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked, is maintained
2	A syndicate member (or sub-syndicate member)
3	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

5	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
---	---

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

**The upload of the details in the electronic bidding system of stock exchange will be done by:**

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, the respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of the stock exchange. Stock exchange shall share application details including the UPI ID with the sponsor bank on a continuous basis, to enable the sponsor bank to initiate mandate requests on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor Investor to accept a 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 Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidder

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate a request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("Cut- Off Time"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

#### **WHO CAN BID?**

**Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the 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 Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu

Undivided Family applying through XYZ, where XYZ is the name of the Kartal. 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. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
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-
10. Institutional Bidder 's category;
11. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
12. Foreign Venture Capital Investors registered with the SEBI;
13. 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;
14. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
15. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
16. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
18. 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;
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.

#### **APPLICATIONS NOT TO BE MADE BY:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this 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**

##### **1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

##### **2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

**The above information is given for the benefit of the Bidder. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

#### **METHOD OF BIDDING PROCESS**

Our Company, in consultation with the BRLM 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, [●], all editions of Hindi national newspaper, [●] and 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 BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

1. The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period may be 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 [●], all editions of Hindi national newspaper [●] and 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 Manager.
2. 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.
3. The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this 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”.
4. The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
5. 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.
6. 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.
7. 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.
8. 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**

1. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ 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 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 is 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.
2. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidder
3. 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.
4. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

**The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if**

**any, may subscribe the Equity Shares in the 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.**

**Option to Subscribe in the Issue**

1. 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.
2. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
3. 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:**

- a) Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
- b) Our Company will file the Draft Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- c) Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, 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.
- d) Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
- e) Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
- f) 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.
- g) 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.
- h) 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.
- i) 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 Bidder
- j) 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 BRLM, 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 under-subscription 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:

Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.

1. 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
2. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
3. Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
4. Our Company and Selling Shareholder in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - a) where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investor

- b) 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
- c) 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.
5. 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 BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.
6. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
7. 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.
8. 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.
9. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
10. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
12. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **BIDS BY HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

#### **BIDS BY MUTUAL FUNDS**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

#### **BIDS BY ELIGIBLE NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non-repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see "Restrictions on Foreign Ownership of Indian Securities" beginning on page 254. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

## **BIDS BY FPIS**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations ("Operational FPI Guidelines"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "MIM Structure"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

## **BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIS**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFS and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFS, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

## **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

## **BIDS BY BANKING COMPANIES**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves. In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see “Key Regulations and Policies” beginning on page 76.

#### **BIDS BY SCSBS**

SCSBs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **BIDS BY SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) equity shares of a company: the lower of 10%\* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

#### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:**

- Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
- The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **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 Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire 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 Bidder

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 Bidder

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the 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 Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public 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 Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investor

For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- In case of resident Anchor Investors: — “AITMC Ventures Limited IPO – Anchor Account- R”
- In case of Non-Resident Anchor Investors: — “AITMC Ventures Limited IPO – Anchor Account- NR”

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 Investor

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - The applications accepted by any Designated Intermediaries
  - The applications uploaded by any Designated Intermediaries or
  - The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will 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 Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Members, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by an Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ 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 Bid/ 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**

Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.

Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

#### **Withdrawal of Bids**

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.

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**

1. Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price and the Anchor Investors Issue Price.
2. 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.
3. Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
4. 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.
5. 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.
6. Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to Compliance with 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 Investor 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 Investor**

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

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

#### **GENERAL INSTRUCTIONS**

*Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.*

#### **Do's:**

- Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;
- Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids (other than Anchor) through the ASBA process only;
- Ensure that you have Bid within the Price Band;
- Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
- Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
- Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
- Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
- If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
- Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
- Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
- Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
- RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
- Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
- Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020 and press release dated June 25, 2021.
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
- Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
- Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
- Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the

application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

- RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
- Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
- RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
- Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in)); and
- FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

**Don'ts:**

- Do not Bid for lower than the minimum Bid size;
- Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
- Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
- Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
- Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not submit the Bid for an amount more than funds available in your ASBA account.
- Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
- In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
- If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
- Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
- Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the General Index Register (GIR) number instead of the PAN;
- Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
- Do not submit a Bid using UPI ID, if you are not a RIB;
- Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
- Do not Bid for Equity Shares in excess of what is specified for each category;
- Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Draft Red Herring Prospectus;
- Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
- Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
- If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
- Do not Bid if you are an OCB; and
- If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled "General Information" and "Our Management" beginning on pages 38 and 107 respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “**General Information**” beginning on page 38.

