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Draft Red Herring Prospectus

Dated: November 14th, 2024

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

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



HCIN NETWORK LIMITED

(Formerly Known as HCIN Network Private Limited)

Corporate Identification Number: U64200HR2019PLC081805

REGISTERED OFFICE		CORPORATE OFFICE		CONTACT PERSON		EMAIL AND TELEPHONE		WEBSITE	
STS-524, 5 th , Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon, Gurgaon, Sadar Bazar, Haryana, India, 122001		02 nd floor, Parekh Towers, 6 th , 15 th Cross, Outer Ring Rd, 6 th Phase, J. P. Nagar, Bengaluru, Karnataka 560078		Mr. Puneet Vaidya; Company Secretary and Compliance Officer		cs@hicomindia.com; Tel No.: +91-9880577817;		www.hicomindia.in;	
PROMOTER OF THE COMPANY: MR. VIKAS AND MRS. SHALINI									
DETAILS OF THE ISSUE									
Types		Fresh Issue Size (₹ in Lakhs)		OFS Size (by Nos. of Shares or by amount in ₹)		Total Issue Size		Eligibility	
Fresh Issue		Upto 55,00,000 Equity Shares aggregating to ₹ [●] Lakhs		NIL		Upto 55,00,000 Equity Shares aggregating to ₹ [●] Lakhs		This Issue is being made in terms of Chapter IX of The SEBI (ICDR) Regulations, 2018 as amended.	
DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES									
RISK IN RELATION TO THE FIRST ISSUE									
The face value of the Equity Shares is ₹10/- 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 no. 91 or in case where, Price Band is not disclosed otherwise, will be advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily Delhi, regional newspaper with wide circulation 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 this 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 section titled “Risk Factors” appearing on page no. 20 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 Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).									
BOOK RUNNING LEAD MANAGER TO THE ISSUE									
NAME AND LOGO				CONTACT PERSON			EMAIL AND TELEPHONE		
 SWASTIKA INVESTMART LIMITED				Mr. Mohit R. Goyal			Email Id: merchantbanking@swastika.co.in Telephone Number: 0731-6644244		
REGISTRAR TO THE ISSUE									
 MAASHITLA SECURITIES PRIVATE LIMITED				Mr. Mukul Agrawal			Email ID: ipo@maashitla.com Telephone Number: +91-11-45121795		
ISSUE SCHEDULE									
ANCHOR INVESTOR BID/ISSUE PERIOD*: [●]				ISSUE OPENS ON: [●]			ISSUE CLOSES ON: [●]		
*The 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.									



HCIN NETWORK LIMITED

(Formerly Known as HCIN Network Private Limited)

Our Company was originally incorporated as HCIN Network Private Limited, on August 02nd, 2019 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre, Delhi. Subsequently, our Company was converted into a public limited company and the name of our Company was changed from "HCIN Network Private Limited" to "HCIN Network Limited" vide Special Resolution dated June 16th, 2024. The status of the Company was changed to public limited and the fresh certificate of incorporation consequent to conversion was issued on August 22nd, 2024 by the Registrar of Companies, Central Processing Center, Delhi. For details of Conversion of Company, please refer to section titled "History and Certain Corporate Matters" beginning on page no. 128 of this Draft Red Herring Prospectus.

CIN: U64200HR2019PLC081805;

Registered office: STS-524, 5th, Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon, Gurgaon, Sadar Bazar, Haryana, India, 122001;

Website: www.hicmindia.in; E-Mail: cs@hicmindia.com; Telephone No: +91-9880577817;

Company Secretary and Compliance Officer: Mr. Puneet Vaidya.

PROMOTER OF THE COMPANY: MR. VIKAS AND MRS. SHALINI

DETAILS OF THE ISSUE

INITIAL PUBLIC ISSUE OF UPTO 55,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH OF HCIN NETWORK LIMITED ("HCIN" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●]/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹[●] LAKHS (THE "ISSUE"), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹[●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●]/- PER EQUITY SHARE AGGREGATING TO ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹[●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●]/- PER EQUITY SHARE AGGREGATING TO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND IT WILL BE ADVERTISED IN A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER, IN HINDI NATIONAL DAILY NEWSPAPER, REGIONAL NEWSPAPER (DELHI REGIONAL LANGUAGE OF 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 KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 185 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 1 (One) additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 (Ten) Working Days. In cases of force majeure, banking strike, unforeseen or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /Issue Period for a minimum of 1 (One) Working Days, subject to the Bid/Issue Period not exceeding 10 (Ten) 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"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remaining 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 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 no. 196 of this Draft Red Herring Prospectus.

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 no. 196 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus/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 our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹10/- per Equity Shares. The Floor Price, the Cap Price and the Issue Price should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this 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 this 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 neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page no. 20 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

BOOK RUNNING LEAD MANAGER TO THE ISSUE



SWASTIKA INVESTMART LIMITED;

SEBI Registration Number: INM000012102;

Registered Office: Office No. 104, 1st Floor, KESHAVA Commercial Building, Plot No. C-5, "E" Block, Bandra Kurla Complex, Opp. GST Bhavan, Bandra (East), Mumbai – 400051;

Merchant Banking Division Address: 48, Jaora Compound, MYH Road, Indore, Madhya Pradesh – 452001;

Telephone Number: +91 – 731 6644244;

Email Id: merchantbanking@swastika.co.in;

Investors Grievance Id: mb.investorgrievance@swastika.co.in;

Website: www.swastika.co.in;

Contact Person: Mr. Mohit R. Goyal;

CIN: L65910MH1992PLC067052

REGISTRAR TO THE ISSUE



MAASHITLA SECURITIES PRIVATE LIMITED;

Address: 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, New Delhi, 110034, India;

Tel No.: +91 810 811 4949;

Email Id: ipo@maashitla.com;

Contact Person: Mr. Mukul Agrawal

Website: www.maashitla.com;

SEBI Registration No.: INR000004370;

CIN: U67100DL2010PTC208725.

ISSUE SCHEDULE

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

*The 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.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

General Terms

Term	Description
“HCIN Networks Limited”, “Our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	HCIN Networks Limited, a Public limited company, registered under the Companies Act, 2013 and having its Registered Office at No. STS-524, 5 th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon, Sadar Bazar, Haryana, India - 122001.
Our Promoters	Mr. Vikas and Mrs. Shalini.
Promoters’ Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “ <i>Our Promoters and Promoter’s Group</i> ”.

Company Related Terms

Term	Description
Articles / Articles of Association / AOA	Articles of Association of our Company.
Audit Committee	The audit committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page no. 133 of this Draft Red Herring Prospectus.
Auditor of our Company / Statutory Auditor	The Statutory Auditors of our Company, M/s. Sheetal Gattani & Associates and Chartered Accountants as mentioned in the section titled “ <i>General Information</i> ” beginning on page no. 44 of this Draft Red Herring Prospectus.
Peer Review Auditor	The Peer Review Auditor of our Company, being M/s. S. N. Shah & Associates, Chartered Accountant, holding a valid peer review certificate as mentioned in the section titled “ <i>General Information</i> ” beginning on page no.44 of this Draft Red Herring Prospectus.
Bankers to the Company	[●].
Board of Directors / Board / BOD	The Board of Directors of HCIN Networks Limited unless otherwise specified.
Companies Act	The Companies Act, 2013, as amended from time to time.
CIN	Corporate Identification Number of our Company i.e. U64200HR2019PLC081805.
CMD	Chairman and Managing Director.
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Viswanathan.
Company Secretary and Company Officer (CS)	The Company Secretary of our Company, being Mr. Puneet Vaidya.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
ED	Executive Director.
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, “Group companies” shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in “ <i>Information With Respect To Group Companies/Entities</i> ” on page no. 172 of this Draft Red Herring Prospectus.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	INE0U7Y01019.
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled “ <i>Our Management</i> ” on page no. 133 of this Draft Red Herring Prospectus.

Term	Description
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on 23 rd September, 2024 in accordance with the requirements of the SEBI ICDR Regulations.
MD	Managing Director.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time.
Non Residents	A person resident outside India, as defined under FEMA.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “Our Management” on page no. 133 of this Draft Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRIs / Non Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulation, 2000.
Registered Office	The Registered office of our Company located at STS-524, 5 th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon, Sadar Bazar, Haryana, India - 122001.
Restated Financial Statements	The restated financial information of our Company, which comprises the restated statement of assets and liabilities, the restated statement of profit and loss, the restated statement of cash flows for the period ended June 30 th , 2024 and financial year ended on March 31 st , 2024, 2023 and 2022 the summary statement of significant accounting policies read together with the annexures and notes thereto and other restated financial information, prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Delhi.
Stakeholders’ Relationship Committee	The Stakeholders’ Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “Our Management” on page no. 133 of this Draft Red Herring Prospectus.
WTD	Whole-Time Director.

Issue Related Terms

Term	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Red Herring Prospectus.
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus and who had Bid for an amount of at least Rs. 200 Lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead

Term	Description
	Manager during the Anchor Investor Bid/Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section “Issue Procedure - Basis of allotment” on page no. 196 of this Draft Red Herring Prospectus.
Bankers to the Issue, Sponsor and Refund Banker	[●].
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Issue.
Bid	An indication to make an Issue during the Bid/ Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Draft 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 a widely circulated English national daily newspaper, a widely circulated Hindi national daily newspaper and a widely circulated in the regional language, where our Registered Office is located.
Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in a widely circulated English national daily newspaper, a widely circulated Hindi national daily newspaper and a widely circulated in the regional language of Bangalore, 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 Draft Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company, in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same

Term	Description
	<p>newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of 1 (One) Working Days, subject to the Bid/ Issue Period not exceeding 10 (Ten) Working Days.</p>
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Swastika Investmart Limited, SEBI Registered Category - I Merchant Banker.
Business Day	Monday to Friday (except public holidays).
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father / husband, investor status, occupation and Bank Account details.
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated Intermediaries	The members of the Syndicate, sub-syndicate / agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Stock Exchange	SME Platform of the National Stock Exchange of India Limited (NSE)-NSE EMERGE.
DP ID	Depository Participant's Identity Number.
Draft Red Herring Prospectus	The Draft Red Herring Prospectus dated November 14 th , 2024 issued in accordance with Section 26 and 32 of the Companies Act filed with the Emerge Platform of NSE under SEBI (ICDR) Regulations.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Emerge Platform of NSE	The Emerge Platform of NSE for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations, 2018 which was approved by SEBI as an SME Exchange on [●].
Engagement Letter	The engagement letter dated February 09 th , 2024 between our Company and the BRLM.
Escrow Account	Accounts opened with the Banker to the Issue.

Term	Description
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●].
Electronic Transfer of Fund	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
First/Sole Bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
IPO	Initial Public Offering.
Issue / Issue Size / Public Issue	The Public Issue upto 55,00,000 Equity Shares of ₹10/- each at ₹[●]/- per Equity Share including share premium of ₹[●]/- per Equity Share aggregating to ₹ [●] Lakhs by HCIN Network Limited.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Red Herring Prospectus, being ₹[●]/- (including share premium of ₹[●]/- per Equity Share).
Issue Proceeds	The proceeds of the Issue which shall be available to our Company. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” on page no. 79 of this Draft Red Herring Prospectus.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Regulation to be signed between our company and the EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”) Limited (“NSE”).
Market Maker	The Market Maker to the Issue, in this case being [●].
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹10/- each at ₹[●]/- per Equity Share including share premium of ₹[●]/- per Equity Share aggregating to ₹ [●] Lakhs by HCIN Network Limited.
Net Proceeds	The proceeds from the Issue less the Issue related expenses applicable to the Fresh Issue.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Investors / bidder	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than ₹ 2,00,000/-.
Non-Resident	A person resident outside India, as defined under FEMA Act, 1999 and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI.
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Price Band	Price Band of a minimum price (Floor Price) of ₹[●]/- and the maximum price (Cap Price) of ₹[●]/- and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date.
Qualified Institutional Buyers / QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with the SEBI; a public financial institution as defined in Section 2(72) of the

Term	Description
	Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of Rs 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registrar / Registrar to the Issue	Registrar to the Issue being Maashitla Securities Private Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.
Retail Individual Investors / (RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹ 2,00,000/-.
Retail Portion	The portion of the Issue reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 .
Sponsor Bank	The Banker to the Offer registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Syndicate member	Syndicate member to the issue is [●].
Underwriter	Underwriter to the issue is Swastika Investmart Limited.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated September 23 rd , 2024.
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Willful Defaulter	Willful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.

Term	Description
Working Days	<p>i. Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday;</p> <p>i. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.</p>

Technical and Industry Related Terms

Term	Description
BWA	Broadband wireless access.
CMTS	Cellular Mobile Telephone Service.
DoT	Department of Telecommunications.
DSL	Digital Subscriber Line.
EIR	Equipment Identity Register.
ESN	Electronic Serial Number.
GSM Association	Group Special Mobile Association.
GSM	Global System for Mobile Communication.
IOT	Inter Operator traffic.
IMEI	International Mobile Equipment Identity.
ISP	Internet Service Provider.
IP	Infrastructure Provider.
LTE	Long Term Evolution.
MPLS	Multiprotocol Label Switching.
MSP	Managed Service Provider.
NOC	Network Operations Center.
OFC	Optical Fiber Cable.
O&M	Operations and Maintenance.
RF	Radio Frequency.
SCM	Supply Chain Management.
TRAI	Telecom Regulatory Authority of India.

Conventional and General Terms/ Abbreviations

Term	Description
A/c	Account.
Act or Companies Act	Companies Act, 2013, as amended from time to time.
AGM	Annual General Meeting.
AO	Assessing Officer.
ASBA	Application Supported by Blocked Amount.
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
AY	Assessment Year.
BG	Bank Guarantee.
CAGR	Compounded Annual Growth Rate.
CAN	Confirmation Allocation Note.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
CIT	Commissioner of Income Tax.
CRR	Cash Reserve Ratio.
Depositories	NSDL and CDSL.
Depositories Act	The Depositories Act, 1996 as amended from time to time.
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
DIN	Director's identification number.
DP/ Depository Participant	A Depository Participant as defined under the Depository Participant Act, 1996.

Term	Description
DP ID	Depository Participant's Identification.
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization.
ECS	Electronic Clearing System.
EGM	Extra-ordinary General Meeting.
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year.
Financial Year / Fiscal Year / FY	The period of twelve months ended March 31 of that particular year.
FDI	Foreign Direct Investment.
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder and as amended from time to time.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended.
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India.
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
FIs	Financial Institutions.
FIPB	Foreign Investment Promotion Board.
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
GDP	Gross Domestic Product.
GIR Number	General Index Registry Number.
Gov/ Government/GoI	Government of India.
HUF	Hindu Undivided Family.
IFRS	International Financial Reporting Standard.
ICSI	Institute of Company Secretaries of India.
ICAI	Institute of Chartered Accountants of India.
Indian GAAP	Generally Accepted Accounting Principles in India.
I.T. Act	Income Tax Act, 1961, as amended from time to time.
ITAT	Income Tax Appellate Tribunal.
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India.
Ltd.	Limited.
Pvt. Ltd.	Private Limited.
MCA	Ministry of Corporate Affairs.
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended.
MOF	Ministry of Finance, Government of India.
MOU	Memorandum of Understanding.
NA	Not Applicable.
NAV	Net Asset Value.
NEFT	National Electronic Fund Transfer.
NOC	No Objection Certificate.
NR/ Non Residents	Non Resident.
NRE Account	Non Resident External Account.
NRI	Non Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations.
NRO Account	Non Resident Ordinary Account.
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets.
p.a.	Per annum.
P/E Ratio	Price/ Earnings Ratio.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time.

Term	Description
PAT	Profit After Tax.
PBT	Profit Before Tax.
PIO	Person of Indian Origin.
PLR	Prime Lending Rate.
R & D	Research and Development.
RBI	Reserve Bank of India.
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time.
RoNW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SAT	Security appellate Tribunal.
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time.
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SCSBs	Self-Certified Syndicate Banks.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time.
Sec.	Section.
Securities Act	The U.S. Securities Act of 1933, as amended.
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SME	Small and Medium Enterprises.
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time.
State Government	The Government of a State of India.
Stock Exchanges	Unless the context requires otherwise, refers to, the NSE Emerge.
STT	Securities Transaction Tax.
TDS	Tax Deducted at Source.
TIN	Tax payer Identification Number.
TRS	Transaction Registration Slip.
UIN	Unique Identification Number.
U.S. GAAP	Generally accepted accounting principles in the United States of America.
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.

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, 2013, the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

All references to India contained in this Draft Red Herring Prospectus are to the Republic of India. In this Draft Red Herring Prospectus, our Company has presented numerical information in lakhs units. One represents 1,00,000.

FINANCIAL DATA

Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our restated audited financial statements for the period ended June 30th, 2024 and for the financial year ended on March 31st, 2024, 2023 and 2022 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in the Draft Red Herring Prospectus, and set out in the section titled “*Restated Financial Statements*” beginning on page no. 151 of the Draft Red Herring Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In the Draft Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled “*Risk Factors*”, “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on page nos. 20, 106 and 155 respectively of this Draft Red Herring Prospectus and elsewhere in the Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

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 those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified.

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

CURRENCY AND UNITS OF PRESENTATION

In the Draft Red Herring Prospectus, unless the context otherwise requires, all references to:

- ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India.
- ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America, EURO or “€” are Euro currency.
- All references to the word ‘Lakh’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten Lakh’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’.

FORWARD LOOKING STATEMENTS

All statements contained in the 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, planned projects and other matters discussed in the Draft Red Herring Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in the 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.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent;
- Our business and financial performance is particularly based on market demand and supply of our products/services;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections/chapters “*Risk Factors*”, “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Position and Results of operations*” on page nos. 20, 106 and 155 respectively of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward looking statements reflect the current views as of the date of this Draft Red Herring Prospectus and are not a guarantee for future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the BRLM, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

SECTION II- SUMMARY OF DRAFT RED HERRING PROSPECTUS

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections entitled “*Risk Factors*”, “*Industry Overview*”, “*Outstanding Litigation and Material Developments*”, “*Our Promoter and Promoter Group*”, “*Restated Financial Statements*”, “*Objects of the Issue*”, “*Business Overview*”, “*Issue Procedure*” and “*Description of equity shares and terms of the Articles of Association*” on page nos. 20, 100, 164, 146, 151, 79, 106, 196 and 225 respectively.

SUMMARY OF BUSINESS

Our company specializes in B2B services, offering a comprehensive range of solutions across Internet Services, Managed IT Services and Telecom Infra Services. Our core offerings include Internet Leased Lines, Business Broadband, Software Defined WAN (SD-WAN), Managed IT Infrastructure, Remote IT Support, Data Center Management, Ground Tower Construction, Solar Upgrades, Overhead Fiber Networks, and FTTH (Fiber to the Home) Networks.

We are working with the providers of hardware, software, storage, networking, security, voice solutions, and consulting services to ensure we deliver the high quality services to our clients. In addition, our dedicated 24/7 post-sale support team ensures that our clients receive maximum value from their investments.

As a Category-A Internet Service Provider (ISP) licensed by the Department of Telecommunications, we are authorized to provide nationwide internet services. HCIN Networks Limited is engaged with various telecom operators, with expertise in deploying FTTH networks, tower construction, and supporting next-generation 5G infrastructure.

For further details, please refer to the chapter titled “*Business Overview*” on page no. 106.

SUMMARY OF INDUSTRY

Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion).

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD) narrowed to 1.2 per cent of GDP in the October-December quarter of FY24.

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

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

For more details, please refer chapter titled “*Industry Overview*” on page no. 100 of this Draft Red Herring Prospectus.

OUR PROMOTERS

The promoters of our Company are Mr. Vikas and Mrs. Shalini. For detailed information on our promoters and promoters' group, see “*Our Promoters and Promoters' Group*” on page no. 146 on of this Draft Red Herring Prospectus.

ISSUE OF THE SIZE

This is an Initial Public Issue of upto 55,00,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹[●]/- per Equity Share (including a share premium of ₹[●]/- per Equity Share) aggregating to ₹ [●] lakhs (“Issue”), out of which [●] Equity Shares of face value of ₹10/- each for cash at a price of ₹[●]/- per Equity Share aggregating up to ₹[●]/- Lakhs will be reserved for subscription by the market maker to the Issue (the “Market Maker Reservation Portion”). The Issue less Market Maker Reservation Portion i.e. Issue of [●] Equity Shares of face value of ₹10/- each, at an issue price of ₹[●]/- per Equity Share for cash, aggregating to ₹ [●] Lakhs is hereinafter referred to as the “Net Issue”. The Issue and Net Issue will constitute [●]% and [●]% respectively of the post- issue paid-up Equity Share capital of our Company.

Public Issue of Equity Shares by our Company*	Upto 55,00,000 Equity Shares aggregating to ₹ [●] Lakhs (“The Issue”).
The Issue consists of:	
Fresh Issue	Upto 55,00,000 Equity Shares aggregating to ₹ [●] Lakhs.
Of Which:	
Reserved for the Market Makers	Upto [●] Equity Shares aggregating to ₹ [●] Lakhs.
Net Issue to the Public	Upto [●] Equity Shares aggregating to ₹ [●] Lakhs.

*The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 23rd, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on September 16th, 2024.

OBJECTS OF THE ISSUE

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

S. No.	Particulars	Amount (₹ in Lakhs)
1.	Setting Up of New Units, Data Centers and Points of Presence (PoPs)	3,289.40
2.	To Meet Working Capital requirements	2,160.00
3.	Full or part repayment and /or prepayment of Loan	902.13
4.	General Corporate Purpose*	[●]
5.	Public Issue Related Expenses	[●]
	Total	[●]

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

UTILIZATION OF NET PROCEEDS

We intend to finance our objects of the Issue through Issue Proceeds which are as follows:

S. No.	Particulars	Amount (₹ in Lakhs)	% of Gross Issue Proceeds ⁽¹⁾	% of Net Issue Proceeds ⁽¹⁾
1.	Setting Up of New Units, Data Centers and Points of Presence (PoPs)	3,289.40	[●]	[●]
2.	To Meet Working Capital requirements	2,160.00	[●]	[●]
3.	Full or part repayment and /or prepayment of Loan	902.13	[●]	[●]
4.	General Corporate Purpose	[●]	[●]	[●]
5.	Public Issue Related Expenses ⁽²⁾	[●]	[●]	[●]
	Total	[●]	[●]	[●]

⁽¹⁾Rounded off;

⁽²⁾The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

PRE-ISSUE SHAREHOLDING OF PROMOTER AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 98,69,200 Equity shares of our Company aggregating to 76.64% of the pre-issue paid-up Share Capital of our Company.

Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Draft Red Herring Prospectus:

S. No.	Names of Shareholders	Pre IPO		Post IPO	
		No. of equity Shares	As a % of Issued Capital*	No. of equity Shares	As a % of Issued Capital*
Promoters					
1.	Mr. Vikas	87,35,000	67.83	[●]	[●]
2.	Mrs. Shalini	11,34,200	8.80	[●]	[●]
	Total – A	98,69,200	76.64	[●]	[●]
Promoters Group					
1.	Nil	-	-	[●]	[●]
	Total - B	-	-	[●]	[●]

Total Promoters and Promoters' Group (A+B)	98,69,200	76.64	•	•
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*Rounded Off.

SUMMARY OF RESTATED FINANCIAL INFORMATION

(Rs. in Lakhs)

Particulars	For the Financial Year ended			
	June 30 th 2024	March 31, 2024	March 31, 2023	March 31, 2022
Share Capital (₹ in Lakhs)	128.77	122.25	105.00	5.00
Networth (₹ in Lakhs)	2425.59	1766.51	113.69	13.45
Revenue from operations (₹ in Lakhs)	862.55	2,539.22	1,597.49	686.11
Profit after Tax (₹ in Lakhs)	198.51	707.78	0.24	10.12
Earnings per share - after bonus (Basic & Diluted) (₹)	1.54	5.52	-	0.09
Net Asset Value per Equity Share - after bonus (Basic & diluted) (₹)	18.84	13.79	0.90	0.12
Total Borrowings (₹ in Lakhs)	1,593.89	1,396.34	382.48	120.65

QUALIFICATIONS OF AUDITORS

The Restated Financial Information do not contain any qualification requiring adjustments by the Statutory Auditors.

SUMMARY OF OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company are provided below:

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by Other regulatory authorities	Amount Involved (₹ in Lakhs)
Company	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Nil	Nil	Nil
Promoter	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Nil	Nil	Nil
Group Companies / Entities	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Yes	Nil	22.51
Directors other than promoters	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Nil	Nil	Nil
Total		-	-	-	-	22.51

For further details, see “*Outstanding Litigations & Material Developments*” beginning on page no. 164 of this Draft Red Herring Prospectus.

RISK FACTORS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this 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 this offering. 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 offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled “*Risk Factors*” beginning on page no. 20 of this Draft Red Herring Prospectus.

SUMMARY OF CONTINGENT LIABILITIES

As on the date of Draft Red Herring Prospectus, our Company has no contingent liabilities for the period ended June 30th, 2024 and for the financial years ended March 31, 2024, 2023 and 2022.