#### **GROUND FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, 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, see “General Information” beginning on page 38.

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 BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

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 BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

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 may be on proportionate basis. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.

#### **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 RHP. 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. However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.**

#### **1. 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 [●] 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 [●] 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.

#### **2. 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 [●] 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 [●] 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.

#### **3. 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:

- a) In the first instance allocation to Mutual Funds for 5% of the Net QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds 5% of the Net QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the Net QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than 5% of the Net 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 [●]% 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 Bidder
  - Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

#### **4. Allotment to Anchor Investor (If Applicable)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
  - i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - maximum number of two Anchor Investors for allocation up to ₹ 2 crores; a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
    - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

#### **5. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the 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:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

**Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.**

**The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager 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.
3. The Book Running Lead Manager 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 valid, binding and irrevocable contract for the Allotment to such Bidder.
4. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the 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 transfer 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 Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from 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](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com)**

#### **Bidder's Depository Account and Bank Details**

**Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the BidCum 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 6 (Six) 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:**

- a) Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
- b) Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
- c) If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

**BASIS OF ALLOTMENT**

Allotment will be made in consultation with the NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
4. Each successful applicant shall be allotted [●] equity shares; and
5. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
6. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
7. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

## **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the 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, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

### **Equity Shares in Dematerialised Form with NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

1. We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on 17 August, 2023.
2. We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on 17 August, 2023 .
3. The Company's Equity shares bear an ISIN No. INE0QWL01025 .
  - An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
  - The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
  - Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
  - Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
  - If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
  - The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
  - Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
  - The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all Investor

## **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Draft Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper each with wide circulation.

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

## **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.

After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

## **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"Any person who:

- a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities;*  
*or*
- b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years) Further, where the fraud

involves an amount less than ₹ 10/- lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50/- Lakh or with both.

#### **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the 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 Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Draft Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the SEBI.

#### **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

## 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, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), effective from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI and Master Direction –Foreign Investment In India (updated upto March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction.

The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2020 has to be obtained.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

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 and amendments from time to time thereupon, 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 Schedule 1, 2, 3, 6, 7, 8, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017 as amended from time to time. 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 Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 as amended from time to time. 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, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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.

***This space has been left blank intentionally***

## 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 paid up face value capital is more than ₹10 Crores, 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 Platform of NSE). For further details regarding the salient features and terms of such an issue please refer “Terms of the Issue “and “Issue Procedure” on page 227 and 233 of the Draft Red Herring Prospectus.*

The Issue comprise of a Public Issue of 2,07,32,000 Equity Shares of Face Value of ₹2/- each fully paid (The “Equity Shares”) for cash at a price of ₹ [●]/- per Equity Shares (including a premium of ₹ [●]/- per equity share) aggregating to ₹ [●]/-laks (“the Issue”) by our Company.

The Issue comprises a reservation of which [●] Equity Shares of ₹2/- each will be reserved for subscription by Market Maker Reservations Portion and a Net Issue to the public of [●] Equity Shares of ₹2/- each is hereinafter referred to as the net issue. The Issue and the Net Issue will constitute [●] % and [●] % respectively of the post issue paid up Equity Share Capital of the Company. The Issue is being made by way of Book Building Process.