SUMMARY OF RELATED PARTY TRANSACTIONS

The details of related party transactions entered into by our Company for the period ended 30th, June, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 and derived from the Restated Financial Statements are as set out in the table below:

List of Related Parties as per AS – 18:

Particulars	Relation
Anil Kumar	Director upto FY 2023-24
Arjun D	Director upto FY 2023-24
Ishaan Infotech Solutions	Interest of Vikas
IVSS Education OPC Pvt Ltd	Interest of Shalini
Jyoti Gaur	Director upto FY 2023-24
Kalpaa World Education Pvt Ltd	Interest of Shalini
Kalpaa World Education Pvt Ltd.	Interest of Shalini
La pointe Telecom Solutions Pvt ltd. Delhi	Interest of Director upto FY 2023-24
La pointe Telecom Solutions Pvt ltd. Karnataka	Interest of Director upto FY 2023-24
La pointe Telecom Solutions Pvt ltd. Maharastra	Interest of Director upto FY 2023-24
Shalini	Key Managerial Personal
Sukhbir Bhatia	Key Managerial Personal
Vikas	Key Managerial Personal
Young Brain India - Shalini	Interest of Shalini

Related Party Transactions:

(₹ in Lakhs)

Nature of Transaction	Related Parties	Relation	30-06-2024	31-03-2024	31-03-2023	31-03-2022
Purchase Of Goods(Net of GST)	La pointe Telecom Solutions Pvt ltd. Karnataka	Interest of Director upto FY 2023-24	-	5.56	-	-
	Kalpaa World Education Pvt Ltd.	Interest of Shalini	-	24.38	-	-
	Young Brain India - Shalini	Interest of Shalini	-	107.92	-	-
	Ishaan Infotech Solutions	Interest of Vikas	-	431.87	-	-
Salary/ Remuneration Expense	Vikas	Key Managerial Personal	100.07	16.32	-	36.00
	Shalini	Key Managerial Personal	15.00	-	-	-
Contract Expense	Vikas	Key Managerial Personal	-	-	-	9.00
Receipts	La pointe Telecom Solutions Pvt ltd. Karnataka	Interest of Director upto FY 2023-24	-	49.14	-	-
	La pointe Telecom Solutions Pvt ltd. Maharastra	Interest of Director upto FY 2023-24	-	8.00	-	-
	Kalpaa World Education Pvt Ltd.	Interest of Shalini	-	31.19	-	-
	Shalini	Key Managerial Personal	-	53.16	-	39.00
	Young Brain India - Shalini	Interest of Shalini	-	176.79	-	-
	Ishaan Infotech Solutions	Interest of Vikas	-	491.19	-	-
	IVSS Education OPC Pvt Ltd	Interest of Shalini	6.16	111.13	-	41.76

Nature of Transaction	Related Parties	Relation	30-06-2024	31-03-2024	31-03-2023	31-03-2022
	Vikas	Key Managerial Personal	49.60	518.05	-	102.49
	Sukhbir Bhatia	Key Managerial Personal	20.00	-	-	-
	Jyoti Gaur	Director upto FY 2023-24	-	-	-	3.80
Payments	La pointe Telecom Solutions Pvt ltd. Karnataka	Interest of Director upto FY 2023-24	-	88.12	-	-
	La pointe Telecom Solutions Pvt ltd. Maharastra	Interest of Director upto FY 2023-24	-	21.48	-	-
	La pointe Telecom Solutions Pvt ltd. Delhi	Interest of Director upto FY 2023-24	-	30.49	-	-
	Kalpa World Education Pvt Ltd	Interest of Shalini	9.34	29.04	5.03	-
	Shalini	Key Managerial Personal	10.00	26.99	-	83.32
	Young Brain India - Shalini	Interest of Shalini	12.48	204.90	-	-
	Ishaan Infotech Solutions	Interest of Vikas	28.90	1,021.42	-	-
	IVSS Education OPC Pvt Ltd	Interest of Shalini	10.03	177.77	-	110.50
	Vikas	Key Managerial Personal	213.03	549.01	-	214.70
	Sukhbir Bhatia	Key Managerial Personal	20.00	-	-	-
	Arjun D	Director upto FY 2023-24	-	131.83	-	-
	Jyoti Gaur	Director upto FY 2023-24	-	4.65	-	3.80
	Anil Kumar	Director upto FY 2023-24	-	4.65	-	-
Managed Services	IVSS Education OPC Pvt Ltd	Interest of Shalini	-	-	-	105.96
Managed Services	Young Brain India - Shalini	Interest of Shalini	-	-	-	-
Consulting Charges	Arjun D	Director upto FY 2023-24	-	121.35	-	-
	Jyoti Gaur	Director upto FY 2023-24	-	4.00	-	-
	Anil Kumar	Director upto FY 2023-24	-	4.00	-	-
Sales	Ishaan Infotech Solutions	Interest of Vikas	27.00	20.00	-	-
Closing Balance Dr./ (Cr.)	Vikas	Key Managerial Personal	48.04	-13.32	-	-
	Shalini	Key Managerial Personal	-1.64	-	-	-
	La pointe Telecom Solutions Pvt ltd. Karnataka	Interest of Director upto FY 2023-24	-	-63.83	-	-
	La pointe Telecom Solutions Pvt ltd. Maharastra	Interest of Director upto FY 2023-24	-	26.10	-	-
	La pointe Telecom	Interest of	-	40.37	-	-

Nature of Transaction	Related Parties	Relation	30-06-2024	31-03-2024	31-03-2023	31-03-2022
	Solutions Pvt ltd. Delhi	Director upto FY 2023-24				
	Kalpaa World Education Pvt Ltd	Interest of Shalini	13.10	3.76	5.03	-
	Ishaan Infotech Solutions	Interest of Vikas	23.60	21.70	-	-
	Young Brain India - Shalini	Interest of Shalini	12.48	-	-	-
	IVSS Education OPC Pvt Ltd	Interest of Shalini	3.87	-	-	-73.24

Note:

- List of Related parties has been identified by the management and relied upon by the Statutory Auditor.
- In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.

For further details, please refer to the “**Related Party Transactions**” of chapter titled “**Restated Financial Statement**” on page no. 151 of this Draft Red Herring Prospectus.

DETAILS OF FINANCING ARRANGEMENTS

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

WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY OUR PROMOTER IN THE ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

The weighted average price at which the equity shares were acquired by our Promoters in the one year preceding the date of this Draft Red Herring Prospectus is set out below:

Name	Number of Equity Shares as on date	Weighted Average Cost of Acquisition per Equity Share (in ₹)*
Mr. Vikas	86,93,000	0.52
Mrs. Shalini	10,71,200	(4.82)**

*Source: Based on Certificate issued by our Peer Review Auditors M/s. S. N. Shah & Associates, Chartered Accountants vide their certificate dated November 11th, 2024 having UDIN: 24144892BKAVVI7037.

**Mrs. Shalini receivable is more than payable.

WEIGHTED 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:

Name	Number of Equity Shares	Average Cost of Acquisition per Equity Share (in ₹)*
Mr. Vikas	87,35,000	1.00
Mrs. Shalini	11,34,200	1.00

*Source: Based on Certificate issued by our Peer Review Auditors M/s. S. N. Shah & Associates, Chartered Accountants vide their certificate dated November 11th, 2024 having UDIN: 24144892BKAVVI7037.

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 till the listing of the Equity Shares.

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

Our Company has not issued shares for consideration other than cash except Bonus Issue on 05th August, 2024, during last one year for more details on the same please refer to the section titled “**Capital Structure**” beginning on page no. 54 of this Draft Red Herring Prospectus.

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has undertaken a split, pursuant to a resolution passed by our Board dated June 22nd, 2024, and a resolution passed by our Shareholders at an EGM on July 18th, 2024, the existing equity shares of face value of ₹100/- each were sub-divided into equity shares of face value of ₹10/- each ("Equity Shares"). Accordingly, the issued, subscribed and paid-up equity share capital of our Company, comprising of 1,28,768 equity shares of face value of ₹100/- each was sub-divided into 12,87,680 issued, subscribed and paid-up Equity Shares face value ₹10/- each, but there is no consolidation of the Equity Shares in the 1 (One) year preceding the date of this Draft Red Herring Prospectus.

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

Our Company has not applied or received any exemption from complying with any provisions of Securities Law by SEBI.

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SECTION III- RISK FACTORS

An investment in equity involves a high degree of risk. 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 our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Draft Red Herring Prospectus could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Draft Red Herring Prospectus may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.

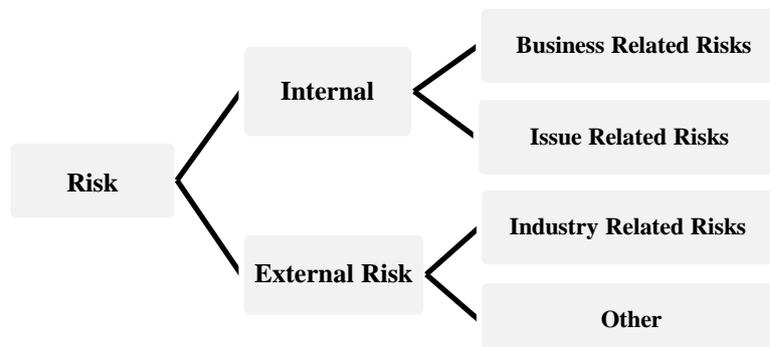
If any one or more of the following risks as well as other risks and uncertainties discuss in the Draft Red Hearing Prospectus were to occur, our financial condition and results of our operation could suffer material adverse effects and could cause the trading price of our equity shares and the value of investment in the equity share and the value of equity shares to materially decline which could result in the loss of all or part of the investment. Prospective Investors should pay particular attention to the fact that our Company is incorporate under the laws of India and is therefore subject to a legal and regulatory environment that may differ in certain respect from that of other countries.

The Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Red Herring Prospectus.

MATERIALITY

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

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



NOTE:

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

In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “*Risk Factors*” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in our restated financial statements prepared in accordance with Indian GAAP.

Unless otherwise specifically provided in the respective Risk Factors given below, the amounts of impact of risks specified hereunder, on our financial conditions, are not quantifiable.

INTERNAL RISK FACTORS

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

For the fiscal year that concluded on March 31, 2024, 69.26% of our revenue came from our top 10 customers. The majority of our clients and other terms pertaining to our services and solutions are not covered by supply agreements that we have in writing. Although till date, our company has not faced any conflict of interest with any of the customers and company is enjoying good relation with all the customers, we cannot assure you that existing customers will provide the new project, which would require us to search for the new customers, which will adversely affecting our business operations. Any sizable client loss would materially impact our financial performance. We cannot guarantee that we will continue to receive the same volume of business from these clients as we have in the past or that we will be able to find new ones in the event that we lose any of them. We always strive to expand our customer base and reduce our dependence on any one customer, but we cannot guarantee that we will be able to do so in the future or that a decline in demand or the dissolution of a major customer relationship won't have a negative impact on our business or operational outcomes.

- 2. We do not own the premises in which our registered office and corporate offices are located and the same are on lease/rent arrangement. Any termination of such lease/license and/or non-renewal thereof and attachment by Property Owner could adversely affect our operations.***

Our registered office premises is situated at STS-524, 5th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon, Haryana, India - 122001 is a leased premise and our Company has entered into an agreement with Lessor for leasing the same premises for a period of 5 Years w.e.f. September 12th, 2024. For details, please refer to “***Business Overview***” page no. 106 of this Draft Red Herring Prospectus. Our business operations are also conducted from the said premises. As per the lease agreement, if there are any non-compliance by us in relation to any term of lease, lease fee and any other terms and conditions, the lease may result in the termination of the lease agreement and consequently we have to vacate the said premises. Although, since till date, our company has not faced any conflict of interest with the lessors, we cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations.

Further, our corporate offices situated in Karnataka, Noida, Telangana are also leased premises. For details, please refer to “***Business Overview***” page no. 106 of this Draft Red Herring Prospectus. Our business operations are also conducted from the said premises. As per the lease agreements, if there are any non-compliance by us in relation to any term of lease, lease fee and any other terms and conditions; it may result in the termination of the lease agreement and consequently we may have to vacate the said premises. Although till date, our company has not faced any conflict of interest with the lessors, we cannot assure you that lessor will not terminate the lease agreement, which would require us to re-locate to another premise; adversely affecting our business operations. In case, we may have to re-locate to another premise and/or agree to pay the extra amount for using the same premises. Increase in lease structure will lead to increase of our expenditure which in turn may affect our revenue and increase of operational cost. Also, searching for the suitable location, setting the branch from the scratch and relocating the inventory from location to another, may lead to loss of clients, reduction in sales thereby affecting our profitability.

- 3. Our business and our financial condition would be materially and adversely affected if we fail to obtain new vendor projects or identify new routes to develop.***

We are a telecom infrastructure business that specializes in cable operation and maintenance as well as the installation of duct and optical fiber and internet lease line for telecom operators and B2B clients. As part of our business plan, we work on vendor projects for telecom providers, installing cables and ducts. Projects are normally granted according to the standard of work produced, timeliness of completion, and affordability. Although till date, our company has not faced any conflict of interest with any of the vendor and company is enjoying good relation with all the vendors, we cannot assure you that existing vendors will not provide the new work, which would require us to obtain new vendors projects, which will adversely affecting our business operations. Further, we cannot guarantee that our price quote will be accepted or that we will provide the most competitive price. In addition, we carry out the task of duct and cable laying on our own dime in accordance with the IP-1 license, which entails route identification, obtaining authorization, and network development. There is no guarantee that we will be able to determine the most feasible route for the network, nor that our business and operational outcomes will be materially and negatively impacted if, after we have identified and developed the route, we are unable to secure new projects or are unable to determine the best route for the development of the fiber network or vendor.

- 4. We are dependent upon few suppliers for the material requirements of our business. Further, we do not have definitive agreements or fixed terms of trade with most of our suppliers. Failure to successfully leverage our relationships with existing suppliers or to identify new suppliers could adversely affect our business operations.***

Our top ten suppliers contribute 18.01%, 25.80% and 31.00% of our total purchases, for the year ended on March 31, 2024, 2023 and 2022 respectively. We cannot assure that we will be able to get the same quantum and quality of supplies, or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases

of stock and ultimately our revenue and results of operations. In order to react quickly to changing requirements, we need to have a sufficient quantity of this kind of equipment on hand. We have no long-term contracts with any of our suppliers; instead, we buy all the necessary OFC network infrastructure components and other equipment from them on a purchase order basis. The inability of our suppliers to deliver these products on time or the escalation of their costs as a result of unanticipated events may have a detrimental effect on our operational outcomes, especially if it prevents us from gaining new clients or from passing on these costs to our current clientele. Although till date, our company has not faced any conflict of interest with any of the suppliers and company is enjoying good relation with all the suppliers, we cannot assure you that existing suppliers will provide the timely supplier of our raw material, which would require us to obtain new suppliers for the procurement of the raw material. The implementation of our business strategies and operational outcomes could be negatively impacted by a delayed or impeded rollout or obtain new suppliers of our OFC network infrastructure, if we are unable to obtain the necessary hardware, cables, and other essential components.

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

Our clients are based out of limited region like Karnataka, Tamilnadu, Delhi, Haryana, and Punjab. Exposure to projects in new geographies which may not be as profitable as our current contracts. This may have a have a material adverse effect on our business, results of operations and financial condition. The geographical wise our revenue from operation breakup for the period ended June 30, 2024 and for the year ended March 31, 2024, 2023, 2022 as per the Restated Financial Information as under:

(Rs. in Lakhs)

S No.	State	For the period ended 30 th June, 2024*		For the period ended 31 st March, 2024*		For the period ended 31 st March, 2023*		For the period ended 31 st March, 2022*	
		%	Amount	%	Amount	%	Amount	%	Amount
1	Karnataka	95.39	773.28	89.39	2,182.41	86.53	1,382.20	87.25	598.65
2	Tamilnadu	2.11	17.13	3.02	73.71	3.95	63.18	7.71	52.89
3	Delhi	1.49	12.04	5.02	122.57	4.82	77.03	4.80	32.95
4	Haryana	0.96	7.80	1.71	41.86	4.26	68.08	0.24	1.63
5	Punjab	0.05	0.37	0.86	21.06	0.44	7.00	-	-
Total		100.00	810.64	100.00	2,441.61	100.00	1,597.49	100.00	686.11

6. ***Our Company is depend on some of services which contributes more than 75% of the total revenue of the company. The loss of any of this major services due to any adverse development or significant reduction in business from our major customer may adversely affect our business, financial condition, results of operations and future prospects.***

For the fiscal year that concluded on March 31, 2024, more than 75.00% of our revenue came from our top 5 Services. Any sizable client loss would materially impact our financial performance. We cannot guarantee that we will continue to receive the same volume of business from the clients as we have in the past or that we will be able to find new ones in the event that we lose any of them. We always strive to expand our customer base and reduce our dependence on any one customer, but we cannot guarantee that we will be able to do so in the future or that a decline in demand or the dissolution of a major customer relationship won't have a negative impact on our business or operational outcomes.

7. ***We have a limited operating history and may be subject to risks inherent in early stage companies, which may make it difficult to evaluate our business and prospects.***

Although we were incorporated in 2019, we have a limited operating history upon which you can evaluate our business and prospects. You must consider our business and prospects in light of the risks and difficulties we face as an early stage company with a limited operating history and should not rely on our past results as an indication of our future performance. In particular, although our Promoters and Management is having good experience of Industry and in implementing our business plan and strategy compared to our more well-established competitors, including our strategy to increase our market share and build our brand name. In addition, we may face challenges in planning and forecasting accurately as a result of our limited historical data and inexperience in implementing and evaluating our business strategies. Our inability to successfully address these risks, difficulties and challenges as a result of our inexperience and limited operating history may have a negative impact on our ability to implement our strategic initiatives, which may have an adverse effect on our business, prospects, financial condition and results of operations.

8. ***Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.***

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

(Rs. in Lakhs)

Particulars	30 th June, 2024	31 st March, 2024	31 st March, 2023	31 st March, 2022
Net cash from operating activities	(449.99)	(134.71)	(153.28)	(99.27)

We had net cash outflow from operating activities of ₹ (449.99) Lakhs ₹ (134.71) Lakhs, ₹ (153.28) Lakhs, ₹ (99.27) Lakhs respectively for the period ended June 30, 2024, and for the financials year ended March 31, 2024, 2023 and 2022 primarily due to increases in working capital requirement as a result of an increase in the scale of our business. Any negative cash outflows from operating activities over extended periods, 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 no. 155 of this Draft Red Herring Prospectus.

9. ***The Statutory Auditor and the Peer Review Auditor of the company are not same.***

Since M/s Sheetal Gattani and Associates, the statutory auditor not hold the valid certificate of the Peer Review, due to which our company has appointed the M/s S. N. Shah and Associates, Chartered Accountants as our Peer Review Auditor. Our Statutory Auditor has not applied for Peer Review Certificate to The Institute of Chartered Accountants of India, if our Statutory Auditor will not apply for the Peer Review Certificate, we have to appoint the other firm or individual as a Statutory Auditor who holds the valid Peer Review Certificate.

10. ***Our business is dependent on the availability and supply and cost of equipment's. Any significant increase in the prices including the taxes and levies or decrease in the availability of any of the equipment's may adversely affect our results of operations.***

A solid foundation, sustainable markets, and a loyal client base are largely dependent on the promptness, affordability, and caliber of the equipment that is delivered to customers. Our ability to maintain inventory levels and meet customer requirements may temporarily come to an end if any of the above-mentioned, external factors “such as general economic conditions, competition, production levels, transportation costs, government taxes and levies” are disrupted. Additionally, if our regular/primary suppliers refuse, delay, or cease delivering all or part of the equipment to us in the quantities we require and at prices that are competitive, our ability to meet delivery schedules may also be affected. Further, we may also not be able to pass on any discounts and/ or increase in the prices of the products to our customers which could affect our results of operations and impact our financial condition. As we also not having long-term contracts or alliances with vendors and we work on the Purchase Order. The rising cost of equipment will result in higher expenses for us and a decrease in profitability to the point where we are unable to pass along the costs to our clients. Any reduction in the availability of any devices, for any reason, could have a negative impact on our profitability and ability to execute.

11. ***Our results of operations are subject to adverse weather conditions. Any adverse condition may affect our ability to achieve or sustain profitability in the future, which adversely affect our business.***

Our business operations may be affected by Weather Conditions which may restrict our ability to carry on activities related to our construction projects such as digging and laying of ducts and cable. Heavy rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. In particular, the monsoon season may restrict our ability to carry on activities related to our projects which shifts our revenue and accordingly profit recognition to subsequent quarters. Such fluctuations may adversely affect our revenues, cash flows, results of operations and financial conditions.

12. ***Our failure to accurately forecast and manage inventory could result in an unexpected shortfall and/or surplus of products, which could harm our business.***

We monitor our inventory levels based on our own projections of future demand. Because of the length of time necessary to produce commercial quantities of our products, we must make production decisions well in advance of sales. An inaccurate forecast of demand for any product can result in the unavailability/surplus of products. This unavailability of products in high demand may depress sales volumes and adversely affect customer relationships. Conversely, an inaccurate forecast can also result in an over-supply of products, which may increase costs, negatively

impact cash flow, reduce the quality of inventory, erode margins substantially and ultimately create write-offs of inventory. There may be more than one such inaccurate forecasts in one season. Any of the aforesaid circumstances could have a material adverse effect on our business, results of operations and financial condition.

13. We could be adversely affected if we fail to keep pace with technical and technological developments in the industry.

Based on our previous experience, the telecom infrastructure sector is facing growing customer demands for larger, more technically complex projects. We must constantly upgrade current technology and purchase or create new technology for our services in order to satisfy the expectations of our clientele. Furthermore, it is common for market demands and technology to change quickly, making it necessary to write down assets or incur significant new capital expenditures to keep up with the latest advancements in technology and equipment. Our business, financial situation, and operational outcomes may suffer if we are unable to predict or appropriately adapt to evolving technological, market, and/or customer requirements.

Although till date, our company is always keen to use the upgraded technology in the company, but we cannot assure you that existing technology will upgrade in same pace in which currently company is upgrading, due to which it impact or delay in supply of services to the customer and which will lead to loss of customer.

14. Our Company has allotted Equity Shares during the preceding one year from the date of the Draft Red Herring Prospectus which are lower than the Issue Price.

Our Company has allotted the following Equity Shares during the preceding one year from the date of the Draft Red Herring Prospectus which are lower than the Issue Price:

Date of Allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment
August 05 th , 2024	1,15,89,120	10.00	Nil	Bonus Issue

For Further details of equity shares issued, please refer to the section titled “*Capital Structure*” beginning on page no. 54 of this Draft Red Herring Prospectus.

15. Our operations are subject to physical hazards and similar risks that could expose us to material liabilities, loss in revenues and increased expenses.

There are risks associated with our business activities, such as deadly accidents and mishaps or other uncontrollable force majeure events. Prior to starting any project, however, we conduct a feasibility study of the location, provide proper safety equipment’s to employee working in the site. This entails examining and identifying the route’s strata, soil type, local obstacles, the suitability of the road for carrying out the route, and any other utilities that may have been installed. Even when the analysis is completed, there are still potential hazards that could arise for a variety of reasons, including unfavorable weather, shifting specifications, and geological issues.

Although till date, our company has not faced physical hazards or any miss happening of any our employees. But we cannot guarantee that such incidents won't happen in future, since in such a case we would be obliged to pay compensation and other relevant expenses in connection with tragic accidents that have happened at our project locations. We might be exposed to a variety of dangers throughout the building and maintenance phase that we weren't able to anticipate or for which we didn't have sufficient insurance coverage.

In addition, there are risks associated with our operations that come with providing engineering services, like the possibility of equipment failure, work-related accidents, fire, or explosion. These risks can result in serious harm to individuals or death, severe damage to or destruction of property and equipment, and environmental harm. If such an incident occurs, we could have to reimburse the losses incurred, which could seriously harm our brand, operations, finances, and financial health.

16. We have working capital requirements. If we experience insufficient cash flows to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our results of operations.

The business of our Company is working capital intensive. The successful operation of our business heavily relies on significant working capital, which is essential for various aspects, including financing project operations, inventory management, and the purchase of raw materials and may continue to so in future also. However, changes in credit terms and payment delays can adversely impact our working capital, resulting in lower cash flows and increased funding requirements. Inadequate financing of our working capital needs may arise due to several factors,

such as delays in disbursements under financing arrangements, higher interest rates, increased insurance costs, or borrowing and lending restrictions. Such circumstances could have a material adverse effect on our overall business, financial condition, and prospects.

As such, we continually strive to enhance our financial management practices to effectively address working capital challenges. By closely monitoring credit terms, payment schedules, and contract agreements, we aim to mitigate risks associated with fluctuations in working capital requirements. Additionally, prudent financial planning, exploring diverse financing options, and maintaining strong relationships with financial institutions are key factors in managing our working capital efficiently. Despite our proactive measures, there can be no assurance that working capital fluctuations will not impact our business operations or financial performance.

For further details of working capital requirements, please refer to the chapter titled *“Objects of the Issue”* on page 79 of the Draft Red Herring Prospectus.

17. *Our company is dependent on factors affecting the wireless telecommunications industry in India, in particular the growth of their key customers.*

Our business operations and performances are directly related to the performance of the Indian wireless telecommunications industry, and are therefore affected by factors that generally affect that industry. The wireless telecommunications industry is sensitive to factors such as consumer demand and wireless telecommunications service providers' debt levels, their ability to service their debt and other obligations and general economic conditions. In addition, the Indian telecommunications industry may face policy changes in response to recent industry developments, including the cancellation of 2G & 3G Licences issued to certain wireless telecommunications service providers, and the highly leveraged financial condition of certain operators coupled with increasing competition and declining Average Rate per user (ARPU).

Such adverse industry conditions and increased cost pressure, which may result in our company having to reduce rents, and any deterioration in the creditworthiness of our client could adversely affect their financial condition and growth prospects, which in turn could adversely affect our revenues and financial condition. In the event of a decrease or stagnation in demand for wireless telecommunications services in India, any developments that make the provision of tower infrastructure less economically beneficial, or our inability to collect payments due to from client, we may experience a material adverse effect on our business, prospects, results of operations, cash flows and financial condition.

18. *We will face intense competition, some of our future competitors will have superior resources, which may place us at a cost and price disadvantage, which could adversely affect us and our financials and operations of the company.*

Our industry is highly competitive, changing quickly, and marked by a constant stream of new and better products being introduced. While some of our competitors are tiny businesses that provide duct and fiber laying services in the unorganized sector, others will have a much larger market presence, as well as engineering, technical, and marketing capabilities, as well as financial, human, and other resources than we do. Because of this, some of these rivals could be able to adapt to shifting client needs, build and grow their network and communications infrastructures more swiftly than we can, and profit from acquisitions and other services. Additionally, we could need to cut our prices for our services in order to retain or obtain customers due to some future competitors' stronger brand awareness.

Finally, the cost advantages of some of these competitors may give them the ability to reduce their prices for an extended period of time if they so choose. As a result, we may experience price reductions for our services, order cancellations and increased expenses. Accordingly, business, prospects and results of operations may be materially and adversely affected.

19. *We derive a significant portion of our revenue from our Internet Leased Lines and Ground Tower Construction business. Therefore, factors that adversely affect the demand for such operation or our position and reputation as a provider of such telecom operation services may adversely affect our business and results of operations.*

Our Internet Leased Lines and Ground Tower Construction businesses account for a sizable amount of our income, and our expansion depends on the cash flow provided by these businesses. Consequently, elements that negatively impact our company's revenue and sales as well as our standing or reputation as a supplier of passive communication infrastructure may negatively impact our operations and financial success. In India, the telecom infrastructure market is one of the most competitive in the country, which raises the possibility of suffering such a loss. Our company's operations, finances, and overall state could all be negatively impacted by these circumstances.

20. *We will continue to be controlled by our Promoters after the completion of the Issue.*

As of the date of this Draft Red Herring Prospectus, our Promoters hold almost 76.64% of the issued, subscribed and paid-up equity share capital of our Company. Upon completion of the issue, our Promoters will own [●]% of our equity share capital, which will allow them to continue to control the outcome of matters submitted to our Board or shareholders for approval. After this Issue, our Promoters will continue to exercise significant control or exert significant influence over our business and major policy decisions, including but not limited to the following:

- Controlling the election of directors;
- Controlling the selection of senior management;
- Approving significant corporate transactions, including acquisitions and disposals of our assets or business, or change of control transactions;
- Making overall strategic and investment decisions;
- Approving our annual budgets; and
- Amending our Memorandum and Articles of Association.

The interests of our Promoters may conflict with your interests and the Interests of our other shareholders, and our Promoters could make decisions that may adversely affect our business operations and hence the value of your investment in the Equity Shares.

21. *There are certain discrepancies/errors which have occurred in some of our corporate secretarial records relating to forms filed with the RoC and other provisions of Companies Act, 2013. Any penalty or action taken by any regulatory authorities in future.*

In the past, there have been certain instances of discrepancies in relation to statutory filings. For instance, the Company has appointed M/s. Sheetal Gattani & Associates, Chartered Accountants vide Shareholder Resolution dated 30th December, 2020, but in ADT-1 company inadvertently mentioned the name of Partner in place of name of the firm. Subsequently Company has mentioned wrong date in form ADT-1 i.e. “Period of account for which appointed” 02nd August, 2019 to 31st March, 2024. Instead of 01st April, 2020 to 31st March, 2025. Further in PAS-3 filed by our company for the allotment dated April 25th, 2022 in which number of shares of Mrs. Shalini and IVSS Education (OPC) Private Limited was mentioned as 35,000 and 5,000 equity shares in the List of Allottees. However, actual shares was allotted under the said allotment to Mrs. Shalini and IVSS Education (OPC) Private Limited was 5,000 and 35,000 equity shares also in the said form company has mentioned allotted number of shares as 95,000 equity shares. However, the actual allotment of equity shares in the said allotment was 1,00,000 equity shares.

While there no legal proceedings or regulatory action has been initiated against our Company in relation to such discrepancies in filing statutory forms with the RoC as of the date of this Draft Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.

Further, to ensure that the above discrepancies/errors will not occur in future, we have taken the following steps i.e. appointed a whole-time Company Secretary to oversee and ensure accurate filings and compliance and implementing a Maker-Checker policy to ensure the accuracy and correctness of all submissions.

22. *Our insurance coverage may not adequately protect us against certain operating risks and this may have an adverse effect on the results of our business.*

Our Company has obtained 2 General insurance coverage for employees in respect of risks. At present, our insurance policies include, in patient treatment, pre and post hospitalisation treatment, day care, emergency ambulance and Accidental death, permanent total disablement, permanent partial disablement. There are various other types of risks and losses for which we are not insured, such as loss of business, environmental liabilities and natural disasters, because they are either uninsurable or not insurable on commercially acceptable terms. We could incur liabilities, lose capital invested in that property or lose the anticipated future income derived from that business or property, while remaining obligated for any operational or financial obligation. Any such loss could result in a material adverse effect on our financial condition and results of operations. However, the Company has not obtained insurance coverage for all its premises. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed.

If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business,

financial condition and results of operations may be materially and adversely affected. Although our company has not faced any instances where loss/damages are exceeds to our insurance coverage. Further, there is no assurance that the insurance premium payable by us will be commercially viable or justifiable. For details on insurance policies taken by our Company please page no. 106 in chapter titled “**Business Overview**”.

23. We could be exposed to risks arising from misconduct, fraud and trading errors by our employees and Business Associates.

Frauds or other delinquencies by employees could include indulging in transactions that exceed authorized limits or present unacceptable risks to us, hiding unauthorized or unsuccessful activities from us or the improper use of confidential information. Such misconduct could result in unexpected business risks, losses, invite regulatory sanctions and seriously harm our reputation and could even lead to litigation. The precautions we take to prevent and detect these activities may not be effective. Any delinquencies or trading errors on the part of our employees could materially affect our business operations, financial position and/or reputation. Although our company has not face such type of misconduct in past, but the same may be arise in the future on the part of our employees which could materially affect our business operations, financial position and/or reputation.

24. We are dependent on third party transportation providers for procuring raw material from our suppliers. Any failure on the part of such service providers to meet their obligations could have a material adverse effect on our business, financial condition and results of operation.

Our Company are dependent on third party transportation for procuring raw material for the services company is providing. As services provider and the services which we are into is very important that we receive the raw material on time, as our success depends on the smooth supply and transportation of the Raw Material materials from our suppliers and further transporting in to clients, both of which are subject to various uncertainties and risks.

In addition, materials may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of materials which may also affect our business and our results of operation negatively. A failure to maintain a continuous supply of materials to us as well as to our clients in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations. Although we have not faced such delay from our suppliers in past.

25. There are certain discrepancies and non-compliances noticed in some of our corporate records relating to forms filed with taxation authorities and other public authorities.

In the past, there have been some instances of delays in filing statutory forms with government authorities such as GST return and PF returns. Accordingly, we have been subjected to penalty and charged with interest for delayed deposit of tax on those instances as well. Such delay were mainly on account technical glitches in the regulatory website, delays on account of covid and small 1 or 2 delay on company part in preparation of information required for filing such return. While our Company have already regularized the aforesaid delays, however, there can be no assurance that the regulator may not initiate proceedings against us or that we will be able to sufficiently defend against any action initiated by regulators in relation to regulatory compliances for all instances and periods. Any adverse order passed, or penalty imposed by regulators on us may adversely affect our business and results of operations.

Instances of Delay in Filing GST Returns:

Financial Year	Return Type	Actual Date of Filing	No. of Premises	Instances of delay
2024-25	GSTR-1	11 th of the Subsequent Month	6	2
2023-2024	GSTR3B	20 th of the Next Month	4	5
	GSTR-1	11 th of the Subsequent Month		5
2022-2023	GSTR3B	20 th of the Next Month	4	17
	GSTR-1	11 th of the Subsequent Month		31
2021-2022	GSTR3B	20 th of the Next Month	3	9
2020-2021	GSTR3B	20 th of the Next Month	3	13
	GSTR-1	11 th of the Subsequent Month		8
2019-2020	GSTR3B	20 th of the Next Month	3	2

Financial Year	Return Type	Actual Date of Filing	No. of Premises	Instances of delay
	GSTR-1	11 th of the Subsequent Month		6

Further, to ensure that the above discrepancies/errors will not occur in future, we have taken the following steps i.e. appointed a dedicated team member who will ensure accurate filings and compliance and implementing a Maker-Checker policy to ensure the accuracy and correctness of all submissions.

26. We intend to use a portion of the Net Proceeds to prepay / repay certain loan facilities.

One of the objects of the Issue is the pre-payment / repayment of certain loan facilities, in full or in part, availed by our Company. Our Company intends to utilise an amount of up to ₹ 902.13 Lakhs from the Net Proceeds, constituting [●]% of the total Fresh Issue Size, towards the prepayment / repayment of these loan facilities. For details of the outstanding loans proposed for repayment or prepayment, in full or in part from the Net Proceeds, without any obligation to any particular bank or financial institution, see “*Objects of the Issue*” beginning on page no. 79 of this Draft Red Herring Prospectus. The amount utilized to prepay / repay these loans will, therefore, not be available for investment in our business and will not result in any immediate increase in the value of your investment in our Equity Shares.

27. Our Installation activities are dependent upon availability of skilled and unskilled labour.

We have made arrangement of labour requirements at our installation facility through our on-roll employees, wherever required by our Company by arranging contract labour based on requirement. Our installation activities are dependent on availability of skilled and unskilled labour. Though our business has not experienced any disruptions due to non-availability of labour or any disputes with them in past, we cannot assure you the same in future which may affect our production schedule and timely delivery of our services to customers which may adversely affect our business and result of operations. Our success is substantially dependent on our ability to recruit, train and retain skilled manpower. Any high attrition or competition for manpower may limit our ability to attract and retain the skilled manpower necessary for our future growth requirements. We cannot assure you that skilled manpower will continue to be available in sufficient numbers suitable to our requirements or that we will be able to grow our workforce in a manner consistent with our growth objectives, which may affect our business, financial condition, results of operations and prospects. For further details about business of our Company, please refer chapter titled “*Business Overview*” beginning on page no. 106 of this Draft Red Herring Prospectus.

28. Our success depends on our ability to attract and retain our key management personnel. If we are unable to do so, it would adversely affect our business and results of operations.

Our future success substantially depends on the continued service and performance of the members of our senior management team and other key personnel in our business for management, running of our daily operations, and the planning and execution of our business strategy. There is intense competition for experienced senior management and other key personnel with technical and industry expertise in our business and if we lose the services of any of these or other key individuals and are unable to find suitable replacements in a timely manner, our ability to realize our strategic objectives could be impaired. We face specific disadvantages in our efforts to attract and retain our management.

Additionally, we may not have in place the necessary systems and processes to develop key personnel internally. The loss of key members of our senior management or other key team members, particularly to competitors, could have an adverse effect on our business and results of operations. Our performance also depends on our ability to attract and train highly skilled personnel. If we are unable to do so, it would materially and adversely affect our business, prospects and results of operations.

The employee attrition rate for the last years is as per below table:

S. No.	Particulars	2024	2023	2022
1.	Opening Balance	51	17	18
2.	Addition	30	48	0
3.	Attrition	14	14	1
4.	Closing Balance	67	51	17
	% Attrition*	20.89%	27.45%	5.88%

*Attrition rate has been calculated basis the closing no of employees.

29. Our company is having Weakness and Threats, if occur in future it will impact our business operation and financial condition.

Currently our company is facing Threats and Weakness, if our company will not able to mitigate the weakness which company is facing in current time and if company is not able to overcome the threats arises in future, the same will be impact our business operation and financial condition of our company. For more details about our Weakness and Threats please refer Section **“Business Overview”** on page no. 106 of the Draft Red Herring Prospectus.

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

Our Company has entered into related party transactions with our Promoters, Directors, Promoter Group members in the past. Further, our RPT transactions, i.e., the Directors and KMP remuneration (Mr. Vikas) is 5.65% of total employee benefit expense as on March 31st, 2024; none of the other RPT transactions are exceeding 20% of the corresponding amounts as at March 31, 2024. For details of these transactions, please refer **“Related Party Transaction”** on page no. 130, under the section titled **“Restated Financial Statement”** beginning on page of 151 this Draft Red Herring Prospectus. While our Company confirms that all such transactions have been conducted on an arm’s length basis and are accounted as per AS 18 and are in compliance with the provisions of the Companies Act, 2013 and other applicable laws, however there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.

We cannot assure you that we will be able to maintain the terms of such transactions or in the event that we enter future transactions with related parties, that the terms of the transactions will be favourable to us. Additionally, while it is our belief that all our related party transactions have been conducted on an arm’s-length basis, we cannot provide assurance that we could have achieved more favourable terms had such transactions been entered with third parties. We may also enter related party transactions in the future, which could involve conflicts of interest, although going forward, all related party transactions that we may enter will be subject to audit committee or board or shareholder approval, as applicable, as under the Companies Act, 2013 and the SEBI (LODR) Regulations. As such, we can provide no assurance that these transactions will not adversely affect our business, results of operation, cash flows and financial condition.

31. Unsecured loans taken by our Company can be recalled by the lenders at any time.

Our Company has currently availed unsecured Long and Short Term loans of ₹ 218.12 Lakhs from certain lenders which includes corporates. These loans may be recalled by the lenders at any time. In the event that, any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and this may affect our Company’s liquidity. If we are unable to procure such financing, we may not have adequate working capital to maintain the desired inventory level. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements entered into by our Company, see **“Financial Indebtedness”** on page no. 153 of this Draft Red Herring Prospectus.

32. There are certain outstanding legal proceeding involving our Subsidiary Entity which may adversely affect our business, financial condition and results of operations.

There are no proceedings pending at different levels of adjudication before various authorities, enquiry officers and appellate forums. Such proceedings could divert management time, attention and consume financial resources in their defence. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. A summary of the outstanding proceedings against our Company, Subsidiary Entity and Group Companies as disclosed in this Draft Red Herring Prospectus, to the extent quantifiable, have been set out below:

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by Other regulatory authorities	Amount Involved (₹ in Lakhs)
Company	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Nil	Nil	Nil
Promoters	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Nil	Nil	Nil
Group Companies / Entities / Subsidiary	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Yes	Nil	22.51

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by Other regulatory authorities	Amount Involved (₹ in Lakhs)
Entity						
Directors other than promoters	By	Nil	Nil	Nil	Nil	Nil
	Against	Nil	Nil	Nil	Nil	Nil
Total		-	-	-	-	22.51

For further details, please refer to section titled **“Outstanding Litigation and Material Developments”** beginning on page no. 168 of this Draft Red Herring Prospectus.

33. None of our Directors possess experience of being on the board of any listed company.

None of our Directors possess experience of being on the board of any listed company and accordingly, may not be adequately well-versed with the activities or industry practices undertaken by the listed company. We cannot assure you that this lack of adequate experience will not have any adverse impact on the management and operations of our Company. Further, our Company will also be subject to compliance requirements under the SEBI Listing Regulations and other applicable law post listing of the Equity Share on the Stock Exchanges. Our Board is capable of efficiently managing such compliance requirements including by engaging professionals having expertise in managing such compliances.

34. In addition to regular remuneration, other benefits and expense reimbursement our Promoters, Directors, KMPs and SMPs hold a vested interest in our Company; to the extent of their shareholding and associated dividend entitlements. They also have a stake in transactions involving our Company, whether with themselves individually or with our group companies/entities. Our Company in future may enter in related party transactions subject to necessary compliances.

Our Promoters, Directors, KMPs and SMPs are interested in our Company to the extent of their shareholding and associated dividend entitlements thereon in our Company, in addition to regular remuneration or benefits and expenses reimbursement. Our Promoters, Directors, KMPs and SMPs are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Company/Entity. All transactions with related parties entered into by the Company in past were at arm’s length basis and in compliance with applicable provisions of Companies Act, 2013 and other applicable provisions. Our Company, promoters and group companies may enter into such related party transaction in future as well which may be or may not be at Arms’ Length Price and in Ordinary Course of Business. If such future transactions are not on Arms’ Length Price and in Ordinary Course of Business, our financial position may get affected to that extent.

Additionally, our Company may enter in related party transactions in future subject to necessary compliances in accordance with relevant acts, rules and regulations not restricted to Companies Act, 2013. For details of transactions already executed by our Company with our Promoters, Directors and Group Companies/Entities during last three years and stub period, please refer to the **“Related Party Transactions”** on page no. 151 under the Chapter titled **“Restated Financial Statements”** beginning on page no. 151. Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

35. Strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees/workmen in future could adversely affect our business and results of operations.

Our Company has total 123 employees on pay roll and 8 on off roll as at June 30th, 2024, with an increase in our operation capacities or execution of any expansion projects in future, we expect increase in such number of employees and labours. Historically, we have enjoyed a good relationship with our employees, labours and have not experienced any lockouts, strikes, or any disruptions of any sort due to labour unrest. However, there can be no assurance that we may not experience any disruptions in our operations in future as well. In case of disputes or other problems with our work force such as strikes, work stoppages or increased wage demands, our business, financial conditions and results of operations may be materially and adversely affected.

36. Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.

Our business operations require us to obtain and renew, from time to time, certain approvals, licenses, registrations and permits under central, state, and local government rules in India, generally for carrying out our business. Most of these approvals are granted for a limited duration. While we are required to obtain several approvals for legally conducting our business operations and we submit the applications for renewal of such approvals, as and when required, during the course of our business operations, we cannot assure you that we will be able to obtain approvals in respect of such applications, or any application made by us in the future. There are few government approvals which we have filed to the appropriate government authorities, for the change of name of the company, due to conversion of our company from private limited to limited, however we are yet to receive approvals from them. For details related to Government Approval applied but approval pending, please refer to chapter titled as “**Government and Other Approvals**” on page no.169. If we fail to obtain such registrations and licenses or renewals, in a timely manner, we may not then be able to carry on certain operations of our business, which may have an adverse effect on our business, financial condition and results of operations. The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged noncompliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure by us to comply with the applicable regulations in the future, or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

In case we fail to comply with these requirements, or a regulator alleges non-compliance with these requirements, we may be subject to penalties and proceedings may be initiated against us. The introduction of additional government control or newly implemented laws and regulations, depending on the nature and extent thereof and our ability to make corresponding adjustments may adversely affect our business, results of operations and financial conditions. These laws and regulations and the way in which they are implemented and enforced may change from time to time and there can be no assurance that future legislative or regulatory changes will not have an adverse effect on our business, financial condition, cash flows and results of operations.

Failure on our part to renew or maintain such permits, licences or approvals may result in the interruption of our operations and may have a material impact on our business. In the future, we may also be required to obtain new permits and approvals for our proposed operations. While we believe that we will be able to obtain such permits and approvals as and when required, there can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Failure by us to maintain or obtain the required permits or approvals, may result in the interruption of our operations or delay or prevent our expansion plans and may have a material and adverse effect on our business, financial condition and results of operations.”

37. *Compliance with and changes in safety, health and various labour, workplace and related laws and regulations impose additional costs and may increase our compliance costs and a such adversely affect our results of operations and our financial condition.*

We are subject to a broad range of safety, health and various labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions, handling, employee exposure to hazardous substances and other aspects of our operations. Compliance with, and changes in these laws may increase our compliance costs and as such adversely affect our results of operations and financial condition.

38. *Changes in technology may render our current technologies obsolete or require us to make substantial investments.*

To remain competitive and efficient, modernization and technology upgradation are crucial for reducing costs and increasing output. Our business heavily relies on technology and machinery to deliver quality products. However, there is a risk of our technology and machinery becoming obsolete over time or not being upgraded timely, which can adversely impact our operations and financial condition. While we believe that we have implemented updated technology, we understand the importance of continuous improvement. We are committed to staying abreast of the latest technological standards and trends to enhance our capabilities. In the event of a new technology emerging in our industry, we may be required to invest in adopting that technology or upgrading our existing machinery and equipment to remain competitive.

The costs associated with upgrading technology and modernizing machinery are significant, and they can have a substantial impact on our finances and operations. These investments may lead to higher capital expenditures and can temporarily affect our profitability and cash flow. We must carefully assess the potential benefits and returns on such investments to ensure they align with our long-term growth objectives.

Our ability to successfully implement technology upgrades and modernization efforts depends on various factors, including availability of skilled technicians, compatibility of new technology with existing systems, and adequate financial resources. Delays or challenges in adopting new technology can hinder our operational efficiency and

competitiveness in the market.

39. The average cost of acquisition of Equity shares by our Promoters is lower than the Issue price

Our Promoter's average cost of acquisition of Equity shares in our Company is lower than the Issue Price of Equity shares as given below:

S. No.	Name of Promoters	No. of Equity Shares Held	Average Cost of Acquisition per equity share (in ₹)
1.	Mr. Vikas	87,35,000	1.00
2.	Mrs. Shalini	11,34,200	1.00

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

Our Company faces potential risks related to incidents of theft or damage to inventory. While we have not encountered such situations in the past, we acknowledge that there is a possibility of experiencing inventory losses due to various factors such as employee theft, vendor fraud, and general administrative errors. These incidents could have a negative impact on the results of operations and financial condition. Despite implementing security measures and internal controls, there is no guarantee that we will completely avoid instances of fraud, theft, employee negligence, or security lapses in the future. Any such occurrence could lead to significant financial losses and affect our overall business performance. Although we have not encountered any such incidence in past, we cannot assure you that there would not be such instances in future.

41. Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

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. As such our Company has not paid any dividend in past. 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. 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.

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

As per SEBI ICDR Regulations, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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.

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

We propose to utilize the Net Proceeds towards utilization for the Setting Up of New Units, Data Centers and Points of Presence (PoPs), To Meet Incremental Working Capital Requirement, Full or part repayment and /or prepayment of Loans and General Corporate Purposes. For further details of the proposed objects of the Issue, see Chapter titled as "*Objects of the Issue*" beginning on page no. 79 of this Draft Red Herring Prospectus. However, these objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

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

Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

44. *Any future issuance of our Equity Shares may dilute prospective investors' shareholding, and sales of our Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.*

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

We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy. Any issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

45. *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 the equity shares have been based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled "**Basis for Issue Price**" beginning on page no. 91 of the Draft Red Herring Prospectus. 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.

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

The fund requirement and deployment, as mentioned in the chapter titled as "**Objects of the Issue**" on page no. 79 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 titled "**Objects of the Issue**" on page no. 79 of this Draft Red Herring Prospectus 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 under chapter titled "**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 and will be subject applicable rules and regulations. The occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

47. *In the event there is any delay in the completion of the Issue, or delay in schedule of implementation, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations.*

The funds that we receive would be utilized for the objects of the Issue as has been stated in the chapter titled “*Objects of The Issue*” on page no. 79 of this Draft Red Herring Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, it may adversely affect our revenues and results of operations.

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

Our Company has not identified any alternate source of funding for our object of the Issue and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds or may result in borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the Company. Further the deployment of the funds raised in the issue will be entirely at the discretion of the management and any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings. For further details of Please refer chapter titled “*Object for the Issue*” beginning on page no. 79 of this Draft Red Herring Prospectus.

49. *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 did not 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 and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. 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. The failure of our Company to meet the listing requirements of stock exchange could lead to imposition of huge penalties, if any including suspension of trading, imposed by Stock Exchange.

50. *Certain data mentioned in this Draft Red Herring Prospectus has not been independently verified.*

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable. For more details and sources please refer Section title “*Industry Overview*” beginning from page no. 100 of this Draft Red Herring Prospectus.

EXTERNAL RISK FACTORS

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.

The price of the Equity Shares on the stock exchange may fluctuate as a result of the factors, including:

- Volatility in the India and global capital market;
- Company’s results of operations and financial performance;
- Performance of Company’s competitors;
- Adverse media reports on Company;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India’s economic and fiscal policies; and
- Significant developments in India’s environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

1. An outbreak of other infectious or virulent diseases, if uncontrolled, may have an adverse effect on our business, results of operations and financial condition.

An outbreak of other infectious or virulent diseases, such as severe acute respiratory syndrome, the COVID-19 virus, the H1N1 virus, avian influenza (bird flu), the Zika virus or the Ebola virus, if uncontrolled, may have a material adverse effect on the economies of certain countries and our operations. If any of our employees or the employees of our suppliers and/or customers are infected with such diseases or if a significant portion of our workforce refuses to work for fear of contracting an infectious disease, our Company, our suppliers and/or our customers may be required to shut down operations for a period of time, and this could adversely affect our business, results of operations and financial condition. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general.

2. 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, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

3. Any changes in the regulatory framework could adversely affect our operations and growth prospects.

Our Company is subject to various regulations and policies. For details see section titled “**Key Industry Regulations**” beginning on page no. 117 of this Draft Red Herring Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

4. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance.

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

5. Entire Revenue of our Company is derived from business in India and a decrease in economic growth in India could cause our business to suffer.

At present, we derive entire revenue in India, consequently, our performance and the quality and growth of our business are dependent on the health of the economy of India. However, the Indian economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the microfinance industry. Any such factor may contribute to a decrease in economic growth in India which could adversely impact our business and financial performance.

6. We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition and operating results.

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for our existing or future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

7. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.

Prior to this Issue, there has been no public market for our Equity Shares. Our Company has appointed Swastika Investmart Limited as Book Running Lead Manager for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

8. *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.*

Once listed, we would be subject to circuit breakers imposed by stock exchanges in India, 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 circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may 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.

9. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse impact on our business, financial condition and results of operations.*

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include various taxes introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates / slab will continue in the future. Any changes in these tax rates / slabs could adversely affect our financial condition and results of operations.

10. *NSE may not grant Approval for listing of equity shares of our Company.*

Our company will apply for In-principle approval to NSE for its proposed public issue. There is a risk that the National Stock Exchange of India Limited (NSE) may not grant approval for our proposed public issue. The approval process involves rigorous scrutiny of our company's financials, compliance with regulatory requirements, and overall suitability for listing. Despite our best efforts to meet all regulatory standards and provide comprehensive disclosures, there is no guarantee that the NSE will find our application satisfactory. Non-approval by the NSE would significantly impact our ability to access the capital markets and raise the necessary funds for our planned expansions and operations. This could adversely affect our financial condition and future growth prospects. Investors should consider this risk before making any investment decisions. Company had in November, 2018 filed DRHP with NSE in past.

11. *You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.*

The Equity Shares will be listed on the Emerge Platform of NSE. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this Draft Red Herring Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

12. *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.

13. *The Equity Shares have never been publicly traded, and the Issue may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the*

Equity Shares at or above the Issue Price.

Prior to the issue, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, there will be liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian and global machine tools industry, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares. General or industry-specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of the Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

14. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in effect in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the rupees proceeds from the sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the Income Tax authorities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained.

15. Natural calamities could have a negative impact on the Indian economy and cause Our Company's business to suffer.

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

16. Terrorist attacks or war or conflicts involving India or other countries could adversely affect consumer and business sentiment and the financial markets and adversely affect our business.

Terrorist attacks and other acts of violence or war may adversely affect global equity markets and economic growth as well as the Indian economy and stock markets. Such acts negatively impact business and economic sentiment, which could adversely affect our business and profitability. Also, India has from time to time experienced, and continues to experience, social and civil unrest and hostilities with neighboring countries. Armed conflicts could disrupt communications and adversely affect the Indian economy. Such events could also create a perception that investments in Indian companies involve a high degree of risk. This, in turn, could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares. The consequences of any armed conflicts are unpredictable and we therefore may not be able to foresee events that could have an adverse effect on our business.

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

Our financial statements for period ended Jun 30th, 2024 and Fiscals 2024, 2023 and 2022 included in this Draft Red Herring Prospectus are prepared and presented in conformity with Indian GAAP and restated in accordance with the requirements the SEBI (ICDR) Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2016)" issued by the ICAI. Ind AS differs from Indian GAAP and other accounting principles with which prospective investors may be familiar in other countries, such as IFRS and U.S. GAAP. Accordingly, the degree to which 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. Persons not familiar with Indian accounting practices should limit their reliance on the financial disclosures presented in this Draft Red Herring Prospectus.