<b>Particulars of the Issue</b>	<b>Market Maker Reservation Portion</b>	<b>QIBs</b>	<b>Non-Institutional Applicants</b>	<b>Retail Individual Investors</b>
Number of Equity Shares available for allocation	[●] Equity Shares	Not more than [●] Equity Shares.	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of Issue Size available for allocation	5% of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidder  However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion.  The unsubscribed portion in the mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment	Firm Allotment	Proportionate as follows: (excluding Anchor Investor Portion) a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	Proportionate	Proportionate

		Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid bids received from Mutual Funds at or above the Anchor Investor Allocation Price.		
Mode of Application	Through ASBA Process Only	Through ASBA Process Only (Except for Anchor Investor)	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Application Size	[●] 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 that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount does not exceed ₹ 200,000
Maximum Application Size	[●] 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 issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount does not exceed ₹ 200,000
Trading Lot	[●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
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.			

- This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- 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.
- Subject to valid Bids being received at or above the issue price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- Our Company, in consultation with the BRLM may allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI (ICDR) Regulations, 2009, as amended. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Price.
- Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. For further details, please refer to the section titled “*Issue Procedure*” beginning on page 233 of the Draft Red Herring Prospectus;

#### Withdrawal of the Issue

The Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after 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 Manager, 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 the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh 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) the final RoC approval to the Prospectus after it is filed with the RoC.

#### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at New Delhi.

#### **Issue Programme:**

<b>Events</b>	<b>Indicative Dates</b>
<b>Bid/Issue Opening Date</b>	[•]
<b>Bid/Issue Closing Date</b>	[•]
<b>Finalization of Basis of Allotment with Designated Stock Exchange</b>	[•]
<b>Initiation of Allotment/Refunds/Unblocking of funds from ASBA Account or UPI ID linked bank account</b>	[•]
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	[•]
<b>Listing Date</b>	[•]

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

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the issue closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

*This space has been left blank intentionally*

## SECTION IX - MAIN PROVISIONS OF OUR ARTICLE OF ASSOCIATION

### SHARE CAPITAL

1. The Authorised Share Capital of the Company shall be such amounts 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 increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf. with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.
2. The business of the Company may be commenced soon after obtaining Certificate of Incorporation.
3. The shares shall be under the discretionary control of the Directors who may allot or otherwise dispose of the same, to such person at such time and on such term & conditions as they may in their absolute discretion think fit & proper.
4. Shares may be registered in the name of any minor through a guardian only as fully paid shares.
5. The Directors may allot and issue shares in the Capital of the Company as partly or fully paid up in consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business.
6. Subject to the provisions of section 68, 69, and 70 of the Companies Act, 2013 and any statutory amendments or re-enactments thereof and compliance of the provisions thereof by the Company, the Company is authorised to purchase its own shares or other specified securities.
7. The Company in general meeting may decide to issue fully paid up bonus share to the members if so recommended by the Board of Directors
8. The Share Certificate to the Share registered in the name of two or more person shall be delivered to first named person in the register and this shall be a sufficient delivery to all such holde᳚
9. Each fully paid up share shall carry one vote.
10. Subject to the provisions of Section 55 of the Companies Act, 2013, the Company may issue preference shares, which shall be redeemed within a period not exceeding Twenty Years from the date of their issue.

### INCREASE AND REDUCTION OF CAPITAL

11. The Company in General Meeting may, from time to time, by ordinary resolution increase the share capital of the Company by the creation of new shares by such sum, to be divided into shares of such amount as may be deemed expedient.
12. Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company when issued, the new shares may be issued upon such terms and conditions and with such preferential, qualified or such rights and privileges or conditions there to as general meeting resolving upon the creation thereof shall direct. If no direction be given, the Board shall determine in particular the manner in which such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.
13. Before the issue of any new shares, the Company in General Meeting may make provisions as to the allotment and issue of the new shares and in particular may determine to whom the shares be offered in the first instance and whether at par or premium. In case no such provision is made by the Company in General Meeting, the new shares may be dealt with according to the provisions of these Articles.
14. Whenever the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered either to its existing shareholders or employees under ESOP scheme or to any other person subject to the provisions of Section 62 of the Companies Act, 2013. Such existing Shareholders shall have right to renounce the shares offered to him in favour of any other person;
15. Subject to the provisions of the Companies Act 2013, the Company may, from time to time in any manner, by special resolution and subject to any consent required under the Companies Act 2013, reduce:
  - (a) Its share capital,
  - (b) Any capital redemption reserve account; or
  - (c) Any share premium account
16. Subject to provisions of the Companies Act 2013, the Board may accept from any member, to surrender, on such terms and conditions as shall be agreed, of all or any of his shares.