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

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

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SECTION IV – INTRODUCTION

THE ISSUE

Present Issue in terms of this Draft Red Herring Prospectus:

Particulars	Details
Equity Shares Offered*	Upto 55,00,000 Equity Shares aggregating to ₹ [●] Lakhs.
Of which	
Reserved for Market Makers	Upto [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹[●] Lakhs.
Net Issue to the Public	Upto [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹[●] Lakhs.
Of which	
Allocation to Qualified Institutional Buyers.	Not more than [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹[●] Lakhs.
Of Which	
Anchor Investor Portion	Upto [●] Equity Shares of ₹10/- each for cash at a price of ₹[●]/- (including a Share premium of ₹[●]/- per Equity Share) per share aggregating to ₹[●] Lakhs.
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares of ₹10/- each for cash at a price of ₹[●]/- (including a Share premium of ₹[●]/- per Equity Share) per share aggregating to ₹[●] Lakhs
Of which	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares of ₹10/- each for cash at a price of ₹[●]/- (including a Share premium of ₹[●]/- per Equity Share) per share aggregating to ₹[●] Lakhs.
Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares of ₹10/- each for cash at a price of ₹[●]/- (including a Share premium of ₹[●]/- per Equity Share) per share aggregating to ₹[●] Lakhs.
Allocation to Non-Institutional Investors.	Not Less than [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹[●] Lakhs.
Allocation to Retail Individual Investors	Not Less than [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹[●] Lakhs.
Pre and Post–Issue Equity Shares	
Equity Shares outstanding prior to the Issue	1,28,76,800 Equity Shares of ₹10/- each.
Equity Shares outstanding after the Issue	[●] Equity Shares of ₹10/- each.
Use of Proceeds	For details please refer chapter titled “ <i>Objects Of The Issue</i> ” beginning on page no. 79 of this Draft Red Herring Prospectus for information on use of Issue Proceeds.

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

Note:

- 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) and Regulation 253 (1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post - issue paid up equity share capital of our company are being issued to the public for subscription.
- The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 23rd, 2024 and by the shareholders of our Company, pursuant to section 62(1)(c) of the Companies Act, 2013, vide a special resolution passed at the EGM held on 16th September, 2024.
- This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please see the section titled “*Issue Related Information*” beginning on page no. 185 of this Draft Red Herring Prospectus.
- 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 [●]% of the Net Issue to QIB and not less than [●]% of the

Net Issue shall be available for allocation to Retail Individual Investors and not less than [●]% of the Net Issue shall be available for allocation to Non-institutional bidders.

5. 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 Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

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SUMMARY OF OUR FINANCIAL INFORMATION
CONSOLIDATED RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs in Lakhs)

PARTICULARS		As at			
		June 30 th , 2024	31-03-2024	31-03-2023	31-03-2022
A)	EQUITY AND LIABILITIES				
1	Shareholders' Funds				
(a)	Share Capital	128.77	122.25	105.00	5.00
(b)	Reserves & Surplus	2,754.99	1,947.95	8.69	8.45
(c)	Minority Interest	-458.17	-303.69	-	-
2	Non-Current Liabilities				
(a)	Long Term Borrowings	100.13	135.55	137.81	76.18
(b)	Deferred Tax Liabilities (Net)	16.86	-	-	-
(c)	Other Long Term Liabilities	-	-	-	-
(d)	Long Term Provisions	72.68	74.70	4.47	1.99
3	Current Liabilities				
(a)	Short Term Borrowings	1,493.76	1,260.79	244.67	44.46
(b)	Trade Payables	207.12	269.17	244.34	150.44
	(A)outstanding dues of micro enterprises and small enterprises: and				
	(B)outstanding dues of creditors other than micro enterprises and small enterprises				
(c)	Other Current Liabilities	94.36	156.87	65.85	55.85
(d)	Short Term Provisions	262.19	86.47	40.62	14.73
	Total	4,672.70	3,750.05	851.45	357.11
B)	ASSETS				
1	Non-Current Assets				
(a)	Property, Plant and Equipment and Intangible Assets				
	i Property, Plant and Equipment	263.20	264.39	183.13	112.15
	ii Intangible Assets	19.32	19.32	-	-
	iii. Less: Accumulated Depreciation	110.14	108.76	65.20	34.91
	Net Block	172.38	174.95	117.93	77.24
(b)	Non-Current Investment	1,215.88	1,363.85	-	-
(c)	Deferred Tax Assets (Net)	-	-	-	1.94
(d)	Long Term Loans and Advances	395.55	245.59	113.94	7.79
(e)	Other Non-Current Assets	40.15	73.85	75.39	17.29
2	Current Assets				
(a)	Inventories	594.65	570.08	88.56	57.86
(b)	Trade Receivables	1,070.93	892.19	299.03	92.06
(c)	Cash and Cash Equivalents	324.39	170.89	32.69	11.27
(d)	Short Term Loans & Advances	814.59	226.82	123.92	91.66
(e)	Other Current Assets	44.19	31.84	-	-
	Total	4,672.90	3,750.05	851.45	357.11

CONSOLIDATED RESTATED STATEMENT OF PROFIT AN LOSS

(Rs in Lakhs)

PARTICULARS		For the year ended on			
		June 30 th , 2024	31-03-2024	31-03-2023	31-03-2022
A	INCOME				
	Revenue From Operations	862.55	2,539.22	1,597.49	686.11
	Other Income	8.21	1.94	0.51	1.56
	Total Income (A)	870.76	2,541.15	1,598.00	687.67
B	Expenditure				
	Cost of Material Consumed	271.16	1,296.76	1,255.56	587.78
	Purchase of Trading Goods	6.96	86.05	-	-
	Change in Inventories	-24.57	-480.38	-30.70	-54.31
	Employee benefit expenses	103.25	288.17	99.13	74.12
	Finance costs	40.33	95.02	10.04	1.93
	Depreciation and amortisation expense	7.12	38.46	30.29	18.81
	Administrative Selling & Other Expenses	177.35	509.29	224.61	47.03
	Total Expenses (B)	581.60	1,833.37	1,588.93	675.36
C	Profit before exceptional, extraordinary items and tax	289.16	707.78	9.07	12.31
	Exceptional items	-	-	-	-
D	Profit before extraordinary items and tax	289.16	707.78	9.07	12.31
	Extraordinary Expenses	-	-	-	-
E	Profit before tax	289.16	707.78	9.07	12.31
	Tax Expense:				
	(i) Current tax	73.79	-	6.89	4.13
	(ii) Deferred tax	16.86	-	1.94	-1.94
	Net Current Tax Expenses	90.65	-	8.83	2.19
G	Profit after tax (E-F)	198.51	707.78	0.24	10.12
H	Earnings Per Share (after bonus issue)				
	(a) Basic (in ₹)	154.16	578.96	0.23	202.36
	(b) Diluted (in ₹)	154.16	578.96	0.23	202.36

CONSOLIDATED RESTATED CASH FLOW STATEMENT

(Rs in Lakhs)

PARTICULARS	For the year ended on			
	June 30 th , 2024	31-03-2024	31-03-2023	31-03-2022
Cash flow from operating activities:				
Net Profit before tax as per Profit And Loss A/c	289.16	707.78	9.07	12.31
Adjusted for:				
Addition				
Depreciation & Amortisation	7.12	38.46	30.29	18.81
Interest & Finance Cost	40.33	95.02	10.04	1.93
Less				
Interest Income	-6.70	-0.02	-0.02	-
Earlier years Gratuity	-	-	-	-0.90
Sundry Balance W/off of Earlier Years	-	-	-	-3.39
Income Tax Expense	-	-	-6.50	-2.83
Operating Profit Before Working Capital Changes	329.91	841.25	42.87	25.94
Adjusted for (Increase)/ Decrease:				
Long Term Provision	-2.01	70.23	2.47	1.99
Short Term Provision	116.40	45.85	25.89	-21.08
Trade Payables	-62.05	24.83	93.91	-18.68
Other Current Liabilities	-62.50	91.02	10.00	53.37
Trade Receivables	-178.74	-593.16	-206.97	23.02
Inventories	-24.57	-481.53	-30.70	-54.31
Short term loan and Advances	-587.78	-102.90	-32.26	-85.93
Other Non-Current Assets	33.70	1.54	-58.10	-17.29
Change in Other Current Assets	-12.35	-31.84	-	-
	-779.90	-975.96	-195.76	-118.91
Liabilities & Provisions	-	-	-0.39	-6.31
Cash Generated from Operations	-449.99	-134.71	-153.28	-99.27
Direct Tax Paid	-	-	-	-
Net Cash Flow from/(used in) Operating Activities: (A)	-449.99	-134.71	-153.28	-99.27
Cash Flow from Investing Activities:				
Purchase of Fixed Assets	-4.54	-42.95	-70.98	-31.32
Interest Income	6.70	0.02	0.02	-
Long Term Loan and Advance Given	-149.96	-131.65	-106.14	-1.89
(Purchase)/Sale of Investments	-21.29	-1,720.06	-	3.25
Net Cash Flow from/(used in) Investing Activities: (B)	-169.10	-1,894.65	-177.10	-29.96
Cash Flow from Financing Activities:				
Proceeds From Share Capital & Share Premium	615.36	1,248.73	100.00	-
Short term Borrowings	232.97	1,016.12	200.21	44.46
Proceeds / (Repayment) from Long Term Borrowing (Net)	-35.42	-2.26	61.62	75.48
Interest & Finance Cost	-40.33	-95.02	-10.04	-1.93
Net Cash Flow from/(used in) Financing Activities (C)	772.59	2,167.57	351.79	118.02
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	153.50	138.20	21.41	-11.22
Cash & Cash Equivalents As At Beginning of the Year	170.89	32.69	11.27	22.49
Cash & Cash Equivalents As At End of the Year	324.39	170.89	32.69	11.27

SECTION V - GENERAL INFORMATION

Our Company was originally incorporated as “HCIN Network Private Limited”, on August 02nd, 2019 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre, Delhi. Our Company was converted into a public limited company and the name of our Company was changed from “HCIN Network Private Limited” to “HCIN Networks Limited” vide Special Resolution dated June 16th, 2024. The status of the Company was changed to public limited and the fresh certificate of incorporation consequent to conversion was issued on August 22nd, 2024 by the Registrar of Companies, Central Processing Center, Delhi. For details of Conversion of Company, please refer to section titled “*History and Certain Corporate Matters*” beginning on page no. 128 of this Draft Red Herring Prospectus.

BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details																
Name of Issuer	HCIN Networks Limited.																
Registered Office	STS-524, 5 th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon, Sadar Bazar, Haryana, India - 122001; Contact No.: +91- 6366966918; Web site: www.hicomindia.in ; E-Mail: vikas@hicomindia.com ; Contact Person: Mr. Vikas.																
Date of Incorporation	02 nd August, 2019.																
Company Identification Number	U64200HR2019PLTC081805.																
Company Registration Number	081805.																
Company Category	Company Limited by Shares.																
Registrar of Company	ROC – Delhi.																
Address of the RoC	04 th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019.																
Company Secretary and Compliance Officer	Mr. Puneet Vaidya; C/o.: HCIN Networks Limited.; Address: STS-524, 5 th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon, Sadar Bazar, Haryana, India - 122001; D-75, Opp. Lok Seva Hospital, Kamla Nehru Nagar, 1 st , Extension, Jodhpur - 342001, Rajasthan; Telephone No.: +91- 9509749594; Web site: www.hicomindia.in ; E-Mail: cs@hicomindia.com																
Chief Financial Officer and Chief Executive Officer	Mr. Viswanathan B; Address: D Block, Janhavi enclave 1 st main kodichikkanahalli BTM 3 rd stage, South, Bangalore, Bannerghatta road, Karnataka 560076; Telephone No.: +91 9986597789; Email: ceo@hicomindia.com ; Website: www.hicomindia.in																
Designated Stock Exchange	EMERGE Platform of National Stock Exchange of India Limited; Address: Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051.																
Issue Programme	<table border="1"> <tr> <td>Issue Opens On:</td> <td></td> <td>●</td> <td></td> <td>Issue Closes On:</td> <td></td> <td>●</td> <td></td> </tr> <tr> <td>Anchor Investor Bid/Issue Period*</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>●</td> </tr> </table>	Issue Opens On:		●		Issue Closes On:		●		Anchor Investor Bid/Issue Period*							●
Issue Opens On:		●		Issue Closes On:		●											
Anchor Investor Bid/Issue Period*							●										

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

Note:

Investors can contact the Company Secretary and Compliance officer in case of any pre issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depository’s beneficiary account or dispatch of refund order etc.

All grievances relating to the ASBA process and UPI Process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted or Sponsor Bank, as the case may be. The Applicant should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, UPI ID (in case of RII’s, if applicable), date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary

where the Bid cum Application Form was submitted by the Bidder.

Further, the Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries/SCSB in addition to the information mentioned hereinabove.

BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of following Directors.

S. No.	Name of Directors	Designation	Address	DIN
1.	Mr. Vikas	Chairman and Managing Director	209, Khatkar Patti, Naguran, Jind Haryana — 126125.	08188450
2.	Mr. Sukhbir Singh Bhatia	Non-Executive Director	Villa 376, House of Hiranandani, Devanahalli, Bangalore Rural -, 562110, Karnataka, India	10434885
3.	Mrs. Shalini	Non-Executive Director	209, Khatkar Patti, Naguran, Jind, Haryana - 126125.	08345226
4.	Mr. Ashish Grover	Independent Director	451, Near Sharma Store, Malviya Nagar (South Delhi), New Delhi-110017, Delhi	10625734
5.	Mr. Hannu Goyal	Independent Director	H. No. 488A, Near Balaji Hospital, Dakaton Mohalla, Hisar, Haryana, India -,125001.	10626259

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled **“Our Management”** beginning on page no. 133 of this Draft Red Herring Prospectus.

INVESTOR GRIEVANCES

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Issue Offer in case of any pre-Issue Offer or Post-Issue Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

For all Issue-related queries and for redressal of complaints, investors may also write to the BRLM. All Issue Offer-related grievances, other than that of Anchor Investors may be addressed to the Registrar to the Issue Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. All Issue-related grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders’ DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor. The Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned above. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

DETAILS OF KEY MARKET INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

BOOK RUNNING LEAD MANAGER OF THE ISSUE	REGISTRAR TO THE ISSUE
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SWASTIKA INVESTMART LIMITED; SEBI Registration Number: INM000012102; Registered Office: Office No.104, 1st Floor, KESHAVA Commercial Building, Plot No.C-5, “E” Block, Bandra Kurla Complex, Opp. GST Bhavan, Bandra (East), Mumbai – 400051; Merchant Banking Division: 48 Jaora Compound, M.Y.H Road, Indore (MP) – 452001; Telephone Number: 0731-6644244; Email Id: merchantbanking@swastika.co.in; Investors Grievance Id: mb.investorgrievance@swastika.co.in ; Website: www.swastika.co.in; Contact Person: Mr. Mohit R. Goyal CIN: L65910MH1992PLC067052.	MAASHITLA SECURITIES PRIVATE LIMITED; Address: 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, New Delhi- 110034; Tel No.: 011-45121795-96; Email Id: ipo@maashitla.com ; Investor Grievance Email: investor.ipo@maashitla.com ; Contact Person: Mr. Mukul Agrawal; Website: www.maashitla.com; CIN: U67100DL2010PTC208725; SEBI Reg. No.: INR000004370.
STATUTORY AUDITOR OF THE COMPANY	PEER REVIEW AUDITORS OF THE COMPANY*
M/S SHEETAL GATTANI AND ASSOCIATES; Address: T-10053, Prestige Song of the South, Begur Road, Bangalore - 560068; Phone No.: +918105922898; Email Id: casheetalg@gmail.com; Contact Person: Sheetal Gattani; Membership No.: 412702; F.R.N: 015680C; Peer Review No.: NA.	M/S S. N. SHAH AND ASSOCIATES, CHARTERED ACCOUNTANTS; Address: Sapan House, 10/B, Government Servant Co. Op. Housing Society, Opp. Municipal Market, Navrangpura, Ahmedabad - 380009; Phone No.: +91 9824431031; Email Id: snshah_asso@hotmail.com ; Contact Person: CA Priyam Shah; Membership No.: 144892; Peer Review No.: 013759; F.R.N: 109782W.
LEGAL ADVISOR TO THE COMPANY	BANKERS TO THE COMPANY
LAW CRAFT INDIA ADVISORS LLP; Address: 722, Gala Empire, Drive In Road, Opp. TV Tower, Thaltej, Ahmedabad - 380054, Gujarat; Tel No.: +91 - 9033907734; Email: lawcraftindia@gmail.com ; Contact Person: Himanshu Gupta.	[•]
BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK BANKERS TO THE COMPANY	SYNDICATE MEMBER
[•]	[•]

**M/s S. N. Shah & Associates, Chartered Accountants, Chartered Accountants hold a valid peer review certificate issued by the Institute of Chartered Accountants of India valid till October 31st, 2027.*

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on www.sebi.gov.in/pmd/scsb.pdf For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yesandintmId=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above mentioned SEBI link.

BROKERS TO THE ISSUE

Bidders can submit ASBA Forms in the Offer using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

The list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10> as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

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

STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES OF THE BOOK RUNNING LEAD MANAGERS

Since Swastika Investmart Limited is only Book Running Lead Manager to the issue, all the responsibility of the issue will be managed by them.

CREDIT RATING

As this is an issue of Equity Shares, there is no credit rating for this Issue.

IPO GRADING

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

FILING OF DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/ PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

A soft copy of Red Herring Prospectus is being filed with SEBI. However, SEBI does not issue any observation on the Draft Offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Red Herring Prospectus/ Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI.

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/Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus/ Prospectus, along with the material contracts and documents referred elsewhere in the Red Herring Prospectus/Prospectus, will be delivered to the RoC – Delhi Office 4th, Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019.

CHANGES IN AUDITORS

Except as stated below, there has been no Change in the Auditors of our Company during the last three years:

Name of Auditor	Appointment/Resignation	Date of Appointment / Resignation	Reason
M/s. Sheetal Gattani & Associates, Chartered Accountants;* Address: A-302, CASA Ansal Apartment, JP Nagar 3 rd Phase,	Appointment	December 31 st , 2020	Appointed at the 1 st AGM Until the conclusion of 5 th Annual general meeting to be held in 2025.

Name of Auditor	Appointment/Resignation	Date of Appointment / Resignation	Reason
Bannerghatta Road, Bangalore – Karnataka – KA-560078. Email Id: agarwalmantri@gmail.com ; Membership Number: 412702; Peer Review: NA.			

*Company has appointed M/s. Sheetal Gattani & Associates, Chartered Accountants vide Shareholder Resolution dated 30th December, 2020, but in ADT-1 company has mentioned wrong date i.e. “Period of account for which appointed” 02nd August, 2019 to 31st March, 2024. Instead of 01st April, 2020 to 31st March, 2025.

**The Company has appointed M/s. Sheetal Gattani & Associates, Chartered Accountants vide Shareholder Resolution dated 30th December 2020, but in ADT-1 company inadvertently mentioned the name of Partner in place of name of the firm.

TRUSTEES

As this is an issue of Equity Shares, the appointment of Trustees is not required.

APPRAISAL AND MONITORING AGENCY

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹10,000 Lakh. Hence, our Company is not required to appoint a monitoring agency in relation to the issue.

However, Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company’s balance sheet (s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Red Herring Prospectus.

BOOK BUILDING PROCESS

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Draft Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager (BRLM) in accordance with the Book Building Process and advertised it 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 BRLM 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 Swastika Investmart 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 BRLM;
- 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, 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 may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the 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.

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 BRLM 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 no. 196 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 no. 196 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. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20/- to ₹24/- per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
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/- 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/-. 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 no. 196 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 Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid/Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date	[●] ¹
Bid/Issue Closing Date	[●] ²
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 [●]

1. *The Anchor Investor Bid/Issue Period shall be opened one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations;*
2. *UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Issue Closing Date, i.e. [●].*

The above timetable is indicative and does not constitute any obligation on our Company or the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 (Three) 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 are liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional 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

This Issue is 100% Underwritten. The Underwriting agreement has been entered on September 23rd, 2024. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten*	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
Swastika Investmart Limited; SEBI Registration Number: INM000012102; Registered Office: Office No.104, 1 st Floor, KESHAVA Commercial Building, Plot No.C-5, “E” Block, Bandra Kurla Complex, Opp. GST Bhavan, Bandra (East), Mumbai – 400051; Merchant Banking Division: 48 Jaora Compound, M.Y.H Road, Indore (MP) – 452001; Telephone Number: 0731-6644244; Email Id: merchantbanking@swastika.co.in ; Investors Grievance Id: mb.investorgrievance@swastika.co.in ; Website: www.swastika.co.in ; Contact Person: Mr. Mohit R. Goyal; CIN: L65910MH1992PLC067052.	Upto 55,00,000	[●]	100.00
Total	Upto 55,00,000	[●]	100.00

*Includes [●] Equity shares of ₹10/- each for cash of ₹[●]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.

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

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THE ISSUE

Our Company and the BRLM have entered into an agreement dated [●] with the following Market Maker to fulfil the obligations of Market Making:

Particulars	Details
Name	[●]
Address	[●]
Tel No.	[●]
Fax No.	[●]
Email Id	[●]
Website	[●]
Contact Person	[●]
Market Maker Registration No.	[●]
NSE Clearing No.	[●]

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the NSE and SEBI in this regard from time to time.

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

1. The Market Maker(s) (individually or jointly) 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(s).

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 SME Platform of NSE (NSE EMERGE) 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/she sells his/her 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. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 5% Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 5% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
6. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
7. 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.
8. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on issue price.
9. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
10. 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.
11. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months' 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 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 particular 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.

12. **Risk containment measures and monitoring for Market Makers:** Emerge Platform of NSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
13. **Punitive Action in case of default by Market Makers:** 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 Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary

as well as suspension in market making activities / trading membership.

14. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines /suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
15. **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:
 - a. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - b. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
16. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
17. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27th, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

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

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

SECTION VI - CAPITAL STRUCTURE

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

(₹ in lakhs except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price ⁽³⁾
A.	AUTHORIZED SHARE CAPITAL		
	2,00,00,000 Equity Shares of face value of ₹10/- each	2,000.00	-
B.	ISSUED, SUBSCRIBED AND PAID-UP EQUITY CAPITAL BEFORE THE ISSUE		
	1,28,76,800 Equity Shares of face value of ₹10/- each	1,287.68	-
C.	PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS		
	Issue of upto 55,00,000 Equity Shares of face value of ₹10/- each ⁽¹⁾	550.00	[●]
Which Comprises:			
Reservation for Market Maker portion: [●] Equity Shares of ₹10/- each at a price of ₹[●]/- per Equity Share reserved as Market Maker Portion		[●]	[●]
Net Issue to the Public: Net Issue to Public of [●] Equity Shares of ₹10/- each at a price of ₹[●]/- per Equity Share to the Public.		[●]	[●]
Of which⁽²⁾			
At least [●] Equity Shares of ₹10/- each at a price of ₹[●]/- per Equity Share will be available for allocation for Retail Individual Investors.		[●]	[●]
At least [●] Equity Shares of ₹10/- each at a price of ₹[●]/- per Equity Share will be available for allocation for Non-Institutional Investors.		[●]	[●]
Not more than [●] Equity Shares of ₹10/- each at a price of ₹[●]/- per Equity Share will be available for allocation for Qualified Institutional Buyers.		[●]	[●]
D.	PAID-UP EQUITY CAPITAL AFTER THE ISSUE		
	Up to [●] Equity Shares of face value of ₹10/- each		[●]
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Issue	1,840.32	
	After the Issue		[●] ⁽³⁾

⁽¹⁾The present Issue has been authorized by our Board of Directors pursuant to a resolution passed at its meeting held on August 23rd 2024 and by our Shareholders pursuant to a Special Resolution passed at the Extra-Ordinary General Meeting held on September 16th, 2024.

⁽²⁾Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations, and guidelines.

⁽³⁾To be finalized upon determination of the Issue Price.

For detailed information on the Net Issue and its allocation various categories, please refer chapter titled “*The Issue*” on page no. 39 of this Draft Red Herring Prospectus.

CLASSES OF SHARES

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹10/- each only and all Equity Shares are ranked pari- passu in all respect. All the issued Equity Shares are fully paid-up as on the date of Draft Red Herring Prospectus.

Our Company has not issued any partly paid-up equity shares since its incorporation nor does it have any partly paid- up equity shares as on the date of the Draft Red Herring Prospectus.

Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Changes in Authorized Share Capital

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

1. The Initial Authorized Share Capital of ₹10,00,000 (Rupees Ten Lakh Only) divided into 10,000 (Ten Thousand) Equity Shares of ₹100/- each at the of Incorporation of our Company i.e. on August 02nd, 2019.
2. The Authorized Share Capital of ₹10,00,000 (Rupees Ten Lakh Only) divided into 10,000 (Ten Thousand) Equity Shares of ₹100/- each was increased to ₹1,05,00,000 (Rupees One Crore and five lakhs) divided into 1,05,000 (One Lakh and Five Thousand) Equity Shares of ₹100/- each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on March 23rd, 2022.
3. The Authorized Share Capital of the Company was increased further from ₹1,05,00,000 (Rupees One Crore and five lakhs) divided into 1,05,000 (One Lakh and Five Thousand) Equity Shares of ₹100/- each to ₹5,00,00,000 (Rupees Five Crore Only) divided into 5,00,000 (Five Lakh) Equity Shares of ₹100/- each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on January 29th, 2024.
4. The Authorized Share Capital of the Company was increased further from ₹5,00,00,000 (Rupees Five Crore Only) divided into 5,00,000 (Five Lakhs) Equity Shares of ₹100/- each to ₹20,00,00,000 (Rupees Twenty Crore Only) divided into 20,00,000 (Twenty Lakh) Equity Shares of ₹100/- each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on June 16th, 2024.

2. Equity Share Capital History of our Company

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

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration (Cash, Other than Cash, Bonus)	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid Up Equity Shares Capital (₹ in Lakhs)	Cumulative Share Premium (₹ in Lakhs)
August 02 nd , 2019	5,000	100	100	Cash	Subscription to MOA ⁽ⁱ⁾	5,000	5.00	NIL
April 25 th , 2022	1,00,000	100	100	Cash	Further Issue ⁽ⁱⁱ⁾	1,05,000	105.00	NIL
March 14 th , 2024	17,250	100	7,239	Cash	Further Issue ⁽ⁱⁱⁱ⁾	1,22,250	122.25	1,231.48
June 22 nd , 2024	6,518	100	9,441	Cash	Further Issue ^(iv)	1,28,768	128.77	1,840.32
June 22 nd , 2024	Pursuant to a resolution passed by our Board dated June 22 nd , 2024, and a resolution passed by our Shareholders at an EGM on July 18 th , 2024, the existing equity shares of face value of ₹100/- each were sub-divided into equity shares of face value of ₹10/- each ("Equity Shares"). Accordingly, the issued, subscribed and paid-up equity share capital of our Company, comprising of 1,28,768 equity shares of face value of ₹100/- each was sub-divided into 12,87,680 issued, subscribed and paid-up Equity Shares face value ₹10/- each.							
August 05 th , 2024	1,15,89,120	10	-	Bonus	Bonus Issue in the ratio of (9:1) ^(v)	1,28,76,800	1,287.68	1,840.32

- i. On Incorporation, the initial paid-up capital of the Company, as per Memorandum of Association, fully paid-up Equity Shares made on August 02nd, 2019 is 5,000 Equity Shares are as follow:

S. No.	Name of Allottees	No. of Equity Shares Allotted	Face Value per Share (In ₹)	Issue Price per Share (In ₹)
1.	Mrs. Shalini	4,999	100	100
2.	Mrs. Jyoti Gaur	1	100	100
Total		5,000	-	-

- ii. The details of allotment of 1,00,000 Equity Shares made on April 25th, 2022, under further issue are as follows:

S. No.	Name of Allottees	No. of Equity Shares Allotted*	Face Value per Share (In ₹)	Issue Price per Share (In ₹)
1.	Mr. Vikas	60,000	100	100
2.	Mrs. Shalini	5,000	100	100
3.	IVSS Education (OPC) Private Limited	35,000	100	100
Total		1,00,000	-	-

*In PAS-3 filed by our company for the allotment the above shares in which number of shares of Mrs. Shalini and IVSS Education (OPC) Private Limited was mentioned as 35,000 and 5,000 equity shares in the List of Allottees, However, actual shares was allotted under the said allotment to Mrs. Shalini and IVSS Education (OPC) Private Limited was 5,000 and 35,000 equity shares also in the said form company has mentioned allotted number of shares as 95,000 equity shares. However, the actual allotment of equity shares in the said allotment was 1,00,000 equity shares.

iii. The details of allotment of 17,250 Equity Shares made on March 14th, 2024, under further issue are as follows:

S. No.	Name of Allottees	No. of Equity Shares Allotted	Face Value per Share (In ₹)	Issue Price per Share (In ₹)
1.	Vijay Ramvallabh Khetan	200	100	7,239
2.	Rima Chintan Desai	100	100	7,239
3.	Sant Kumari Satish Agarwal	100	100	7,239
4.	Ankit Mittal HUF	4,500	100	7,239
5.	Manish Mittal	2,100	100	7,239
6.	Ageless Capital and Finance Private Limited	1,400	100	7,239
7.	Vaibhav Bhardwaj	300	100	7,239
8.	Vivek Kumar Bhauka	898	100	7,239
9.	Kenil Jaysukhbhai Thathagar	510	100	7,239
10.	Sanjaybhai Amrutlal Parmar	346	100	7,239
11.	Anand Rajeshbhai Patel	346	100	7,239
12.	Ankit Mittal	2,350	100	7,239
13.	MSB E-Trade Securities Limited	2,400	100	7,239
14.	Vineet Kumar	1,700	100	7,239
Total		17,250	-	-

iv. The details of allotment of 6,518 Equity Shares made on June 22nd, 2024, under further issue are as follows:

S. No.	Name of Allottees	No. of Equity Shares Allotted	Face Value per Share (In ₹)	Issue Price per Share (In ₹)
1.	Negen Undiscovered Value Fund	2,120	100	9,441
2.	Kashish Shambhwani	106	100	9,441
3.	Hitesh Ramesh Rambhia	106	100	9,441
4.	Kaushik Daga	1,060	100	9,441
5.	Benani Capital Scheme 1	530	100	9,441
6.	VPK Global Ventures Fund-Scheme 1	530	100	9,441
7.	Izuz Consultancy Private Limited	584	100	9,441
8.	Rimpi	425	100	9,441
9.	Arjun Bansal	106	100	9,441
10.	Mahesh Tarachand Mehta	64	100	9,441
11.	Pankit Bhupesh Shah	43	100	9,441
12.	Manoj Shiv Laungani	210	100	9,441
13.	Asit Oberoi	160	100	9,441
14.	Malik Amir Charaniya	160	100	9,441
15.	Bhavna Gothi	160	100	9,441
16.	Deepa Sharma	102	100	9,441
17.	Yogesh Prakash Supekar	52	100	9,441
Total		6,518	-	-

v. The details of allotment of 1,15,89,120 Equity Shares made on August 05th, 2024 under Bonus Issue in the ratio of (9:1) are as follows:

S. No.	Name of Allottees	No. of Equity Shares Allotted	Face Value per Share (In ₹)	Issue Price per Share (In ₹)
1.	Mr. Vikas	78,61,500	10	-
2.	Mrs. Shalini	10,20,780	10	-
3.	Mr. Sukhbir Singh Bhatia	4,72,500	10	-
4.	Mr. Anjan Kumar	94,500	10	-
5.	Mr. Viswanathan B	360	10	-
6.	Mr. Shashi	360	10	-
7.	Mr. Vijay Ramvallabh Khetan	18,000	10	-
8.	Mrs. Rima Chintan Desai	9,000	10	-
9.	Sant kumari Satish Agarwal	9,000	10	-
10.	Ankit Mittal HUF	4,05,000	10	-
11.	Mr. Manish Mittal	1,89,000	10	-
12.	Ageless Capital and Finance Private Limited	1,26,000	10	-
13.	Mr. Vaibhav Bhardwaj	27,000	10	-
14.	Mr. Vivek Kumar Bhauka	80,820	10	-
15.	Mr. Kenil Jaysukhbhai Thathagar	45,900	10	-
16.	Mr. Sanjaybhai Amrutlal Parmar	31,140	10	-
17.	Mr. Anand Rajeshbhai Patel	31,140	10	-
18.	Mr. Ankit Mittal	2,11,500	10	-
19.	MSB E-Trade Securities Limited	2,16,000	10	-
20.	Mr. Vineet Kumar	1,53,000	10	-
21.	Negen Undiscovered Value Fund	1,90,800	10	-
22.	Mr. Kashish Shambhwani	9,540	10	-
23.	Mr. Hitesh Ramesh Rambhia	9,540	10	-
24.	Mr. Kaushik Daga	95,400	10	-
25.	Benani Capital Scheme 1	47,700	10	-
26.	VPK Global Ventures Fund Scheme-1	47,700	10	-
27.	Izuz Consultancy Private Limited	52,560	10	-
28.	Rimpi	38,250	10	-
29.	Mr. Arjun Bansal	9,540	10	-
30.	Mr. Mahesh Tarachand Metha	5,760	10	-
31.	Mr. Pankit Bhupesh Shah	3,870	10	-
32.	Mr. Manoj Shiv Laungani	18,900	10	-
33.	Mr. Asit Oberoi	14,400	10	-
34.	Mr. Malik Amir Charaniya	14,400	10	-
35.	Mrs. Bhavana Gothi	14,400	10	-
36.	Mrs. Deepa Sharma	9,180	10	-
37.	Mr. Yogesh Prakash Supekar	4,680	10	-
Total		1,15,89,120	-	-

3. Except as disclosed below, we have not issued any Equity Shares for consideration other than Cash.

- i. The details of allotment of 1,15,89,120 Equity Shares made on August 05th, 2024, under Bonus Issue are as follows:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits accrued to Company	Name of Allottees	No. of Shares Allotted
August 05 th , 2024	1,15,89,120	10	-	Other than Cash- Bonus Issue	Capitalization of Reserves	Mr. Vikas	78,61,500
						Mrs. Shalini	10,20,780
						Mr. Sukhbir Singh Bhatia	4,72,500
						Mr. Anjan Kumar	94,500

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits accrued to Company	Name of Allottees	No. of Shares Allotted
						Mr. Viswanathan B	360
						Mr. Shashi	360
						Mr. Vijay Ramvallabh Khetan	18,000
						Mrs. Rima Chintan Desai	9,000
						Sant kumari Satish Agarwal	9,000
						Ankit Mittal HUF	4,05,000
						Mr. Manish Mittal	1,89,000
						Ageless Capital and Finance Private Limited	1,26,000
						Mr. Vaibhav Bhardwaj	27,000
						Mr. Vivek Kumar Bhauka	80,820
						Mr. Kenil Jaysukhbhai Thathagar	45,900
						Mr. Sanjaybhai Amrutlal Parmar	31,140
						Mr. Anand Rajeshbhai Patel	31,140
						Mr. Ankit Mittal	2,11,500
						MSB E-Trade Securities Limited	2,16,000
						Mr. Vineet Kumar	1,53,000
						Negen Undiscovered Value Fund	1,90,800
						Mr. Kashish Shambhwani	9,540
						Mr. Hitesh Ramesh Rambhia	9,540
						Mr. Kaushik Daga	95,400
						Benani Capital Scheme 1	47,700
						VPK Global Ventures Fund Scheme-1	47,700
						Izuz Consultancy Private Limited	52,560
						Rimpi	38,250
						Mr. Arjun Bansal	9,540

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits accrued to Company	Name of Allottees	No. of Shares Allotted
						Mr. Mahesh Tarachand Metha	5,760
						Mr. Pankit Bhupesh Shah	3,870
						Mr. Manoj Shiv Laungani	18,900
						Mr. Asit Oberoi	14,400
						Mr. Malik Amir Charaniya	14,400
						Mrs. Bhavana Gothi	14,400
						Mrs. Deepa Sharma	9,180
						Mr. Yogesh Prakash Supekar	4,680
Total							1,15,89,120

4. No shares have been allotted in terms of any scheme approved under sections 230-234 of the Companies Act, 2013.
5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees 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) Regulations, 2014.
6. Our Company has not revalued our assets since inception and has not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
7. Except as disclosed below our company has not issued any equity shares lower than the Issue Price during the preceding 1 (One) year except as stated below:
 - i. The details of allotment of 1,15,89,120 Equity Shares made on August 05th, 2024, under Bonus Issue are as follows:

S. No.	Name of Allottees	No. of Equity Shares Allotted	Face Value per Share (In ₹)	Issue Price per Share (In ₹)
1.	Mr. Vikas	78,61,500	10	-
2.	Mrs. Shalini	10,20,780	10	-
3.	Mr. Sukhbir Singh Bhatia	4,72,500	10	-
4.	Mr. Anjan Kumar	94,500	10	-
5.	Mr. Viswanathan B	360	10	-
6.	Mr. Shashi	360	10	-
7.	Mr. Vijay Ramvallabh Khetan	18,000	10	-
8.	Mrs. Rima Chintan Desai	9,000	10	-
9.	Sant kumari Satish Agarwal	9,000	10	-
10.	Ankit Mittal HUF	4,05,000	10	-
11.	Mr. Manish Mittal	1,89,000	10	-
12.	Ageless Capital and Finance Private Limited	1,26,000	10	-
13.	Mr. Vaibhav Bhardwaj	27,000	10	-
14.	Mr. Vivek Kumar Bhauka	80,820	10	-
15.	Mr. Kenil Jaysukhbhai Thathagar	45,900	10	-
16.	Mr. Sanjaybhai Amrutlal Parmar	31,140	10	-
17.	Mr. Anand Rajeshbhai Patel	31,140	10	-
18.	Mr. Ankit Mittal	2,11,500	10	-

S. No.	Name of Allottees	No. of Equity Shares Allotted	Face Value per Share (In ₹)	Issue Price per Share (In ₹)
19.	Mr. Vineet Kumar	2,16,000	10	-
20.	MSB E-Trade Securities Limited	1,53,000	10	-
21.	Negen Undiscovered Value Fund	1,90,800	10	-
22.	Mr. Kashish Shambhwani	9,540	10	-
23.	Mr. Hitesh Ramesh Rambhia	9,540	10	-
24.	Mr. Kaushik Daga	95,400	10	-
25.	Benani Capital Scheme 1	47,700	10	-
26.	VPK Global Ventures Fund Scheme-1	47,700	10	-
27.	Izuz Consultancy Private Limited	52,560	10	-
28.	Rimpi	38,250	10	-
29.	Mr. Arjun Bansal	9,540	10	-
30.	Mr. Mahesh Tarachand Metha	5,760	10	-
31.	Mr. Pankit Bhupesh Shah	3,870	10	-
32.	Mr. Manoj Shiv Laungani	18,900	10	-
33.	Mr. Asit Oberoi	14,400	10	-
34.	Mr. Malik Amir Charaniya	14,400	10	-
35.	Mrs. Bhavana Gothi	14,400	10	-
36.	Mrs. Deepa Sharma	9,180	10	-
37.	Mr. Yogesh Prakash Supekar	4,680	10	-
Total		1,15,89,120	-	-

8. Shareholding Pattern of our Company

The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

Declaration

S. No.	Particular	Yes/No	Promoter and Promoter Group	Public Shareholder	Non Promoter-Non Public
1.	Whether the Company has issued any Partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in Locked-in?*	No	No	No	No
6.	Whether any shares held by promoters are Pledge or otherwise encumbered?	No	No	No	No
7.	Whether company has equity shares with differential voting rights?	No	No	No	No

*All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on Emerge Platform of NSE.

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder(II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Fresh held in each class of securities (IX)				No of shares underlying Outstanding convertible securities	Shareholding, as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class Equity	No of Voting (XIV) Rights		Total as a % of (A+B+C)			No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
									Class	Total								
A	Promoters & Promoters Group	2	98,69,200	0	0	98,69,200	76.64	98,69,200	-	98,69,200	76.64	-	76.64	-	-	-	-	98,69,200
B	Public	80	30,07,600	0	0	30,07,600	23.35	30,07,600	-	30,07,600	23.35	-	23.35	-	-	-	-	30,07,600
C	Non Promoters Non-Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
C1	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
C2	Shares	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Category (I)	Category of shareholder(II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Fresh held in each class of securities (IX)			No of shares underlying Outstanding convertible securities	Shareholding, as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								Class Equity	Class	Total			Total as a % of (A+B+C)	No (a)	As a % of total Shares held (b)	No (a)		As a % of total Shares held (b)
	held by Employee Trusts																	
	Total	82	1,28,76,800	-	-	1,28,76,800	100	1,28,76,800	-	1,28,76,800	100	-	100	-	-	-	-	1,28,76,800

Note:

*As on the date of filling of Draft Red Herring Prospectus no Pre-IPO Shares are Locked-in, we hereby confirm that the all Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on the Emerge Platform of NSE.

Table II - Statement showing shareholding pattern of the Promoters and Promoters' Group

S. No (I)	Category of shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid - up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Total as a % of (A+B+C)	No of shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) + (X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								Class- Equity	Class	Total				No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(1)	Indian																		
(a)	Individuals/Hindu undivided Family	2	98,69,200	0	0	98,69,200	76.64	98,69,200	-	98,69,200	76.64	-	76.64	-	-	-	-	-	98,69,200
1.	Mr. Vikas	-	87,35,000	0	0	87,35,000	67.83	87,35,000	0	87,35,000	67.83	0	67.83	0	0	0	0	0	87,35,000
2.	Mrs. Shalini	-	11,34,200	0	0	11,34,200	8.81	11,34,200	0	11,34,200	8.81	0	8.81	0	0	0	0	0	11,34,200
(b)	Central Government/State Government(s)	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions/Banks	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any Other (specify)	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(1)	2	98,69,200	0	0	98,69,200	76.64	98,69,200	0	98,69,200	76.64	0	76.64	0	0	0	0	0	98,69,200

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N.A.

S. No (I)	Category of shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Party paid -up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Class- Equity	No of Voting Rights (XIV) Rights	Total	Total as a % of (A+B+ C)	No of shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)	No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	Number of equity shares held in dematerialized form
Note:																		
PAN of the Shareholders will be provided by our Company to the Stock Exchange but would not be displayed on website of Stock Exchange(s).																		
The term “Encumbrance” has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.																		
*All Pre-IPO Equity Shares of our Company will be locked-in as mentioned above prior to listing of shares on Emerge Platform of NSE.																		

Table III - Statement showing shareholding pattern of the public shareholder

S. No (I)	Category of shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid -up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form		
								Class- Equity	No of Voting Rights (XIV)	Total			Total as a % of (A+B+ C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)	
(1)	Institutions																		
(a)	Mutual Fund	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
(c)	Alternate Investment Funds	3	3,18,000	0	0	3,18,000	2.46	3,18,000	0	3,18,000	2.46	0	2.46	0	0	0	0	0	3,18,000
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions/Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(h)	Provident Funds/ Pension	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

S.No (I)	Category of shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid - up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) + (X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								Class- Equity Class	Total	Total as a % of (A+B+ C)			No.(a) As a % of total shares held (b)	No.(a) As a % of total shares held (b)				
	Funds																	
(i)	Any Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Central Government/State Government(s)/ President of India	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(3)	Non-institutions																	
(a)	Individuals i. Individual shareholders holding nominal share capital up to ₹ 2 Lakhs.	62	12,89,610	0	0	12,89,610	10.02	12,89,610	0	12,89,610	10.02	0	10.02	0	0	0	0	12,89,610

S.No (I)	Category of shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid - up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) + (X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								Class- Equity	No of Voting Rights (XIV)	Total			Total as a % of (A+B+C)	No.(a)	As a % of total shares held (b)	No.(a)		As a % of total shares held (b)
	Individuals - ii. Individual shareholder holding nominal share capital in excess of ₹ 2 Lakhs.	3	9,70,000	0	0	9,70,000	7.54	9,70,000	0	9,70,000	7.54	0	7.54	0	0	0	0	9,70,000
(b)	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Overseas Depositories (holding DRs) (balancing figure)	2	32,000	0	0	32,000	0.24	32,000	0	32,000	0.24	0	0.24	0	0	0	0	32,000
(e)	Any Other	10	3,97,990	0	0	3,97,990	3.09	3,97,990	0	3,97,990	3.09	0	3.09	0	0	0	0	3,97,990
	Corporate	4	3,36,900			3,36,900		3,36,900		3,36,900								3,36,900
	HUF	6	61,090			61,090		61,090		61,090								61,090

S.No (I)	Category of shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid - up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) + (X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								Class- Equity	No of Voting Rights (XIV)	Total			Total as a % of (A+B+ C)	No.(a)	As a % of total shares held (b)	No.(a)		As a % of total shares held (b)
	Sub-Total (B)(3)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	80	30,07,600	0	0	30,07,600	23.36	30,07,600	0	30,07,600	23.36	0	23.36	0	0	0	0	30,07,600
Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): - N.A																		
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N.A.																		
Note:																		
PAN of the Shareholders will be provided by our Company to the Stock Exchange but would not be displayed on website of Stock Exchange(s).																		
*All Pre-IPO Equity Shares of our Company will be locked-in as mentioned above prior to listing of shares on Emerge Platform of NSE.																		

Table IV - Statement showing shareholding pattern of the Non-Promoter- Non-Public shareholder

S. No (I)	Category of shareholder (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid –up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								Classes: X	No of Voting Rights (XIV)		Total as a % of (A+B+ C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
									Class eg.: y	Total								
(1)	Custodian/DR Holder - Name of DR Holders (If Available)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employee Benefit Trust (under SEBI based Employee Benefit Regulations, 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Non-Promoter- Non Public Shareholding (C)=(C)(1)+(C)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

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

9. The shareholding pattern of our Promoters and Promoters' Group and public before and after the Issue:

S. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity Shares	As a % of Issued Capital*	No. of equity Shares	As a % of Issued Capital*
Promoters					
1.	Mr. Vikas	87,35,000	67.83	[●]	[●]
2.	Mrs. Shalini	11,34,200	8.81	[●]	[●]
Total – A		98,69,200	76.64	[●]	[●]
Promoters' Group					
1.	Nil	-	-	[●]	[●]
Total - B		-	-	[●]	[●]
Total Promoters and Promoters' Group (A+B)		98,69,200	76.64	[●]	[●]
Public					
1.	Public	30,07,600	23.36	[●]	[●]
Total - C		30,07,600	23.36	[●]	[●]
1.	Initial Public Issue – Public	-	-	55,00,000	[●]
Total - D		-	-	[●]	[●]
Total Public (C+D)		30,07,600	23.32	[●]	[●]
Grand Total (A+B+C+D)		1,28,76,800	100.00	[●]	[●]

*Round off.

10. Details of Major Shareholders:

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

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Pre-Issue Equity Share Capital (%)
1.	Mr. Vikas	87,35,000	67.84
2.	Mrs. Shalini	11,34,200	8.81
3.	Negen Undiscovered Value Fund	2,12,000	1.65
4.	Mr. Sukhbir Singh Bhatia	5,25,000	4.08
5.	Mr. Ankit Mittal	2,35,000	1.82
6.	Mr. Manish Mittal	2,10,000	1.63
7.	Mr. Vineet Kumar	1,70,000	1.32
8.	Ageless Capital and Finance Pvt. Ltd.	1,40,000	1.09
Total		1,13,61,000	88.24

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

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Pre-Issue Equity Share Capital (%)
1.	Mr. Vikas	87,35,000	67.84
2.	Mrs. Shalini	11,34,200	8.81
3.	Negen Undiscovered Value Fund	2,12,000	1.65
4.	Mr. Sukhbir Singh Bhatia	5,25,000	4.08
5.	Mr. Ankit Mittal	2,35,000	1.82
6.	Mr. Manish Mittal	2,10,000	1.63
7.	Mr. Vineet Kumar	1,70,000	1.32
8.	Ageless Capital and Finance Pvt. Ltd.	1,40,000	1.09
Total		1,13,61,000	88.24

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

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Issue Equity Share Capital (%)
1.	Mr. Vikas	60,000	57.14
2.	Mrs. Shalini	10,000	9.52
3.	IVSS Education (OPC) Pvt. Ltd.	35,000	33.33
Total		1,05,000	100.00

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

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Issue Equity Share Capital (%)
1.	Mrs. Shalini	4,999	99.98
Total		4,999	99.98

11. Except as stated in this Draft Red Herring Prospectus, our Company has not made any public issue (including any Further Issue to the public) since its incorporation.
12. Our Company has not issued any warrants, convertible debentures, loan or any other instrument which would entitle the shareholders to equity shares upon exercise or conversion.
13. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Draft Red Herring Prospectus.
14. Except as disclosed in this Draft Red Herring Prospectus, our Company does not have any intention or proposal to alter our capital structure within a period of 6 Months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, Fresh, further public issue or qualified institutions placement or otherwise. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
15. **Except as stated below, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company.**

S. No.	Name	Designation	No. of Equity Shares held
1.	Mr. Vikas	Chairman and Managing Director	87,35,000
2.	Mrs. Shalini	Non-Executive Director	11,34,200
3.	Mr. Sukhbir Singh Bhatia	Non-Executive Director	5,25,000
4.	Mr. Vishwanathan	Chief Financial Officer and Chief Executive Officer	400

16. Shareholding of our Promoters:

As on the date of this Draft Red Herring Prospectus, our Promoters hold 76.64% of the pre- Issued, subscribed and paid-up Equity Share capital of our Company.

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

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition / Transfer Price	Cumulative No. of shares	% of Pre Issue Equity Share Capital*	% of Post Issue Equity Share Capital*	Source of Funds
MR. VIKAS									
April 25 th , 2022	Issue	Cash	60,000	100	100	60,000	0.46	[●]	Owned Fund
June 16 th , 2023	Transfer	Cash	(18,000)	100	100	42,000	(0.13)	[●]	Owned Fund
January 09 th , 2024	Acquisition	Cash	35,000	100	100	77,000	0.27	[●]	Owned Fund
January 09 th , 2024	Acquisition	Cash	8,050	100	100	85050	0.06	[●]	Owned Fund
April 06 th , 2024	Acquisition	Cash	2,100	100	100	87,150	0.01	[●]	Owned Fund
April 06 th , 2024	Acquisition	Cash	200	100	100	87,350	Negligible	[●]	Owned Fund
July 18 th , 2024	Split of share	-	-	10	-	8,73,500	6.10	[●]	-
March 05 th , 2024	Bonus Issue	Other than Cash	78,61,500	10	-	87,35,000	61.05	[●]	-
Total			87,35,000	-	-		67.83	[●]	-

*Round off.

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration (Cash / Other than Cash)	No. of Equity Shares	FV (₹)	Acquisition / Transfer Price	Cumulative No. of shares	% of Pre Issue Equity Share Capital*	% of Post Issue Equity Share Capital*	Source of Funds
MRS. SHALINI									
August 19 th , 2019	Subscriber to Memorandum	Cash	4,999	100	100	4,999	0.03	[●]	Owned Fund
April 25 th , 2022	Acquisition	Cash	1	100	100	5,000	Negligible	[●]	Owned Fund
April 25 th , 2022	Further Issue	Cash	5000	100	100	10,000	0.03	[●]	Owned Fund
June 16 th , 2023	Acquisition	Cash	18,000	100	100	28,000	0.13	[●]	Owned Fund
June 16 th , 2023	Acquisition	Cash	35,000	100	100	63,000	0.27	[●]	Owned Fund
January 09 th , 2024	Transfer	Cash	(35,000)	100	100	28,000	(0.27)	[●]	-
January 09 th , 2024	Transfer	Cash	(8,050)	100	100	19,950	(0.06)	[●]	-
January 09 th , 2024	Transfer	Cash	(5,250)	100	100	14,700	(0.04)	[●]	-
January 09 th , 2024	Transfer	Cash	(2,100)	100	100	12,600	(-0.01)	[●]	-
January 09 th , 2024	Transfer	Cash	(1,046)	100	100	11,554	Negligible	[●]	-

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration (Cash /Other than Cash)	No. of Equity Shares	FV (₹)	Acquisition / Transfer Price	Cumulative No. of shares	% of Pre Issue Equity Share Capital*	% of Post Issue Equity Share Capital*	Source of Funds
MRS. SHALINI									
January 09 th , 2024	Transfer	Cash	(1,046)	100	100	10,508	Negligible	[●]	-
January 09 th , 2024	Transfer	Cash	(4)	100	100	10,504	Negligible	[●]	-
January 09 th , 2024	Transfer	Cash	(4)	100	100	10,500	Negligible	[●]	-
March 14 th , 2024	Acquisition	Cash	842	100	100	11,342	Negligible	[●]	Owned Fund
June 22 nd , 2024	Split of Share	-	-	10	-	1,13,420	0.79	[●]	-
August 05 th , 2024	Bonus Issue	Other than Cash	10,20,780	10	-	11,34,200	7.92	[●]	-
Total			11,34,200	-	-	-	8.81	[●]	-

*Round off.