### ALTERATION OF SHARE CAPITAL

17. The Company, by ordinary resolution may, from time to time:
  - a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
  - b) sub-divide its share or any of them into shares of smaller amount than is fixed by the Memorandum of Association so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
  - c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of share so cancelled. Where any share capital is sub-divided, the Company in General Meeting, subject to the Sections 43, 47 and other provisions of the Companies Act, 2013, may determine that as between the holders of the shares resulting from sub-division, one or more of such shares shall have same preferential or special rights as regards dividend, payment of capital, voting or otherwise.

### LIEN

18. Subject to the provisions of Companies Act, 2013 the Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

#### **CALLS ON SHARES AND TRANSFER OF SHARES**

19. The Directors are empowered to make call on members of any amount payable at a time fixed by them. However, the Company may accept from any member, the whole or a part of the amount remaining unpaid on any shares held by him, even if no part of that amount has been called up.
20. a) The instrument of transfer shall be in writing and all provisions of the Companies Act, 2013 and of any statutory modification thereof for the time being shall be duly complied within respect of all transfer of shares and the registration thereof.  
b) The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof.
21. No transfer of shares shall be made or registered without the previous sanction of the Directors, except when the transfer is made by any member of the Company to another member or to a member's wife or child or children or his heir. The Directors may decline to sanction the transfer subject to Section 58 of the Companies Act, 2013.
22. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares or (2) where the shares are not fully paid up shares, subject to Section 58 of the Companies Act, 2013.
23. Subject to Section 58 of the Companies Act, 2013 the Directors may in their discretion, refuse to register the transfer of any shares to any person, whom it shall, in their opinion, be undesirable in the interest of the Company to admit to membership.
24. At the death of any members his or her shares be recognised as the property of his or her heirs upon production of reasonable evidence as may be required by the Board of Directors
25. Subject to Sec 56 of the Companies Act 2013, every instrument of transfer, duly stamped must be accompanied by the certificate of share proposed to be transferred and such other evidence as the director may require.
26. The Certificate of title of share shall be provided attaching of the seal of the Company, if any.

#### **FORFEITURE OF SHARES**

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
28. 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.
29. 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.
30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.  
(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit
31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.  
(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;  
(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;  
(iii) The transferee shall thereupon be registered as the holder of the share; and  
(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. 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.

#### **BUY-BACK OF SHARES**

34. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

## **GENERAL MEETINGS**

- 35.** All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 36.**
- (a) The Board may whenever it thinks fit, call an Extra-Ordinary General Meetings.
  - (b) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
  - (c) The Board shall, on a requisition made by, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting call an Extraordinary General Meeting.
- 37.** At least twenty-one days, clear notice of General Meetings of the Company, specifying the date, day, hour and place of meeting and the objects shall be given. In every such notice calling meeting of the Company there will appear a statement that member is entitled to appoint proxy to attend and to vote instead of himself. A General Meeting may be called after giving a notice shorter than twenty-one days if consent is accorded in case of any general meeting of all the members entitled to vote thereat and in case of any other meeting by members holding not less than 95 (Ninety-Five) percent of the paid up share capital and is given a right to vote in a meeting.
- 38.** No business shall be transacted at any general meeting, unless quorum of members in present. At least five members present in person shall be the quorum for general meeting subject to the provisions of Section 103 of the Companies Act, 2013.
- 39.** The Chairperson, if any, of the Board, shall preside as Chairperson of all Board and general meetings, of the Company. If at any time the Chairperson is not present within 15 minutes after the time appointed for holding the same, the Directors present shall elect one of the Directors present to be Chairperson of such meeting. If no director is present or unwilling to act as Chairperson, the members may appoint one of their members as Chairperson.
- 40.** No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company 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.