Notes:

- None of the shares belonging to our Promoters have been pledged till date.
- The entire Promoters' shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Draft Red Herring Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- Our Promoters have confirmed to the Company and the Book Running Lead Manager that, the Equity Shares held by our Promoters have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
- All the shares held by our Promoters, were fully paid-up on the respective dates of acquisition of such shares.

17. The Average Cost of acquisition of or Subscription to Equity Shares by our Promoters is sent forth in the table below:

S. No.	Name of Promoter	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) ^{(1)&(2)}
1.	Mr. Vikas	87,35,000	1.00
2	Mrs. Shalini	11,34,200	1.00

⁽¹⁾The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Draft Red Herring Prospectus.

⁽²⁾Based on Certificate issued by our Peer Review Auditors M/s. S. N. Shah & Associates, Chartered Accountants vide their certificate dated November 11th, 2024 having UDIN: 24144892BKAVVI7037.

18. Our Company has 82 (Eighty-Two) Shareholders, as on the date of this Draft Red Herring Prospectus.

19. Except as stated below none of the members of the Promoters, Promoters Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of this Draft Red Herring Prospectus except as mentioned below:

Date of Transaction	Name of Transferor	Name of Transferee	No. of Shares	Price per Share (₹)	Nature of Transaction	Nature of Consideration*
April 06 th , 2024	Ms. Mini	Mr. Vikas	2,100	100	Transfer	Cash
April 06 th , 2024	Bajrang	Mr. Vikas	200	100	Transfer	Cash

20. None of the members of the Promoters Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
21. As on the date of the Draft Red Herring Prospectus, our Promoters and Promoters' Group hold total 98,69,200 Equity Shares representing 76.64% of the pre-issue paid up share capital of our Company.

22. Details of Promoter's Contribution Locked-in for Three Years

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

As on the date of this Draft Red Herring Prospectus, our Promoters hold 98,69,200 Equity Shares constituting [●]% of the Post-Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoter's contribution.

Our Promoters have given written consent to include [●] Equity Shares held by them and subscribed and held by them as part of Promoter's Contribution constituting [●]% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/transfer and made fully paid up	No. of Equity Shares locked-in ^{*(1)(2)(3)}	Face Value Per Share (₹)	Issue/Acquisition/Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Lock in Period
[●]	[●]	[●]	[●]	[●]	[●]	[●]

*Assuming full subscription to the Issue.

(1) For a period of three years from the date of allotment. Details to be inserted in the Prospectus;

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

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

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "**Promoters**" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoter's Contribution as per Regulation 237 of the SEBI (ICDR) Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of commencement of commercial production or date of allotment of Equity Shares in this issue.

No Equity Shares proposed to be locked-in as Minimum Promoter's Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoter's contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

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 utilized as stated in the offer document, is expected to commence. In our case, the company is going to utilize proceeds of issue towards existing projects of the company. Therefore, Minimum Promoters' Contribution shall be locked for a period of 3 years from date of allotment in Initial Public Issue. We further confirm that Minimum Promoters' Contribution of 20.00% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund. The Minimum Promoters' Contribution has been brought into to the extent of not less than the 20.00% of the Post Issue Capital and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018. The lock-in of the Minimum Promoters' 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 Minimum Promoters' Contribution are as follows:

Eligibility of Share for “Minimum Promoters Contribution” in terms of clauses of Regulation 237 of SEBI (ICDR) Regulations, 2018:

Reg. No.	Promoters' Minimum Contribution Condition	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 which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets: Hence Eligible.
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 promoters' contribution.	The minimum Promoter's contribution does not consist of such Equity Shares: Hence Eligible.
237 (1) (b)	Specified securities acquired by the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer. Provided that nothing contained in this clause shall apply: i. if the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, as applicable, pay to the issuer the difference between the price at which the specified securities are offered in the initial public offer and the price at which the specified securities had been acquired; ii. if such specified securities are acquired in terms of the scheme under sections 230 to 234 of the Companies Act, 2013, as approved by a High Court or a tribunal, as applicable, by the promoters in lieu of business and invested capital that had been in existence for a period of more than one year prior to such approval; iii. to an initial public offer by a government company, statutory authority or corporation or any special purpose vehicle set up by any of them, which is engaged in the infrastructure sector.	The minimum Promoter's contribution does not consist of such Equity Shares: Hence Eligible.
237 (1) (c)	Specified securities allotted to the promoters and alternative investment funds 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 or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management; Provided that specified securities, allotted to the promoters against the 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: Hence Eligible.

Reg. No.	Promoters' Minimum Contribution Condition	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoter's has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares: Hence Eligible.

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself.

Our Company shall ensure that the Equity Shares held by the Promoters / members of the Promoters' Group are in already dematerialized.

23. Lock in of Equity Shares held by Promoter in excess of Minimum Promoters' contribution:

In addition to Minimum Promoter' Contribution which shall be locked-in for three years, the balance [●] Equity Shares held by Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Issue as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

24. Lock in of Equity Shares held by Persons other than the Promoter:

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Issue. Accordingly [●] Equity shares held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Issue.

25. Inscription or Recording of non-transferability:

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.

26. Other requirements in respect of lock-in:

- a. In terms of Regulation 242 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
- b. In terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

Further in terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

27. None of our Promoters, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus/ Red Herring Prospectus / Prospectus.
28. Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and / or stand by arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
29. As on the date of filing of the Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person, any option to acquire our Equity Shares after this Initial Public Issue.

30. As on the date of the Draft Red Herring Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.
31. Our Company has not raised any bridge loan against the proceeds of the Issue.
32. Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
33. As on the date of the Draft Red Herring Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
34. The BRLM i.e. Swastika Investmart Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of the Draft Red Herring Prospectus.
35. As per RBI regulations, OCBs are not allowed to participate in this Issue.
36. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares Issued have been listed or application moneys refunded on account of failure of Issue.
37. Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.
38. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
39. An over-subscription to the extent of 2% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 2% of the Net Issue. In such an event, the Equity Shares held by the Promoters is used for allotment and lock-in for three years shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
40. Since present issue is a Book Building issue, the allocation in the net Issue to the public category in terms of Regulation 253(1) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
 - a. Not less than thirty-five per cent to Retail Individual Investors;
 - b. Not less than fifteen per cent to Non-Institutional Investors;
 - c. Not more than fifty per cent to Qualified Institutional Buyers, five per cent of which shall be allocated to mutual funds.

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category.

Provided further that in addition to five per cent allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

41. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
42. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
43. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
44. As on the date of the Draft Red Herring Prospectus, Our Company has not issued any equity shares under any employee Stock option scheme and we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme.

45. There are no Equity Shares against which depository receipts have been issued.
46. Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of the Draft Red Herring Prospectus.
47. We have 82 (Eighty-Two) Shareholders as on the date of filing of the Draft Red Herring Prospectus.
48. There are no safety net arrangements for this Public Issue.
49. Our Promoters and Promoter Group will not participate in this Issue.
50. Except as disclosed in the Draft Red Herring Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of the Draft Red Herring Prospectus.
51. No person connected with the Issue shall issue any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
52. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

SECTION VII – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue constitutes a public Issue upto 55,00,000 Equity Shares of our Company at an Issue Price of ₹[●]/- per Equity Share.

FRESH ISSUE

The Issue Proceeds from the Fresh Issue will be utilized towards the following objects:

1. Setting Up of New Units, Data Centers and Points of Presence (PoPs);
 2. To Meet Incremental Working Capital Requirement;
 3. Full or part repayment and /or prepayment of Loans;
 4. General Corporate purpose.
- (Collectively referred as the “objects”)*

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the Emerge Platform of NSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company. Our company offers telecom services like Internet Services, Managed IT Services and Telecom Infra Services.

The objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association. To plan, install, operate, provide and maintain all types of local, national communication and telecommunication networks, systems, services, in India or elsewhere including but not limited to basic/fixed line services, cellular/mobile services, wireless services, satellite services and other telephony or communications services, value added voice, video and data services, 4G, 5G Towers, new business services related thereto, message relay, facsimile, electronic mail services, television, tele-computing, telematics, audio and video conferencing services, maritime and aeronautical communication services, paging, videotext, audio text, voice mail, data systems, private switching network services, leased line communication services, broadband services, transmission networks of all types including computer networks, intelligent networks, globally managed data networks, international gateway networks and related services, data transmission, information technology enabled and related services, cloud services, managed services, customer care centres, customer relationship management, multimedia services, data centre services, whether separately or converged together, and to procure all such licenses, authorizations, sanctions, registrations, approvals and permissions from the relevant authorities as may be required from time to time for provision and carrying out of such services, activities and businesses, and to secure any renewals, extensions for all such licenses, authorizations, sanctions, registrations, approvals and permissions.

REQUIREMENTS OF FUNDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹[●] Lakhs (the “Net Issue Proceeds”). The following table summarizes the requirement of funds:

Particulars	Amount (₹ in) Lakhs
Gross Issue Proceeds	[●]
Less: Public Issue Related Expenses	[●]
Net Issue Proceeds	[●]

UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

S. No.	Particulars	Amount (₹ in) Lakhs	% of Gross Issue Proceeds	% of Net Issue Proceeds
1.	Setting Up of New Units, Data Centers and Points of Presence (PoPs)	3,289.40	[●]	[●]
2.	To Meet Incremental Working Capital Requirements.	2,160.00	[●]	[●]
3.	Full or part repayment and /or prepayment of Loan	902.13	[●]	[●]
4.	General Corporate purpose*	[●]	[●]	[●]
Net Issue Proceeds		[●]	[●]	[●]

**To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*

MEANS OF FINANCE

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

S. No.	Particulars	Amount Required (₹ in Lakhs)	From IPO Proceeds	Internal Accruals / Equity / Reserves / Balance from Long/Short Term Borrowing
1.	Setting Up of New Units, Data Centers and Points of Presence (PoPs)	3,289.40	3,289.40	-
2.	To Meet Incremental Working Capital Requirements	7,117.25**	2,160.00	4,957.25
3.	Full or part repayment and /or prepayment of loan	902.13	902.13	-
4.	General Corporate purpose*	[●]	[●]	[●]
5.	Public Issue Related Expenses*	[●]	[●]	[●]
	Total	[●]	[●]	[●]

*To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

**Assuming for the financial years 2024-25 and 2025-26.

Accordingly, we confirm that we are in compliance with the requirement to make the firm arrangement of finance under Regulation 230(1) (e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) - Noted for Compliance.

The fund requirement and deployment is 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 recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in 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 the Section titled "**Risk Factors**" beginning on page no. 20 of this Draft Red Herring Prospectus.

DETAILS OF USE OF ISSUE PROCEEDS

1. SETTING UP OF NEW UNITS, DATA CENTERS AND POINTS OF PRESENCE (POPs):

HCIN Networks Limited (HCIN) offerings Internet Leased Lines, Business Broadband, Software Defined WAN (SD-WAN), Managed IT Infrastructure, Remote IT Support, Data Center Management, Ground Tower Construction, Solar Upgrades, Overhead Fiber Networks, and FTTH (Fiber to the Home) Networks. The company operates its operation from Haryana, Karnataka, Telangana and Gurgaon.

Considering the current constraints and future expectations, we plan to expand our presence across major metropolitan cities. In line with its growth strategy, HCIN plans to open new offices and establish data centres in key metro areas to enhance its service delivery and meet the increasing demand for digital infrastructure. These new facilities will enable HCIN to offer more localized support and cutting-edge telecom infrastructure, including scalable connectivity solutions, robust data storage, and managed IT services. The new offices will act as strategic hubs, enabling HCIN to better serve a

growing client base across various sectors, all of which require secure, high-speed internet and reliable IT solutions. The new data centres will be equipped with the latest technologies, offering high-performance, secure, and resilient infrastructure to support business-critical applications and cloud solutions.

BREAKUP OF PROPOSED INVESTMENT:

(Rs. in Lakhs)

S. No.	Particulars	Amount
1.	Civil Interior Fit Out Work	419.40
2.	Construction of Data Centers	732.00
3.	Setup a Points of Presence (PoPs)	2,138.00
Total		3,289.40

To meet the financial requirements for above object, management has decided that ₹ 3,289.40 Lakhs of total finance will use from the equity received and object mention during Initial Public Offering (IPO) and any additional expenses apart from mentioned above shall be incurred by the company from internal accrual or other sources.

A. SETUP OF NEW PREMISES:

The company is planning to expand its operations by opening new offices and data centres in various metro cities. Total amount required is ₹ 3,289.40 Lakhs. This strategic move aims to enhance its service delivery, provide localized support, and strengthen its infrastructure in key urban markets. The new facilities will enable the company to meet the growing demand for advanced telecom services and IT solutions, while also positioning it to better serve its customers with cutting-edge technologies and reliable, high-performance infrastructure across these major cities.

City	Delhi – NCR	Bangalore	Mumbai	Hyderabad	Chennai	Kolkata
Total Count of Office and Data Centers	1	1	1	1	1	1
Location for Office and Data Centers	Noida sector 132	Electronic City	Navi Mumbai	Gowchibolli	Guindy	New Town
Reason to choose the Locations	Upcoming data center hub and strategic location with respect to connectivity to all the POP and availability of strong backhaul connectivity.	Strategic location with ring connectivity from rest of the DC in Bangalore. Scalable and upcoming good location.	Well developed and planned area. Destination for most of the big corporate. Strong and robust Under Ground fiber network and connectivity with almost all the other DC in Mumbai.	Best IT park in hyderabad with presence of all the DC and Telco. Good conenctivity through Nehru ring road and robust Underground fiber infrastructure.	Prxomity to the city center and OMR both and surrounded by other IT parks.Strong and robust UG fiber network and connectivity with almost all the other DC.	Startigicall located, away from croded places and well conected infrastructrue along with presence of other big DC.
Required Space for Office and Data Centers	5,000 Sq. Ft.	5,000 Sq. Ft.	5,000 Sq. Ft.	5,000 Sq. Ft.	5,000 Sq. Ft.	5,000 Sq. Ft.
Rent per sq. feet (in Rs.) (Approx.)	60/- - 70/-	60/- - 70/-	80/- - 90/-	70/- - 80/-	65/- - 75/-	50/- - 60/-

B. CIVIL INTERIOR FIT OUT WORK:

The company is planning to expand its operations by opening new offices. The total cost for the Civil Interior Fit out Work for all the premises i.e. 6 amounting to ₹ 419.40 Lakhs. Details regarding the civil work are mentioned below:

S. No.	Particulars	Area	Rate/Sq. Ft. (Amount in ₹)	Total Amount (₹ in Lakhs)
A.	Dismantling Work			
B.	All Interior work Fit out Details as given below			
1.	Flooring in Tile 2'x2'			
2.	False Ceiling work Gyp as per design approved			
3.	Partition work (Glazed and wooden partitions)			
4.	Wooden Paneling work in Veneer finish			
5.	PU polish			
6.	Wall Paper			
7.	Loose Furniture all Type (Work station, Meeting Room, Reception Desk, Manager Cabin Table, Sofa Seater, all completed as per standard	3,000 Sq. Ft.	2,330/-	69.90
8.	Conference room table 10 seater in Italian top finish as per approved drawing and design			
9.	All type of Door including main Door			
10.	All type of Civil work (Pentry etc.)			
11.	Electrical work (Interior up to DB with Main cable) with Light Fixtures			
12.	Low side (Data, Voice, with rack), Speaker.			
13.	CCTV, Fire (Smoke Deducator), Bio Metric, Access control			
14.	HVAC with Low side			
15.	Decorative items (Plantation), branding			
16.	Paint work			
17.	Blinds			
Total Cost for 1 Premise		3,000 Sq. Ft.	2,330/-	69.90
Number of Premises		6.00		
Total Cost for Civil Interior Fit out Work for 6 Offices		419.40 Lakhs		

Note:

- The above quote was received by the company from GVD Engineers and Contractor, dated 23rd August, 2024 which will be valid for 6 Months from the date of issue;
- The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of civil work to be incurred by us at the actual time of expense, resulting in increase in the estimated cost.
- Quotation received from the vendor mentioned above is valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with the above vendor and there can be no assurance that the same vendor would be engaged at the time of actual expenses.
- The above cost are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of events, in the best interest of the company) at the time of actual expenses. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual expenses, to meet the cost of such other expenses, as required.
- The said Vendor is not related to Company, Promoters, Promoter Group and Directors.

C. CONSTRUCTION OF DATA CENTERS:

The company is planning to expand its operations by opening new offices and Data Centers. The total cost for Construction of Data Centers for all the premises i.e. 6 amounting to ₹ 732.00 Lakhs. Details regarding the Data Centers Construction work are mentioned below:

S. No.	Particulars	Area	Rate/Sq. Ft. (Amount in ₹)	Total Amount (₹ in Lakhs)
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1.	Server Racks for IT Load (Load per Rack)	2,000 Sq. Ft.	6,100/-	122.00
2.	Telecom Racks			
3.	Network Racks			
4.	Network active switches			
5.	Layer 2 & Layer 3 switches			
6.	Routers			
7.	24 port Jack panels			
8.	LIUs			
9.	UPS & Batteries & UPS Racks AC & DC			
10.	High side Equipments including Distribution Panels			
11.	Electrical & HVAC Cooling system with auto change over between DG & Grid system			
Total Cost for 1 Premise		2,000 Sq. Ft.	6,100/-	122.00
Number of Premises		6.00		
Total Cost for Construction of Data Centers for 6 Premises		732.00 Lakhs		

Note:

- The above quote was received by the company from GVD Engineers and Contractor, dated 23rd August, 2024 which will be valid for 6 Months from the date of issue;
- The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequently upon which, there could be a possible escalation in the cost of civil work to be incurred by us at the actual time of expense, resulting in increase in the estimated cost.
- Quotation received from the vendor mentioned above is valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with the above vendor and there can be no assurance that the same vendor would be engaged at the time of actual expenses.
- The above cost are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of events, in the best interest of the company) at the time of actual expenses. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual expenses, to meet the cost of such other expenses, as required.
- The said Vendor is not related to Company, Promoters, Promoter Group and Directors.

D. SETUP OF POINTS OF PRESENCE (POPS):

Furthermore, our company is planning a significant expansion by establishing 100 Points of Presence (PoPs) across key metro cities, including Delhi-NCR, Bengaluru, Mumbai, Hyderabad, Chennai and Kolkata where our Data Centers are about to establish. These PoPs will serve as strategic network access points, enhancing the company's ability to provide seamless and high-performance telecom and IT services across these critical regions. Total Cost for setting up a PoPs will be approximately ₹ 2,138.00 Lakhs, these PoPs will play a vital role in extending the company's network reach ensuring improved connectivity and supporting the growing demand for reliable internet and IT infrastructure.

Details Regarding Points of Presence for all cities:

S. No.	Name of the City	Number of Points of Presence
1.	Delhi -NCR	38
2.	Bangalore	12
3.	Mumbai	16
4.	Hyderabad	10
5.	Chennai	12
6.	Kolkata	12
Total		100

Detail of the material use in the establishment of these PoPs are as follow:

Name of the Vendor	Particulars	Unit	Amount (₹ in Lakhs)
	Huawei switch s5735	1	0.30

Name of the Vendor	Particulars	Unit	Amount (₹ in Lakhs)
New Vision Network Solutions ⁽¹⁾	Mikrotic routers model-CCR2116-12G-4S+	1	0.74
	UPS: 1kv with 2 battery	1	0.204
	Rack: 9u	1	0.042
AMR Communication ⁽²⁾	Self-Support Galvanizing Tower 30 Mtr And Earthing	1	1.49
Reliable Services ⁽³⁾	Up to 48 Core Fiber Lying and Supply (Avg. 30 km per POP for POP to POP Ring connectivity + Telco BTS to our POP)	1	18.60
Total Cost for 1 PoP			21.38
Number of PoPs			100
Total Cost for 100 PoPs			2,138.00

Note:

- The above quote was received by the company from New Vision Network Solutions, dated 23rd August, 2024 which will be valid for 6 months from the date of issue;
- The above quote was received by the company from AMR Communication, dated 24th September, 2024 which will be valid for 180 days from the date of issue;
- The above quote was received by the company from Reliable Services, dated 23rd July, 2024 which will be valid for 6 months from the date of issue;
- The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of marketing and branding to be incurred by us at the actual time of expense, resulting in increase in the estimated cost.
- Quotation received from the vendor mentioned above is valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of the vendor and there can be no assurance that the same vendor would be engaged at the time of actual expenses.
- The above cost are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of events, in the best interest of the company) at the time of actual expenses. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual expenses, to meet the cost of such other expenses, as required.

Implementation Schedule

The proposed schedule of implementation as per the Detailed Project Report is as below:

Particulars	Estimated Commencement	Estimated Completion
Setup of New Premises	February, 2025	April, 2025
Civil Interior Fit out Work	April, 2025	August, 2025
Construction of Data Centers	April, 2025	August, 2025
Setup a Points of Presence (PoPs)	April, 2025	August, 2025

2. TO MEET INCREMENTAL WORKING CAPITAL REQUIREMENTS:

Our Company was incorporated with the object of install, operate, provide and maintain all types of local, national and international communication and telecommunication networks, systems, services, in India or elsewhere including but not limited to basic/fixed line services, cellular/mobile services, wireless services, satellite services and other telephony or communications services, value added voice, video and data services, 4G, 5G, 6G Towers etc. As on June 30th, 2024 Net Working Capital requirement of our Company on restated basis was ₹ 2,285.06 Lakhs as against March 31, 2024, 2023 and 2022 on restated basis was ₹ 1,379.31 Lakhs, ₹ 193.38 Lakhs and ₹ 31.83 Lakhs respectively. The Net Working capital requirements for the financial year 2024-25 and 2025-26 is estimated to be ₹ 3,360.66 Lakhs and ₹ 3,756.59 Lakhs respectively. The Company will meet the requirement to the extent of ₹ 2,160.00 Lakhs from the Net Proceeds of the Issue and balance from borrowings and internal accruals at an appropriate time as per the requirement. The company is planning a significant expansion by establishing 100 Points of Presence (PoPs) across key metro cities, including Delhi-NCR, Bengaluru, Mumbai, Hyderabad, Chennai, and Kolkata. These PoPs will serve as strategic network access points, enhancing the company's ability to provide seamless and high-performance telecom and IT services across these critical regions.

Details of Estimation of Working Capital requirement are as follows:

(₹ in Lakhs)

Particulars	As per Restated financial statement for				Projected	
	31 st March, 2022	31 st March, 2023	31 st March, 2024	30 th June, 2024	2025	2026
Inventories	57.86	88.56	570.08	594.65	400.22	406.87
Trade Receivables	92.06	299.03	892.19	1,070.93	2,196.94	2,457.70
Cash & Cash Equivalent	11.27	32.69	170.89	324.37	447.56	646.18
Short-term Loans and advances	91.66	123.92	226.82	814.59	754.89	791.95
Other Current Assets	-	-	31.84	44.19	48.61	53.47
Total Current Assets	252.85	544.19	1,891.82	2,848.73	3,848.19	4,356.16
Trade Payables	150.44	244.34	269.17	207.12	200.11	203.43
Other current liabilities	55.85	65.85	156.87	94.36	175.00	250.00
Short-term provisions	14.73	40.62	86.47	262.19	112.41	146.13
Total Current Liabilities	221.02	350.81	512.51	563.67	487.52	599.57
Net Working Capital	31.83	193.38	1,379.31	2,285.06	3,360.66	3,756.59
Sources of Funds						
Short Term Borrowing/ Internal Accruals	31.83	193.38	1,379.31	2,285.06	1,860.66	4,535.73
Proceeds from IPO	-	-	-	-	1,000.00	1,160.00
Total	31.83	193.38	1,379.31	2,285.06	3,360.66	3,756.59

Assumptions for working capital requirements:

Particulars	No. of outstanding or holding level for the (in Days)					
	2021-2022 (Restated)	2022-2023 (Restated)	2023-2024 (Restated)	30 th June, 2024 (Restated)	2024-25 (Projected)	2025-26 (Projected)
Trade Receivables	49	68	128	113	90	90
Trade Payables	103	73	120	76	45	45
Inventory	40	26	255	219	90	90

Justification for Holding

- Trade Receivables:** In the financial year 2022, our trade receivable period was 49 days, as the majority of our revenue came from ISP projects. Due to limited funding, we prioritized projects with shorter debtor days. By the financial year 2023, our trade receivables increased to 68 days, driven by revenue growth from a strong client base. Some of these clients required additional service evaluations and testing prior to payment approval, which extended our trade receivable period. In the financial year 2024, this period rose further to 128 days as we have onboarded some large telecom clients. The projects which have received from this client require multiple testing and approval stages, which increased the time for payment processing after project completion. In the first quarter of fiscal year 2025, ending in June 2024, our trade receivables period was at 113 days. Looking ahead to fiscal years 2025 and 2026, we are targeting a debtor holding period of approximately 90 days. Our company has planned for expansion into metropolitan cities and focus on serving larger corporate clients will involve setting a standard debtor cycle of 90 days. This strategy aims to strengthen our customer portfolio and support a healthier cash flow cycle, this will be enhancing our ability to manage projects effectively.
- Trade Payables:** In the financial year 2022, our trade payable period was 103 days, largely because most of our revenue came from ISP projects, and we opted to work with vendors offering extended payment terms. This approach allowed us to receive customer payments faster than our vendor payments were due, effectively supporting our working capital management. By financial year 2023, our trade payable period reduced to 73 days, as we continued partnering with vendors who offered favourable terms, following the same strategy to ensure smooth client interactions and efficient service delivery. In financial year 2024, our trade payable period increased to 120 days due to onboarding major telecom clients. These projects required extensive testing and multiple approval stages, which delayed payment processing post-project completion and contributed to the extended payable period. In the first quarter of financial year 2025, ending in June 2024, our trade payable period was 76 days. Looking forward, as we expand with new offices in metropolitan cities and seek to serve larger corporate clients, we aim to reduce creditor

days to take advantage of supplier discounts and improve purchasing efficiency. This will lower costs, allowing us to offer competitive service rates, giving us an edge over competitors and helping secure additional customer orders. For fiscal years 2025 and 2026, we plan to maintain a trade payable period of approximately 45 days.

3. **Inventory:** In the financial year 2022, our inventory period was 40 days, as most of our revenue was generated from ISP projects that required minimal inventory for operations. By financial year 2023, our inventory period decreased to 26 days, reflecting effective inventory management as we focused primarily on ISP services. However, in financial year 2024, our inventory period increased substantially to 255 days due to the execution of major telecom projects, including tower installations and ISP services across multiple sites. These projects demanded significant inventory to meet project requirements. In the first quarter of financial year 2025, ending in June 2024, our inventory period was at 219 days. For fiscal years 2025 and 2026, we expect to maintain an inventory period of approximately 90 days. Initially, our inventory days were higher to support the supply chain needs of our tower setup operations. However, we plan to optimize our inventory management, leading to a reduction in inventory days and an improvement in cash flow.

Component of Working Capital	Particulars
Inventories	Inventory is the raw materials used to produce goods as well as the goods that are available for sale. It is classified as a current asset on a company's balance sheet. The three types of inventory include raw materials, work-in-progress, and finished goods.
Trade Receivables	Trade receivables represent the money that customers owe a business for goods or services they've purchased. It's similar to a running tab between the business and its customers. This outstanding amount is recorded on the company's balance sheet, which serves as its financial report card. Offering credit is a common practice for businesses that sell to other businesses.
Cash & Cash Equivalent	Cash and cash equivalents include balances in current accounts and cash in hand. Cash and Cash Equivalent balance is estimated based on previous years outstanding amount and for expected Business requirement of company.
Short Term Loans and Advances	Loans and advances mainly include Deposits, investment in other parties and Advance Salary, other advances. Loans and advances is estimated based on previous years outstanding amount and for expected Business requirement of company.
Other Current Assets	Other Current Assets mainly include Balance with Revenue Authorities, others assets. Other Current Assets is estimated based on previous years outstanding amount and for expected Business requirement of company.
Trade Payables	Trade payables refer to the amounts a business owes to its suppliers for goods or services it has received but not yet paid for. These liabilities are recorded on the balance sheet as short-term obligations and are typically due within a specified period.
Other Current Liabilities	Other Current Liabilities mainly include Statutory dues payable to government and expense & Other payables. Other current liabilities is estimated based on previous years outstanding amount and for expected Business requirement of company.
Short-Term Provisions	Short-term provisions mainly include Provision for income tax and current provision of salary expenses. Short-term provisions is estimated based on previous years outstanding amount and for expected Business requirement of company.

3. FULL OR PART REPAYMENT AND /OR PREPAYMENT OF LOAN

Our business is capital intensive and we avail majority of our fund based and non-fund-based facilities in the ordinary course of business from various banks and financial institutions. For further details of the loans availed by our Company, refer to section titled **“Restated Financial Statements”** beginning on page no. 151 of this Prospectus.

As of June 30th, 2024 our Company had a total outstanding indebtedness from banks and other sources amounting to ₹ 1,404.84 Lakhs. We propose to utilize ₹ 902.13 Lakhs from the Net Proceeds towards the repayment/prepayment of certain Secured/Unsecured Loans of ICICI Bank Limited, HDFC Bank Limited, Ugro Capital Limited, Deutsche Bank and IndusInd Bank Limited availed by our Company.

We believe that reducing our indebtedness will result in an enhanced equity base, assist us in maintaining a favorable debt-equity ratio in the near future and enable utilization of our accruals for further investment in business growth and expansion. In addition, we believe that the leverage capacity of our Company will improve significantly to raise further resources in

the future to fund our potential business development opportunities and plans to grow and expand our business in the coming years.

The following table provides details of certain loans availed by our Company, which we may repay/ pre-pay, from the Net Proceeds, without any obligation to any particular bank. The company proposes to repay the Secured Loans of the company.

Particulars	Loan 1
Name of the Lender	ICICI Bank Limited
Nature of Facility	Working Capital Facilities
Security, if any	Note 1a
Initial date of sanction/ date of amount received	July 31 st , 2024
Sanctioned amount (Rs. In Lakhs)	990.00
Amount Outstanding (as on October 20 th , 2024) (Rs. in Lakhs)	838.08
Rate of Interest (%)	Repo Rate is 6.50 and Spread is 3.00.
Tenure (in Month)	12
Purpose of raising the loan	Working Capital Facilities
Repayment from the Net Proceeds of the Issue (Rs. In Lakhs)	Rs. 838.08
Prepayment Clause (if any) (%)	NA

Secured Loan:

Note: 1a

ICICI Bank Limited

Security Details	Time for Security Creation
Primary Security	Hypothecation of the Firms entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other moveable's including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the Bank.
Guarantees	Personal Guarantee by Mr. Vikas and Mrs. Shalini, Promoters of the Company.

Particulars	Loan 2
Name of the Lender	HDFC Bank Limited
Nature of Facility	Business Loan
Security, if any	-
Initial date of sanction/ date of amount received	March 16 th , 2023
Sanctioned amount (Rs. In Lakhs)	30.00
Amount Outstanding (as on October 20 th , 2024) (Rs. in Lakhs)	15.89
Rate of Interest (%)	15.50
Tenure (in Month)	36
Purpose of raising the loan	Business Use
Repayment from the Net Proceeds of the Issue (Rs. In Lakhs)	15.89
Prepayment Clause (if any) (%)	NA

Particulars	Loan 3
Name of the Lender	Ugro Capital Limited
Nature of Facility	Business Loan
Security, if any	-
Initial date of sanction/ date of amount received	April 28 th , 2023
Sanctioned amount (Rs. In Lakhs)	17.20
Amount Outstanding (as on October 20 th , 2024) (Rs. in Lakhs)	10.16
Rate of Interest (%)	17.00
Tenure (in Month)	36 Month
Purpose of raising the loan	Business Use
Repayment from the Net Proceeds of the Issue (Rs. In Lakhs)	10.16
Prepayment Clause (if any) (%)	-

Particulars	Loan 4
Name of the Lender	Deutsche Bank
Nature of Facility	Business Loan
Security, if any	-
Initial date of sanction/ date of amount received	January 31 st , 2024
Sanctioned amount (Rs. In Lakhs)	30.00
Amount Outstanding (as on October 20 th , 2024) (Rs. in Lakhs)	24.64
Rate of Interest (%)	EBTL: 6.90 Plus Spread: 10.10 = 17.00
Tenure (in Month)	36
Purpose of raising the loan	Medium term working capital
Repayment from the Net Proceeds of the Issue (Rs. In Lakhs)	24.64
Prepayment Clause (if any) (%)	-

Particulars	Loan 5
Name of the Lender	IndusInd Bank Limited
Nature of Facility	Business Loan
Security, if any	-
Initial date of sanction/ date of amount received	March 04 th , 2023
Sanctioned amount (Rs. In Lakhs)	25.00
Amount Outstanding (as on October 20 th , 2024) (Rs. in Lakhs)	13.36
Rate of Interest (%)	16.50
Tenure (in Month)	36
Purpose of raising the loan	Business Use
Repayment from the Net Proceeds of the Issue (Rs. In Lakhs)	13.36
Prepayment Clause (if any) (%)	-

4. GENERAL CORPORATE PURPOSE:

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy ₹ [●] Lakh towards the general corporate purposes to drive our business growth. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purpose subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

1. Strategic Initiatives;
2. Funding growth opportunities;
3. Meeting expenses incurred by our Company in the ordinary course of business or other uses or contingencies;
4. Brand building and strengthening of marketing activities and Products of the our Company in domestic or International market;
5. On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “GENERAL CORPORATE PURPOSES” and the business requirements of our Company from time to time. We in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above in any permissible manner. We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose.

Further, we confirm that the amount for general corporate purposes, as mentioned in this Draft Red Herring Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

5. ISSUE RELATED EXPENSES

The total expenses of the Issue are estimated to be approximately ₹ [●] Lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

Expenses	Expenses (₹ in Lakh)	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Book Running Lead Manger Fees	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable Advertising and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor and Legal Advisor	[●]	[●]	[●]
Fees Payable to Market Maker (for One Year).	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	100.00	[●]

Notes:

1. SCSBs will be entitled to a processing fee of ₹ 10/- per Application Form for processing of the Application Forms only for the Successful Allotments procured by other Application Collecting Intermediary and submitted to them;
2. Selling commission payable to Registered Broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be 0.01% on the Allotment Amount;
3. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them;
4. Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹50,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹50,000/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.
5. 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 02nd, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16th, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20th, 2022;
6. Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

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

S. No.	Particulars	Total Estimated Cost (₹ in Lakhs)	Amount to be funded from the Net Issue Proceeds (₹ in Lakhs)	Amount already deployed (₹ in Lakhs)	Estimated Utilization of Net Proceeds (₹ in Lakhs) upto Financial year (2024-25)*	Estimated Utilization of Net Proceeds (₹ in Lakhs) upto Financial year (2025-26)*
1.	Setting Up of New Units, Data Centers and Points of Presence (PoPs)	3,283.26	3,283.26	-	3,283.26	-
2.	To Meet Incremental Working Capital Requirements	7,117.25**	2,160.00	-	1000.00	1,160.00
3.	Full or part repayment and /or prepayment of loan	902.13	902.13	-	902.13	-
4.	General Corporate purpose*	[●]	[●]	[●]	[●]	[●]
5.	Public Issue Related Expenses*	[●]	[●]	[●]	[●]	[●]
Total		[●]	[●]	[●]	[●]	[●]

*To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net issue Proceeds in the subsequent Financial years towards the Object.

***Assuming for the financial years 2024-25 and 2025-26.*

APPRAISAL REPORT

None of the objects for which the Issue Proceeds will be utilized have been financially appraised by any financial institutions/banks.

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Proceeds of the Issue.

INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 10,000 Lakhs. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

VARIATION IN OBJECTS

In accordance with Section 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 authorized 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 proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Business Overview**” and its financial statements under the section titled “**Restated Financial Statements**” beginning on page no. 20, 106, and 151 respectively of the 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.

The Issue Price will be determined by our Company in consultation with the BRLM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10/- each and the Issue Price is [●] times of the face value.

QUALITATIVE FACTORS

We believe the following business strengths allow us to successfully compete in the industry:

- Experienced Promoter and Management Team
- Efficient Business Model
- Established relationship with our client

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Business Overview**” beginning on page no. 106 of this Draft Red Herring Prospectus.

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Restated Financial Statements**” on page no. 151 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

Some of the information presented below relating to our Company is based on the Restated Consolidated Financial Information prepared in accordance with the SEBI ICDR Regulations. For details, see “**Restated Financial Statements**” on page no. 151 of Draft Red Herring Prospectus.

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

1. Basic & Diluted Earnings per share (EPS) (Face value of ₹ 10 each):

F.Y./ Period	Basic & Diluted (₹)	Weights
Financial Year ending March 31, 2024	5.52	3
Financial Year ending March 31, 2023	0.00	2
Financial Year ending March 31, 2022	0.09	1
Weighted Average	2.78	6
Financial period from April 01, 2024 to June 30, 2024	1.54	

Note:

- The figures disclosed above are based on the restated consolidated financial statements of the Company.
- Face Value of Equity Share is ₹ 10/-
- Earnings per Share has been calculated in accordance with Accounting Standard 20 “Earnings per Share” issued by the Institute of Chartered Accountants of India.
- Basic Earnings per Equity Share (₹) & Diluted Earnings per Equity Share (₹) = Restated Consolidated profit for the period/year divided by Weighted average number of equity shares outstanding during the period/year (Post split and Bonus).
- Weighted Average = Aggregate of year wise weighted EPS divided by the aggregate of weights i.e. (EPS x weight) for each year / Total weights.

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

Particulars	P/E at the Floor Price (number of times)*	P/E at the Cap Price (number of times)*
P/E ratio based on the Basic & Diluted EPS, as per the Restated Consolidated Financial Information for the year ended March 31, 2024	[●]	[●]
P/E ratio based on the Weighted Average EPS, as restated per the Restated Consolidated Financial	[●]	[●]

Particulars	P/E at the Floor Price (number of times)*	P/E at the Cap Price (number of times)*
Information		

*Will be included in the Prospectus

3. Industry P/E ratio*

Industry P/E Ratio*	(P/E) Ratio
Highest	31.08
Lowest	15.09
Industry Average	27.90

*For the purpose of industry, we have considered those companies which are engaged in the similar line of business segment as of our Company, however, they may not be exactly comparable in terms of product portfolio or the size of our Company. The peers have been included for the purpose of broad comparison.

*The industry high and low has been considered from the industry peer set. The industry Average has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.

4. Return on Net worth (RoNW)

F.Y / Period	RONW (%)	Weights
Year ending March 31, 2024	40.06	3
Year ending March 31, 2023	0.21	2
Year ending March 31, 2022	75.24	1
Weighted Average	32.64	
Financial period from April 01, 2024 to June 30, 2024	8.18	

Notes:

- The figures disclosed above are based on the Restated Consolidated Financial Statements of the Company.
- The RoNW has been computed by dividing restated consolidated net profit after tax with restated consolidated Net worth as at the end of the year/period
- 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.

5. Net Asset Value (NAV) per Equity Share:

Particulars	NAV per equity share (₹)*
Financial Year ended March 31, 2022	0.12
Financial Year ended March 31, 2023	0.90
Financial Year ended March 31, 2024	13.79
Financial period from April 01, 2024 to June 30, 2024	18.84
After the Completion of the Issue:	
- At Floor Price	[•]
- At Cap Price	[•]
- At Issue Price ⁽²⁾	[•]

*The above NAV has been calculated based on weighted number of shares outstanding at the end of the respective year/period (Post split and Bonus).

Notes:

- NAV per share = Restated Consolidated Net worth at the end of the year/weighted average number of equity shares outstanding at the end of the year/ period (Post split and Bonus).
- Restated Consolidated Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares.
- Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

6. Comparison of Accounting Ratios with Industry Peers:

Name of Company	Current Market Price (₹)	Face Value (₹)	EPS		PE	RONW (%)	NAV per share (₹)	Total Income (₹ In lakhs)
			Basic	Diluted				
HCIN Networks Limited	[•]	10	618.71	618.71	[•]	35.70%	1733.17	2443.55
Peer Group								

(₹ in lakhs)

Name of Company	Current Market Price (₹)	Face Value (₹)	EPS		PE	RONW (%)	NAV per share (₹)	Total Income (₹In lakhs)
			Basic	Diluted				
SAR Televenture Limited	214.30	2	14.20	14.20	15.09	21.81%	47.87	12,416.97
Kore Digital Limited	1072.65	10	34.51	34.51	31.08	15.37%	186.56	10,508.04

Notes:

- (i) Source – All the financial information for listed industry peers mentioned above is sourced from the published results of the aforesaid companies for the year ended March 31, 2024 and stock exchange data dated 31/03/2024 to compute the corresponding financial ratios. For our Company, we have taken Current Market Price as the issue price of equity share. Further, P/E Ratio is based on the market price as on March 28, 2024 of the respective scrips.
- (ii) The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2023-24.
- (iii) NAV per share is computed as the closing net worth divided by the weighted average number of paid up equity shares as on March 31, 2024.
- (iv) RoNW has been computed as net profit after tax divided by closing net worth.
- (v) Net worth has been computed in the manner as specifies in Regulation 2(1)(hh) of SEBI (ICDR) Regulations, 2018.
- (vi) The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is [●] times of the face value of equity share.

KEY PERFORMANCE INDICATORS

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated November 11th, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Red Herring Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/S S. N. Shah & Associates, Chartered Accountants, by their certificate dated November 11th, 2024.

The KPIs of our Company have been disclosed in the sections titled “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators**” on page nos. 106 and 155, respectively. We have described and defined the KPIs as applicable in “**Definitions and Abbreviations**” on page no. 2.

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

Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Particulars	For the year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations ⁽¹⁾	2,443.55	1,598	687.67
Growth in Revenue from Operations ⁽²⁾	52.91%	132.38%	NA
EBITDA ⁽³⁾	886.60	48.89	31.49
EBITDA (%) Margin ⁽⁴⁾	36%	3%	5%
PAT ⁽⁵⁾	756.38	0.24	10.12
PAT Margin ⁽⁶⁾	30.98%	0.02%	1.47%

(1) Revenue from operation means revenue from sales;

(2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period;

(3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

(4) EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations;

(5) PAT is calculated as Profit before tax – Taxes;

(6) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

Explanation for KPI metrics:

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.

1. Set forth below are the details of comparison of key performance of indicators with our listed industry peer:

(₹ In Lakhs except percentages and ratios)

Particulars	HCIN Networks Limited			SAR Televenture Limited			Kore Digital Limited		
	Mar-24	Mar-23	Mar-22	Mar-24	Mar-23	Mar-22	Mar-24	Mar-23	Mar-22
Revenue from operation	2,441.61	1597.49	686.11	640.97	642.99	472.89	10,350.76	2,127.45	1693.92
Other Income	1.94	0.51	1.56	3.5	2.78	2.46	157.28	0	0.52
Total Revenue	2,443.55	1,598	687.67	644.47	645.77	475.35	10,508.04	2,127.45	1694.44
Growth in Total Revenue	52.91%	132.38%	98.09%	-0.20%	35.85%	424.09%	394%	26%	326%
EBITDA	886.60	48.89	31.49	291.67	251.93	65.33	1,707.71	474.58	313.05
EBITDA Margin	36.31%	3.06%	4.59%	45.50%	39.18%	13.82%	16.25%	22.31%	18.48%
PAT	756.38	0.24	10.12	106.60	78.77	3.78	1,149.29	322.18	217.97
PAT Margin	30.98%	0.02%	1.47%	16.54%	12.20%	0.78%	10.94%	15.14%	12.86%
Net Worth	2,118.80	113.69	13.45	5428.89	888.42	-771	7,477.20	574.29	252.11

Notes:

- (1) Revenue from operation means revenue from sales, service and other operating revenues;
- (2) Growth in revenue is difference between revenue of current year and previous year;
- (3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income;
- (4) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations;
- (5) PAT is calculated as Profit before tax – Tax Expenses;
- (6) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations;
- (7) Networth is Equity Capital plus Reserves and Surplus.

2. Weighted average cost of acquisition

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

There has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on August 05th, 2024 and Private Placement of equity shares on March 14th, 2024 and on June 22nd, 2024 respectively, during the 18 months preceding the date of the Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Primary Transaction:

Except as disclosed below, there have been no primary transactions during the 18 months preceding the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of equity shares allotted	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
March 14 th , 2024	17,250	7,239	Further Issue	Cash	1,248.73
June 22 nd , 2024	6,518	9,441	Further Issue	Cash	615.36
August 05 th , 2024	1,15,89,120	-	Bonus Issue	Other than cash	-
Total	1,16,12,888	-	-	-	1,864.09

Weighted average cost of acquisition (WACA)	16.05
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b) The price per share of our Company based on the secondary sale/ acquisition of shares (equity shares):

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

Date of Transfer	Name of Transferor/Transferee	Number of Shares	Nature of consideration	Face Value (in ₹)	Transfer Price (in ₹)	Total Consideration (in ₹ lakhs)
June 16 th , 2023	Transferred from Mr. Vikas to Mrs. Shalini	18,000	Cash	100	100	18.00
June 16 th , 2023	Transferred from IVSS Education (OPC) Private Limited to Mrs. Shalini	35,000	Cash	100	100	35.00
January 09 th , 2024	Transferred from Mrs. Shalini to Mr. Vikas	35,000	Cash	100	100	35.00
January 09 th , 2024	Transferred from Mrs. Shalini to Mr. Vikas	8,050	Cash	100	100	8.05
January 09 th , 2024	Transferred from Mrs. Shalini to Mr. Sukhbir Singh Bhatia	(5,250)	Cash	100	100	(5.25)
Total		90,800	-	-	-	90.80
Weighted average cost of acquisition (WACA)						100.00

c) Except as disclosed below, there were no such other primary issuances / secondary transactions except as provided in 8 (a) and (b) to be informed under this section based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus irrespective of the size of transactions.

Secondary Transactions:

Except as disclosed below, there have been no secondary transactions by the Promoters, members of the Promoter Group or shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus:

Date of transfer	Name of transferor	Name of transferee	No. of Equity shares	Price Per Equity Share	Nature of transaction	Total Consideration (in ₹ lakhs)
April 25 th , 2022	Mrs. Jyoti Gaur	Mrs. Shalini	1	100	Cash	Negligible
January 09 th , 2024	Mrs. Shalini	Mrs. Mini Bhatia	2,100	100	Cash	2.10
January 09 th , 2024	Mrs. Shalini	Mr. Anjan Kumar	1,046	100	Cash	1.04
January 09 th , 2024	Mrs. Shalini	Mr. Bajrang Kumar	1,046	100	Cash	1.04
January 09 th , 2024	Mrs. Shalini	Mr. Viswanathan B	4	100	Cash	Negligible
January 09 th , 2024	Mrs. Shalini	Shashi	4	100	Cash	Negligible
March 14 th , 2024	Mr. Bajrang Kumar	Mrs. Shalini	842	100	Cash	0.84
March 14 th , 2024	Mr. Bajrang Kumar	Mr. Anjan Kumar	4	100	Cash	Negligible

April 06 th , 2024	Mr. Bajrang	Mr. Vikas	200	100	Cash	Negligible
April 06 th , 2024	Mrs. Mini	Mr. Vikas	2,100	100	Cash	2.10
Total			7,347	-	-	7.34
Weighted average cost of acquisition (WACA)						100.00

d) The Weighted average cost of acquisition (WACA) compared to floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price* (i.e. ₹ [●])	Cap price* (i.e. ₹ [●])
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	16.05	[●]	[●]
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoter / promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	100.00	[●]	[●]
Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, which are equal to or more than 5% of the fully diluted paid-up share capital of our Company, the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoter /promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction.	100.00	[●]	[●]

This 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 [●] edition of Regional newspaper where the registered office of the company is situated each with wide circulation.

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 “*Business Overview*”, “*Risk Factors*” and “*Restated Financial Statements*” on page nos. 106, 20 and 151 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.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
HCIN Networks Limited,
STS-524, 5th Floor, DLF Star Tower, Sector 30,
NH-8, Silokhra II, Silokhra Road,
Gurgaon, Sadar Bazar,
Haryana, India - 122001;

Dear Sir,

Sub: - Statement of Special tax benefits (“The Statement”) available to HCIN NETWORKS LIMITED (“the company”), its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

Reference - Proposed Initial Public Offering Of Upto 55,00,000 Equity Shares Of ₹ 10 Each (The “Equity Shares”) of HCIN NETWORKS LIMITED (The “Company”).

1. We hereby confirm that the enclosed Annexure I, prepared by HCIN NETWORKS LIMITED (‘the Company’), which provides the Special tax benefits under direct tax and indirect tax laws presently in force in India, including 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, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the “Taxation Laws”), the rules, regulations, circulars and notifications issued thereon, as applicable to assessment year 2025-26 and relevant to the financial year 2024-25, available to the Company and its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Therefore, the ability of the Company and or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
2. 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 Associate Company 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 its Associate Company 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.
3. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are 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.
4. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
5. We do not express any opinion or provide any assurance as to whether
 - i. the Company or its shareholders will continue to obtain these benefits in future;
 - ii. the conditions prescribed for availing the benefits have been met with; and
 - iii. the revenue authorities courts will concur with the views expressed herein.
6. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.

7. 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.
8. 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.
9. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in connection with the proposed offer of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

S.N Shah and Associates
Chartered Accountants
FRN: 109782W

Sd/-
CA Priyam S Shah
Partner
Membership No. 144892
UDIN: 24144892BKAVVJ7890

Date: November 11th, 2024
Place: Ahmedabad

ANNEXURE I TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company, the Shareholders and its Associate Company under the Taxation Laws 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 certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Taxation Laws for the ensuing Finance Year 2024-25.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

C. SPECIAL TAX BENEFITS TO THE SUBSIDIARY COMPANY- NOT APPLICABLE

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. This certificate may be relied on by the company, the Book Running Lead Manager and the Legal Counsel to the offer. We hereby consent to the extracts of this certificate being used in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus of the company in connection with the offer and/or in any other documents in connection with the offer and/or for submission to the Securities Exchange Board of India, relevant Stock Exchanges and any other authority as may be required. We further consent to the extracts of this certificate being used for the records to be maintained by the Book Running Lead Manager in connection with the offer and in accordance with applicable laws.
3. We undertake to inform you promptly, in writing of any changes, to the above information until the equity shares commence trading on the relevant stock exchanges, pursuant to the offer. In the absence of any such communication from us, the above information should be considered as updated information until the equity shares commence trading on the stock exchanges, pursuant to the offer.

SECTION VIII: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information presented in this section has been extracted from publicly available information, data, and statistics. This information, data, and statistics have been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue has verified this information. The data may have been reclassified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness, and underlying assumptions are not guaranteed, and their reliability cannot be assured and accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Restated Financial Statements” and related notes beginning on page nos. 20 and 151 respectively of this Draft Red Herring Prospectus before deciding to invest in our Equity Shares.

OVERVIEW OF THE WORLD ECONOMY

The global economy is continuing growing at a modest pace, according to the OECD’s latest Economic Outlook. The Economic Outlook projects steady global GDP growth of 3.1% in 2024, the same as the 3.1% in 2023, followed by a slight pick-up to 3.2% in 2025.

The impact of tight monetary conditions continues being felt, particularly in housing and credit markets, but global activity is proving relatively resilient, the decline in inflation continues, and private sector confidence is improving.

The OECD unemployment rate stood at 4.9% in February, close to its lowest levels since 2001. Real incomes are rising in many OECD countries as inflation moderates, and trade growth has turned positive. The outlook continues to differ across countries, with weaker outcomes in many advanced economies, especially in Europe, and strong growth in the United States and many emerging market economies.

Headline inflation in the OECD is projected to gradually ease from 6.9% in 2023 to 5.0% in 2024 and 3.4% in 2025, helped by tight monetary policy and fading goods and energy price pressures. By the end of 2025, inflation is expected to be back on central bank targets in most major economies.

GDP growth in the United States is projected to be 2.6% in 2024, before slowing to 1.8% in 2025 as the economy adapts to high borrowing costs and moderating domestic demand. In the euro area, which stagnated in the fourth quarter of 2023, a recovery in real household incomes, tight labour markets and reductions in policy interest rates will help generate a gradual rebound. Euro area GDP growth is projected at 0.7% in 2024 and 1.5% in 2025.

Growth in Japan should recover steadily, with domestic demand underpinned by stronger real wage growth, continued accommodative monetary policy and temporary tax cuts. GDP is projected to expand by 0.5% in 2024 and 1.1% in 2025.

China is expected to slow moderately, with GDP growth of 4.9% in 2024 and 4.5% in 2025, as the economy is supported by fiscal stimulus and exports.

“The global economy has proved resilient, inflation has declined within sight of central bank targets, and risks to the outlook are becoming more balanced. We expect steady global growth for 2024 and 2025, though growth is projected to remain below its longer-run average,” OECD Secretary-General Mathias Cormann said. “Policy action needs to ensure macroeconomic stability and improve medium-term growth prospects. Monetary policy should remain prudent, with scope to lower policy interest rates as inflation declines, fiscal policy needs to address rising pressures to debt sustainability, and policy reforms should boost innovation, investment and opportunities in the labour market particularly for women, young people and older workers.”