## **MINUTES**

- 41.** Directors shall respectively cause minutes of all proceedings of General Meetings and of all proceedings at meetings of Board of Directors or of committee of the Board or by postal ballot to be duly entered in books to be maintained for that purpose in accordance with Section 118 of the Companies Act, 2013.

The minutes of each meeting shall contain:

- a) The fair and correct summary of the proceedings thereat.
- b) The name of the Directors present at the meeting in case of meeting of Board or committee of Board of Directors
- c) The name of the Directors, if any, dissenting from or not consenting to the resolution, in the case of each resolution passed at the meeting of Board or committee of Board of Directors
- d) All appointments made at any meeting. Any such minutes, purposing to be signed in accordance with the provisions of Section 118 of the Act, shall be evidence of the proceedings.

## **DIRECTORS**

- 42.** 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 15 (Fifteen).
- 43.** Subject to the provisions of Section 149 of the Act, the Company may from time to time by Special Resolution increase or reduce the number of Directors within the limits fixed by these Articles, and may also determine in what rotation the increased or reduced number is to vacate the office. A person appointed as a Director shall not act as a Director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within thirty days of his appointment in such manner as prescribed in the relevant Rules. The Directors shall appoint one women director as per the requirements of section 149 of the Act.
- 44.** The following shall be the First Directors of the Company.
1. DEEP
  2. BHUPINDER PAL KAUR
- 45.** The Directors may from time to time, appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.
- 46.** The Directors shall have the power, at any time and from time to time, to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles, Any Directors so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.
- 47.** The Managing Director may be paid such remuneration as may, from time to time, be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one way or partly in another and the same has to be ratified by the shareholders in the General Meeting as per the provisions of Section 196 and Schedule V of the Companies Act 2013.
- 48.** The quorum necessary for the transaction, of the business of the Board meeting subject to Section 174 of the Companies Act 2013, shall be one third of the total strength or at least two whichever is higher.
- 49.** The Company shall not, directly or indirectly, advance any loan, or a loan represented as a book debt, to any of its Managing/Whole Time directors or to any person in whom such Managing/Whole Time director is interested or give any guarantee or provide any

security in connection with any loan taken by him or such other person unless the same is approved by the members in general meeting or as a part of conditions of service extended to all of its employees by the Company subject to the provisions of section 185 of the Companies Act, 2013.

50. Subject to section 175 of the Companies Act 2013, a resolution in writing signed by the Director's except a resolution which the Act specifically required it to be passed at a Board meeting shall be effective for all purposes as a resolution passed at a meeting of Directors duly called, held and constituted.
51. Subject to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors may, by passing a resolution in Board Meeting, appoint a person as an alternate director in place of a director who is absent from India for a period not less than 3 (three) months. Such alternate director while so acting shall exercise and discharge all functions and powers and be subject to all the duties and limitations of the Director which he represents and shall be entitled to receive notice to attend and to vote a Director's meeting on behalf of meeting attended by him. Such alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India.
52. The Director shall have power for engagement and dismissal of managers, engineers, assistants, clerks and others and shall have power of general direction, and management and superintendence, of the business of the company with full powers to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business and concern of the Company including the power to make such investment of the Company's fund as they shall think fit, subject to the limit fixed by the Board of Directors under Section 179 of the Companies Act 2013 and sign contracts and to draw, make sign, accept, endorse and negotiate on behalf of the Company all bills of exchange, promissory notes, hundies drafts, Government Promissory Notes and other Government securities and such other instruments.
53. The Director may delegate all or any of their powers to such other Directors, Managers or other persons as they think fit and shall have power to grant to any such person such power of attorney, as they deem expedient and such powers at pleasure to revoke, subject to Section 179 and 166 of the Companies Act, 2013.
54. Subject to Provision under section 197 and Schedule V of the Companies Act, 2013 the director shall receive such remuneration for their services as may, from time to time, be determined by the Company in general meeting or in a Board Meeting or may be contained in an agreement, if any, between the Company and any Director or Directors
55. A Director shall not be required to hold any qualification shares in the Company and also not required to retire by rotation.
56. The Director shall also be paid travelling and other expenses of attending and returning from meeting of the Board (including hotel expenses) and any other expenses incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services rendered by them outside their ordinary duties as Director, subject to the provisions of Section 188 of the Companies Act 2013.
57. Subject to the provisions of the companies Act, 2013 and the Rules framed there under, Board may decide to pay a Director out of the funds of the Company by way of sitting fees a sum to be determined by the board for each meeting attended by him.
58. The Board of Directors may participate in board meeting by telephone or video conferencing or any other means of contemporaneous communication.
59. A Written Resolution circulated to all the Director, whether in India or overseas and signed by majority of them as approved, shall (subject to the provisions of section 175 of the Companies Act 2013.) be as valid and effective as a resolution duly passed at the meeting of the Board.
60. The controlling shareholders shall have the right to appoint managing director of the company. Wherever, the Managing Director has been appointed in a Board Meeting and has not been approved by shareholders in the General Meeting, all the acts done by such person in such duration shall not be invalid.

#### **POWERS AND DUTIES OF DIRECTORS**

61. The following powers shall be exercised by the Board or any Committee of the Board, or otherwise by the Company as may be so required:
  - a) To make calls on shareholders in respect of moneys unpaid on shares held by them.
  - b) To increase or reduce the Company's capital.
  - c) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares.
  - d) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.
  - e) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled
  - f) To issue and allot new shares.
  - g) To make any Rights Issue of shares.
  - h) To adopt any resolution to alter the Memorandum and Articles of Association.
  - i) To invest or to join any company to invest in any other company.
  - j) To Issue Debentures.
  - k) To undertake or permit any merger, consolidation or reorganisation of the Company.
  - l) To decide on the declaration of dividends and appropriation of profits according to provisions of Section 51 of the Companies Act, 2013.
  - m) Subject to the provisions of Section 186 of the Companies Act 2013, to give to make any loan to any person or other body corporate or give guarantee or provide security in connection with a loan made by any other person to or to any other person by anybody corporate.

62. The business of the Company shall be managed by the Board of Directors who may pay all such expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such power of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company in general meeting and are not barred by statute or by these Articles and are required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the statute and to such regulations not being inconsistent with aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.
63. The Board of Directors may from time to time, pay to the members such interim dividends as appear to be justified from the profits of the Company Subject to the provisions of Section 123 of Companies Act, 2013.

#### **BORROWING POWERS**

64. Subject to section 73-76A and 179 of the Companies Act 2013, and Regulations made thereunder and Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member companies or banks or they may themselves advance money to the company on such interest or no interest as may be approved by the Directors, without security or on security.
65. The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.
66. Any debenture, bonds, or other securities may be issued at premium or otherwise and with special privileges as to redemption, surrender, drawing and allotment of shares of the Company and otherwise.

#### **OPERATION OF BANK ACCOUNTS**

67. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies and bills or may authorise any other person or persons to exercise such powers

#### **ACCOUNTS**

68. (a) 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 Director).  
(b) No members (not being Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.
69. The Directors shall in all respect comply with the provisions of Section 128, 129, 133, 134, 137, 207 of the companies Act, 2013, profit and Loss Account, Balance Sheet and Auditors Report and every other document required by law to be annexed or attached as the case may be, to the Balance Sheet, to be sent to every member and debenture holder of the Company and every trustee for the holders of the debentures issued by the Company at least twenty one days before the date of Annual general meeting of the Company at which they are to be laid, subject to the provisions of section 136 of the Act.

#### **AUDIT**

70. (a) The first Auditor of the Company shall be appointed by the Board of Directors within thirty days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.  
(b) Subject to the provisions of Chapter X of the Companies Act, 2013, the Company shall, at first Annual General Meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its Sixth Annual General Meeting and thereafter till the conclusion of every sixth meeting.  
(c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.  
(d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

#### **COMMON SEAL**

71. (a) The Directors may, with a resolution passed in Board meeting, decide to have a Common seal in place, be made of metal.  
(b) The Board shall provide for the safe custody of the Company's Common Seal.  
(c) The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf and except in the presence of at least one director who shall sign every instruments to which the seal of the Company if so affixed.

#### **SECRECY**

72. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not

to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

#### **WINDING UP**

73. Winding up when necessary will be done in accordance with the requirements of the Companies Act, 2013 or statutory modification thereto.

#### **INDEMNITY**

74. Subject to the provisions of Companies Act 2013, every Director, Manager, Auditor, Secretary and other officers or servants of the Company shall be indemnified, out of the assets of the Company against any bona fide liability incurred by him in defending any Bona fide proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 463 of the Companies Act 2013, in which relief is granted to him by the Court.

## SECTION X - OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus to be delivered to the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered office: 84-85 Chakkarpur Gurugram Haryana- 122002.*

*From the date of filing this Draft Red Herring Prospectus with the Stock Exchange to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.*

#### MATERIAL CONTRACTS

1. Issue Agreement dated October 17, 2023 between our company and the Book Running Lead Manager.
2. Agreement dated October 17, 2023 between our company and the Registrar to the Issue.
3. Public Issue Agreement dated [●] among our Company, the Book Running Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated [●] between our company and the Underwriters.
5. Market making Agreement dated [●] between our company, the Book Running Lead Manager and the Market Maker.
6. Tripartite Agreement dated 17 August, 2023 between NSDL, our Company and Registrar to the Issue; and
7. Tripartite Agreement dated 17 August, 2023 between CDSL, our Company and Registrar to the Issue.

#### MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated September 25, 2023 in relation to the Issue and other related matters
3. Shareholders' resolution dated September 30, 2023 in relation to the Issue and other related matters
4. Consents of Promoter, Promoter Group, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor, Legal Advisor and Market Maker to act in their respective capacities.
5. Peer Review Auditors Report dated September 11, 2023 on Restated Financial Statements of our Company for the period ended 30<sup>th</sup> June, 2023, 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022 and 31<sup>st</sup> March 2021.
6. The Report dated September 11, 2023 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Prospectus.
7. The Report dated October 20, 2023 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
8. The ROC Search Report dated October 21, 2023 by Secretarial Advisor to the Company.
9. Due Diligence Certificate from Book Running Lead Manager dated October 21, 2023 addressing NSE
10. Copy of approval from NSE vide letter dated [●] to use the name of NSE EMERGE in this offer document for listing of Equity Shares on SME Platform of NSE.

*Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.*

## SECTION XI – DECLARATION

We, hereby declare that, all the relevant provisions of Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

<b>Signed by the Directors of our Company</b>				
<b>Sr. No.</b>	<b>Name of Director</b>	<b>Category</b>	<b>Designation</b>	<b>Signature</b>
1.	Deep	Executive	Managing Director	Sd/-
2.	Preet Sandhu	Executive	Director	Sd/-
3.	Tarun Panghal	Non-Executive	Director	Sd/-
4.	Sanjay Kakra	Non-Executive	Independent Director	Sd/-
5.	Permender Kumar Malik	Non-Executive	Independent Director	Sd/-
<b>Signed by the Key Managerial Personnel of our Company</b>				
<b>Sr. No.</b>	<b>Name of Director</b>	<b>Category</b>	<b>Designation</b>	<b>Signature</b>
1.	Himanshu Sharma	KMP	Chief Executive Officer	Sd/-
2.	Suresh Gupta	KMP	Chief Financial Officer	Sd/-
3.	Mohammad Bilal	KMP	Company Secretary and Compliance Officer	Sd/-

**Dated: 21-10-2023**

**Place: Gurgaon**