Significant uncertainty remains. Inflation may stay higher for longer, resulting in slower-than-expected reductions in policy interest rates and leading to further financial vulnerabilities. Growth could disappoint in China, due to the persistent weakness in property markets or smaller-than-anticipated fiscal support over the next two years. High geopolitical tensions remain a significant near-term risk to activity and inflation, particularly if the evolving conflict in the Middle East and attacks in the Red Sea were to widen or escalate. On the upside, demand growth could prove stronger than expected, if households and firms were to draw more fully on the savings accumulated during COVID-19.

Against this backdrop, the Outlook lays out a series of policy recommendations, highlighting the need to ensure a durable reduction in inflation, establish a budgetary path that will address rising fiscal pressures and undertake reforms that improve prospects for medium-term growth.

Monetary policy needs to remain prudent, to ensure that inflationary pressures are durably contained. Scope exists to lower

policy interest rates as inflation declines, but the policy stance should remain restrictive in most major economies for some time to come.

Governments face rising fiscal challenges given high debt levels and sizeable additional spending pressures from population ageing, and climate adaptation and mitigation. Future debt burdens are likely to rise significantly if no action is taken, highlighting the need for stronger near-term efforts to contain spending growth, improve public spending efficiency, reallocate spending to areas that better support opportunities and growth, and optimise tax revenues.

[Source: <https://www.oecd.org/en/about/news/press-releases/2024/05/economic-outlook-steady-global-growth-expected-for-2024-and-2025.html>]

OVERVIEW OF THE INDIAN ECONOMY

India's GDP took a big leap on Leap Day in 2024: The country's remarkable growth rate of 8.4% in the third quarter of the fiscal year 2024 surpassed all expectations, as market analysts had penciled in a slower growth this quarter, between 6.6% and 7.2%. Deloitte's projected growth for the quarter was between 7.1% and 7.4% (as published in January 2024). With substantial revisions to the data from the past three quarters of the fiscal year, India's GDP growth already touched 8.2% year over year (YoY) in these quarters.

We have revised our growth prediction for this year to a range of 7.6% to 7.8%, up from our previous estimates due to GDP revisions and stronger-than-expected growth in fiscal 2024. However, we expect growth in the fourth quarter to be modest because of uncertainties related to India's 2024 general elections and modest consumption growth. Our expectations for the near-term future remain in line with previous forecasts with a slight change in the forecast range due to a higher base effect in fiscal 2024. We believe GDP growth to be around 6.6% in the next fiscal year (fiscal 2025) and 6.75% in the year after (fiscal 2026), as markets learn to factor in geopolitical uncertainties in their investment and consumption decisions.

The global economy is expected to witness a synchronous rebound in 2025 as major election uncertainties are out of the way and central banks in the West likely announce a couple of rate cuts later in 2024. India will likely see improved capital flows boosting private investment and a rebound in exports. Inflation concerns remain, however, which we believe may ease only in the latter half of the next fiscal year barring any surprises from rising oil or food prices.

In this edition of India economic outlook, the focus is on the emerging consumer spending patterns in India, highlighting the rise of the middle-income class. Not only has growth in consumer spending post pandemic been fluctuating, but there is also a shift in consumption patterns, with demand for luxury and high-end products and services growing faster than demand for basic goods. As we expect the number of middle- to high-income households with increasing disposable income to rise, this trend will likely get further amplified, driving overall private consumer expenditure growth.

But the challenge of rising household debt and falling savings could weigh on long-term growth sustainability. Controlling household debt to prevent it from crossing unsustainable levels will be essential to mitigate risks of debt overhang, maintain economic stability, and protect households against financial vulnerability.

Decoding the growth seen in the third quarter of fiscal 2024

Real GDP growth climbed to 8.4% YoY in third quarter of the current fiscal year.

By the expenditure-approach method, GDP growth in the third quarter was aided by a strong uptick in private investment spending, which grew by 10.6% YoY. Investment growth remained above 8% YoY in the last four quarters, which indicates that India is on the cusp of a strong boost to the private capital expenditure cycle. High capital expenditure spending by the government over the past few years is now expected to crowd in private investments.

On the other hand, private consumption improved to 3.5% YoY from the third quarter of fiscal year 2024. The index of industrial production of consumer durables and improved passenger and two-wheeler sales indicated a revival in private consumption over this period. Data from the past three quarters points to India's resilient domestic demand, which has aided its strong growth despite modest global growth and continuing geopolitical crises.

The biggest drag on GDP growth in the third quarter was government consumption, which contracted by 3.2% YoY, compared with growth of 13.8% YoY in the second quarter of the year. While growth in exports slowed in the third quarter (3.4% YoY), a faster decline in imports (8.3% YoY) due to falling crude oil prices helped net exports improve overall.

From the production side, gross value added (GVA)³ grew 6.5% YoY, which was in line with market expectations. Robust growth in manufacturing (11.6% YoY) and construction activities (9.5% YoY), along with a steady positive performance in services (7% YoY) kept economic activity strong. The contraction of 0.8% YoY in agriculture, however, weighed on the economy, with the sector contracting for the first time since 2019, which was partly expected as temporal rains impacted

kharif crop production.

The near-term outlook

The strong growth observed this year has buoyed our outlook, and we expect India to grow between 7.6% and 7.8% in fiscal 2024 in our baseline scenario, followed by 6.6% and 6.75% over the next two years respectively.

[Source: <https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html>]

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 the 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\$ 643.162 billion as of April 12, 2024, while the private equity-venture capital (PE-VC) sector received investments worth US\$ 49.8 billion in 2023. Merchandise exports in March 2024 stood at US\$ 41.68 billion. Additionally, In March 2024, the gross Goods and Services Tax (GST) stood at the second-highest monthly revenue collection at Rs.1.78 lakh crore (US\$ 21.35 billion). Cumulative FDI equity inflows to India between April 2000 - December 2023 reached US\$ 971.52 billion. In February 2024, the overall Index of Industrial Production (IIP) stood at 147.2, with the mining, manufacturing, and electricity sectors recording indices of 139.6, 144.5 and 187.1, respectively. India's retail inflation, based on the Consumer Price Index (CPI), stood at 5.69% in December 2023. Foreign Portfolio Investment (FPI) withdrew a net amount of Rs 38,158 crore from equities in 2024 (until June 10, 2024). Furthermore, the wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 LMT).

Government Initiatives

Over the years, the Indian government has introduced numerous initiatives to strengthen the nation's economy. These policies and programs aim to improve citizens' financial stability and drive economic growth. India's rapid economic expansion has boosted export demand, and several flagship programs such as Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation are creating vast opportunities. Key government initiatives to enhance the country's economic condition include:

- **Interim 2024-25 Budget:** In February 2024, the Finance Ministry announced an estimated total expenditure of Rs. 47.65 trillion (US\$ 571.64 billion), with Rs. 11.11 trillion (US\$ 133.27 billion) allocated for capital expenditure.
- **Amrit Bharat Station Scheme:** Launched in August 2023, this scheme seeks to revitalize 1,309 railway stations nationwide, ensuring continuous development with a long-term vision.
- **Draft Carbon Credit Trading Scheme:** Introduced in June 2023, this scheme aims to regulate carbon credit trading, promoting environmental sustainability.
- **Foreign Trade Policy 2023:** Effective from April 2023, this policy supports the 'AtmaNirbhar Bharat' initiative and aims to make local products globally competitive.
- **PLI Scheme for Pharmaceuticals:** This scheme boosts manufacturing capabilities and investment in the pharmaceutical sector, aiming to increase production.
- **Telecom Technology Development Fund (TTDF) Scheme:** Initiated in October 2022, this scheme funds R&D in rural communication technologies, fostering collaboration among academia, start-ups, and industry.

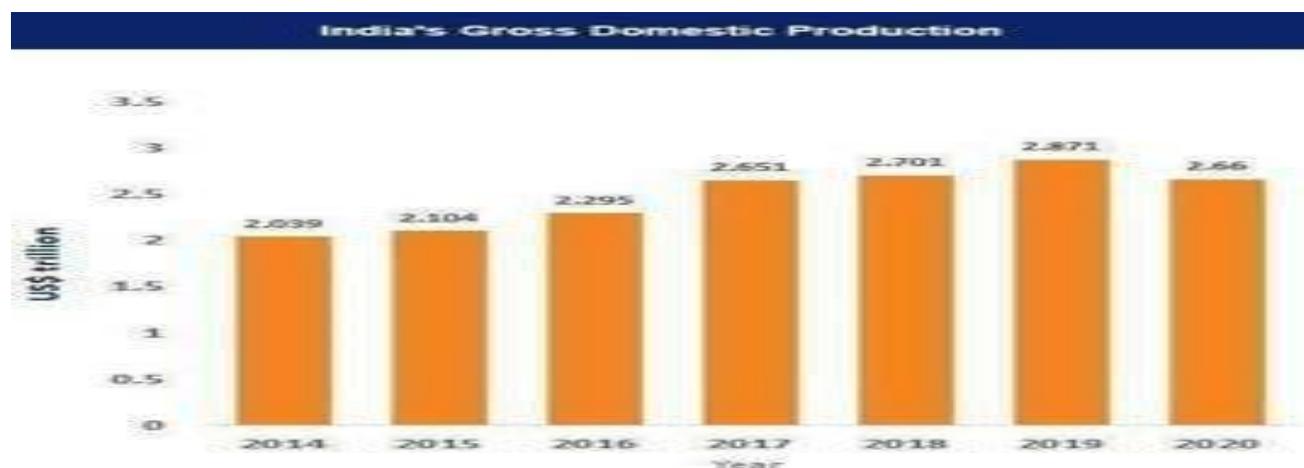
These initiatives reflect the government's ongoing efforts to stimulate economic growth, enhance infrastructure, and attract investments across various sectors. Programs like Make in India, Start-up India, Digital India, and the Smart City Mission are pivotal in improving the country's economic landscape.

TELECOM INFRASTRUCTURE - INDUSTRY SCENARIO

Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion).

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD) narrowed to 1.2 per cent of GDP in the October-December quarter of FY24.

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



Recent Developments

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These initiatives reflect the government's ongoing efforts to stimulate economic growth, enhance infrastructure, and attract investments across various sectors. Programs like Make in India, Start-up India, Digital India, and the Smart City Mission are pivotal in improving the country's economic landscape.

The Road Ahead

The global telecom network infrastructure market was valued at \$96.9 billion in 2022, and is projected to reach \$173.8 billion by 2032, growing at a CAGR of 6.3% from 2023 to 2032.

The global telecommunications market has been undergoing a constant transformation with the adoption and integration of cutting-edge communication technologies such as 5G, IoT, and NB-IoT. Through a wired or wireless channel, telecommunication is an infrastructure that enables the movement of various forms of data, including speech, text, audio, and video, at anytime and anywhere in the globe. The field of telecommunications has developed into a vibrant industry that has a big impact on global social and economic progress.

The telecommunications industry is expanding its services and coverage throughout the world and solidifying its place in the daily lives of people. Providers of phone, telecommunications, and internet services are included in the telecom sector.

Telecom industry Scenario in India

The Telecom industry in India is the second largest in the world with a subscriber base of 1.091 Bn as of Apr 2024 (wireless + wireline subscribers). India has an overall tele-density of 85.76%, of which, the tele-density of the rural market, which is largely untapped, stands at 59.44% while the tele-density of the urban market is 133.42 %.

By the end of Sept 2023, the total number of internet subscribers increased to 918.19 Mn (narrowband + broadband subscribers), out of which 40.91% of the internet subscribers belonged to the rural areas. The average monthly data consumption per wireless data subscriber has also increased to 17.36 GB GB in Mar 2023 from 61.66 MB in Mar 2014.

The industry's exponential growth over the last few years is primarily driven by affordable tariffs, wider availability, roll-out of Mobile Number Portability (MNP), expanding 3G and 4G coverage, evolving consumption patterns of subscribers, Government's initiatives towards bolstering India's domestic telecom manufacturing capacity, and a conducive regulatory environment.

To further expedite digital connectivity, the Government has approved the auction of IMT/5G spectrum for deployment of 5G services within the country. This auction was successfully held by the end of Jul 2022 and grossed \$18.77 Bn.

The Telecom sector is the 4th largest sector in terms of FDI inflows, contributing 6% of total FDI inflow, and contributes directly to 2.2 Mn employment and indirectly to 1.8 Mn jobs. Between 2014 and 2021, the FDI inflows in the Telecom sector rose by 150% to \$20.72 Bn from \$8.32 Bn during 2002-2014. 100% Foreign Direct Investment (FDI) has now been allowed in the Telecom.

Indian Telecom Tower Infrastructure

The telecom towers business has been critical to the uninterrupted expansion of India's telecom sector. The Indian tower business was a global pioneer in infrastructure sharing, resulting in considerable operational efficiency and capital savings for telecoms. The industry of building, purchasing, and leasing macro towers has established its worth throughout the years, creating an investable proposition for Indian tower firms. Currently, Indian tower businesses are among the world's major telecom infrastructure corporations. Because passive infrastructure is one of the most significant components of a mobile network, it has historically been a vital area of activity for telecom corporations and with the growth of wireless communications technology such as CDMA (Code Division Multiple Access), GSM (Global System for Mobile), and WAP (wireless Web Access), telecommunication towers have become a vital commodity, particularly in the wireless telecommunication industry.

The Indian telecom infrastructure market is a rapidly growing sector, with an estimated market size of USD 48.61 billion in 2024, and projected to reach USD 76.16 billion by 2029, growing at a CAGR of 9.40% during the forecast period. The market is segmented by services, including voice services (wired, wireless), data and messaging services, and OTT and pay-TV. The Indian telecom market is dominated by key players such as Reliance Jio Infocomm, Bharti Airtel, Vodafone Idea Limited, Bharat Sanchar Nigam Limited (BSNL), and Mahanagar Telephone Nigam Ltd (MTNL)

Challenges faced by the Indian telecom infrastructure industry?

The challenges faced by the Indian telecom infrastructure industry include intense competition leading to a price war, financial distress of major telecom operators like Vodafone Idea due to high debt levels, regulatory hurdles, and the impact of operator consolidation. These challenges have repercussions on passive infrastructure providers like Indus Towers, affecting their revenue and profits. The industry also grapples with issues such as limited spectrum availability, falling ARPU (Average Revenue Per User), delays in rolling out innovative products and services, and low broadband penetration. Moreover, the need for extensive infrastructure development, especially in rural areas, poses a significant challenge. The industry is also navigating through regulatory complexities, the need for new infrastructure development models, and the demand for continuous innovation to stay competitive in the market.

The contribution of 2G, 3G, 4G and 5G data usage to the total volume of wireless data usage was at 0.09%, 0.65%, 86.66% and 12.59% for quarter ended June 2023. Gross revenue of the telecom sector stood at Rs. 2.4 lakh crore (US\$ 29.00 billion) in FY24.

Over the next five years, rise in mobile-phone penetration and decline in data costs will add 500 million new internet users in India, creating opportunities for new businesses.

By 2025, India will need ~22 million skilled workers in 5G-centric technologies such as Internet of Things (IoT), Artificial Intelligence (AI), robotics and cloud computing.

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

[Source: <https://www.investindia.gov.in/sector/telecom>]

Government policies that affect the Indian telecom infrastructure industry?

Government policies play a crucial role in shaping the Indian telecom infrastructure industry. Some key government policies that impact the industry include:

1. **FDI Policies:** The Government of India has specific Foreign Direct Investment (FDI) policies for the telecom sector, regulating the inflow of foreign investments into the industry.
2. **National Digital Communications Policy (NDCP) 2018:** This policy aims to attract significant investments, generate jobs, and facilitate growth in the digital communications sector. It includes measures like increasing the FDI cap, promoting infrastructure providers, and establishing a National Digital Grid.
3. **Digital India Program:** Introduced by the government, this program aims to connect various sectors like healthcare and retail through the internet, emphasizing digital connectivity and infrastructure development.
4. **Telecom Regulatory Authority of India (TRAI):** TRAI plays a crucial role as a watchdog in the telecom sector, ensuring fair practices, quality of service, and consumer protection through regulatory decisions.

These policies influence aspects such as investment inflow, infrastructure development, regulatory frameworks, and the overall growth trajectory of the Indian telecom infrastructure industry.

Market Size

India is the world's second-largest telecommunications market. The total subscriber base, wireless subscriptions as well as wired broadband subscriptions have grown consistently.

As of March 2024, the wireless subscribers base stood at 1,165.49 million. As of March 2024, the wireless subscriber base of Jio stood at 469.73 million, followed by Bharti Airtel 265.50 million, Vodafone Idea 127.69 million, and BSNL 20.65 million.

The number of wired broadband subscriptions stood at 40.06 million in FY24. The number of wired broadband subscriptions stood at 40.06 million in FY24. Wireless broadband subscribers stood at 884.01 million in FY24. As of March 2024, the top five service providers were as follows: Reliance Jio Infocom Ltd stood at 469.73 million, followed by Bharti Airtel 265.50 million, Vodafone Idea 127.69 million, and BSNL 20.65 million.

The aggregated data consumed as of December 2023, was 50,00,047 GB. The total wireless data usage in India grew at a rate of 4.01% from 47,629 PB in September 2023 to 49,543 PB in December 2023. Out of total data wireless usage, 2G data usage was 45 PB, 3G data usage was 324 PB, 4G data usage was 42,935 and 5G data usage was 6,239 PB during the (April 2023- December 2023) quarter.

Future Market Trend



BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Draft Red Herring Prospectus, including the information contained in the section titled “Risk factors” on page no. 20 of the Draft Red Herring Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us” “HCIN Networks Limited” and “Our” refers to Our Company. Unless stated otherwise, the financial data in this section as per our Restated financial statements prepared in accordance with Accounting Standard set for thin the Draft Red Herring Prospectus.

OVERVIEW

Our Company was originally incorporated as “HCIN Network Private Limited”, on August 02nd, 2019 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre, Delhi. Our Company was converted into a public limited company and the name of our Company was changed from “HCIN Network Private Limited” to “HCIN Networks Limited” vide Special Resolution dated June 16th, 2024. The status of the Company was changed to public limited and the fresh certificate of incorporation consequent to conversion was issued on August 22nd, 2024 by the Registrar of Companies, Central Processing Center, Delhi, with an object to offers Internet Leased Line, IT Managed Services, IT System Integration, IT Security and Data Centre Solutions under the brand of “Hi-COM”. As on date of this Draft Red Herring Prospectus the Corporate Identification Number of our Company is U64200HR2019PLC081805.

Our company specializes in B2B services, offering a comprehensive range of solutions across Internet Services, Managed IT Services and Telecom Infra Services. Our core offerings include Internet Leased Lines, Business Broadband, Software Defined WAN (SD-WAN), Managed IT Infrastructure, Remote IT Support, Data Center Management, Ground Tower Construction, Solar Upgrades, Overhead Fiber Networks, and FTTH (Fiber to the Home) Networks.

We are working with the providers of hardware, software, storage, networking, security, voice solutions, and consulting services to ensure we deliver the high quality services to our clients. In addition, our dedicated 24/7 post-sale support team ensures that our clients receive maximum value from their investments.

As a Category-A Internet Service Provider (ISP) licensed by the Department of Telecommunications, we are authorized to provide nationwide internet services. HCIN Networks Limited is engaged with various telecom operators, with expertise in deploying FTTH networks, tower construction, and supporting next-generation 5G infrastructure.

Our Company, an ISO 20000-1:2018 and ISO 9001:2015 and 27001:2013 certified company, is a notable player in the telecom infrastructure industry. Located at STS-524, 5th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon Sadar Bazar, Haryana, India – 122001. Our journey began in 2019 as a private limited company founded by Promoter. HCIN Networks Limited with the vision to position itself as one of the good company in IT Communication and Solutions field through which it can contribute to the National growth by empowering youth and businesses alike.

KEY PERFORMANCE INDICATORS OF OUR COMPANY - CONSOLIDATED

(Rs. In Lakhs)

Key Performance Indicators	For the Period ended as on 30/06/2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Revenue from Operations ¹	862.55	2,539.22	1,597.49	686.11
Growth in Revenue from Operations (%) ²	35.88	58.95	132.83	97.69
EBITDA ³	328.40	839.33	48.89	31.49
EBITDA Margin (%) ⁴	38.07	33.05	3.06	4.59
PAT ⁵	198.51	707.78	0.24	10.12
PAT Margin (%) ⁶	22.80	27.85	0.01	1.47
Net Debt ⁷	1,269.50	1,225.45	349.79	109.37
Total Shareholder’s Fund ⁸	2,425.59	1,766.51	113.69	13.45
ROE (%) ⁹	8.18	40.07	0.21	75.26
ROCE (%) ¹⁰	8.20	25.54	3.85	10.77
EPS (Basic & Diluted) ¹¹	1.54	5.52	0.00	0.09

Note:

(1) Revenue from operation means revenue from sales;

(2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period;

- (3) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income;
- (4) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations;
- (5) PAT is calculated as Profit before tax – Tax expenses;
- (6) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- (7) Net debt = Non-current borrowing + current borrowing - Cash and cash equivalent, Bank balance, and Investment in Mutual Funds.
- (8) Total shareholder's Fund = Equity share capital + Reserves & Surplus +/- Minority Interest.
- (9) ROE = Net profit after tax / Total shareholder's Fund.
- (10) ROCE = Profit before tax and finance cost / Capital employed*
- *Capital employed = Total Equity + Non-current borrowing + Current Borrowing + Deferred Tax liabilities - Deferred Tax Assets – Intangible Assets.
- (11) EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average number of equity shares outstanding during the year after considering bonus and split of shares.
- (12) The above has been computed on the basis of the Restated Consolidated Financial Statements of the Company.

BRIEF DESCRIPTION OF SERVICES PROVIDED:

A. Internet Service Provider (ISP):

An Internet service provider, or ISP, is a business that offers Businesses and Individuals access to the internet and other related services. An internet service provider (ISP) possesses the necessary hardware and communication line connectivity to establish a presence on the internet for the geographic region.

Many organizations, such as cable providers, phone companies, and mobile carriers, offer ISPs. Under some conditions, a single company may offer many service types (like cable and wireless), whereas under other conditions, a company may focus only on one service type (like fiber-optic). Without the support of an ISP, Individuals and organizations could not utilize the internet and its benefits.

Services provided under ISP:

- **Internet Leased Line:** A dedicated internet leased line is a private, high-speed connection for businesses that offers guaranteed bandwidth and reliable performance. It is also referred to as an Ethernet leased line, dedicated line, data circuit, or private line.
- **Business Broadband Services:** Business broadband services refer to high-speed internet connections specifically designed for businesses and organizations. These services typically offer greater bandwidth, reliability, and support compared to residential broadband, enabling companies to efficiently handle data-intensive tasks, video conferencing, and other online activities essential for operations.
- **Software Defined WAN (SD-WAN):** Software Defined WAN (SD-WAN) is a technology that simplifies the management and operation of wide area networks (WANs) by using software to control the connectivity, management, and services between data centers, remote offices, and cloud resources. It enhances network performance, reduces costs, and improves security by intelligently directing traffic based on real-time conditions and application requirements. SD-WAN enables businesses to leverage a mix of connection types, such as MPLS, broadband, and LTE, for more flexible and efficient network solutions.

B. Managed IT Service and System Integration:

The process of integrating physical and virtual elements of a business IT environment into a single, functional system is known as system integration. Servers, networks, and hardware are examples of physical components; databases, software, and cloud services are examples of virtual components. Offering connectivity that enables someone to overcome any hardware and software services and eliminate downtime is the main objective of IT integration services.

Services provided under Managed IT Service and System Integration:

- **Managed IT Infrastructure:** Managed IT Infrastructure refers to the outsourced management and maintenance of an organization's IT systems, including networks, servers, storage, and security. A managed services provider handles tasks such as system monitoring, troubleshooting, updates, data backup, and cybersecurity to ensure optimal performance, reliability, and security. This service allows businesses to focus on their core operations while ensuring their IT infrastructure is well-maintained, secure, and scalable, often at a lower cost than maintaining an in-house IT team.
- **Remote IT Support:** Remote IT Support refers to technical assistance provided remotely, where IT professionals troubleshoot and resolve issues without being physically present at the user's location. Using tools like remote desktop software, technicians can access systems, diagnose problems, and provide solutions, such as software updates, configuration changes, or resolving network issues. Remote IT support is cost-effective, fast, and convenient,

allowing businesses to quickly address IT challenges without the need for on-site visits. It's especially useful for small and medium-sized enterprises that may not have dedicated in-house IT staff.

- **Data Center Management:** Data Center Management involves overseeing the operations, maintenance, and security of a data center, which houses an organization's IT infrastructure, such as servers, storage systems, and networking equipment. It includes tasks like monitoring system performance, ensuring uptime, managing hardware and software, implementing security protocols, optimizing energy efficiency, and planning for scalability. Effective data center management ensures the reliability, security, and performance of critical business data and applications, while minimizing risks like downtime or data loss. It often involves both physical management (e.g., hardware maintenance) and virtual management (e.g., network monitoring).

C. Telecom Infra Services:

Future communications networks are shaped by the transformative journey of telecommunications infrastructure. Transmitting signals, including audio or video, over a variety of media is known as telecommunications. These consist of the Internet, satellites, and mobile networks. Systems and facilities that enable the operation of transmissions are referred to as infrastructure. The basis for communication services is provided by it. Among the frequently utilized telecommunications infrastructures are satellite stations, fiber optic cables, and cell towers.

The structures and sections of a telecommunications infrastructure, also known as telecom infrastructure or telecommunication infrastructure, enable the long-distance flow of information to different locations within an area. Global information transmission is made possible by these elements, which include media, network nodes, satellites, and data centers. The advancement of technology has been instrumental in the development of the telecommunications infrastructure. Audio and video data are transmitted by systems and devices, including cameras, using wired or wireless communication. Using fiber optic connections, Ethernets, and Wi-Fi, the data is sent to servers for storage and monitoring. These devices can be connected from several locations to a central place with the use of telecom infrastructure.

Services provided under Telecom Infra Services:

- **Ground Tower Construction:** Ground Tower Construction refers to the process of building telecom towers on the ground, as opposed to rooftop or elevated installations. These towers are typically used for cellular networks, broadcasting, and other telecommunications infrastructure. The construction process involves site preparation, foundation work, tower erection, and integration of equipment like antennas and transmitters. Ground towers are designed for durability and stability to support heavy telecom equipment and withstand harsh weather conditions. They are commonly used in rural or remote areas where space for large installations is available and where high coverage or signal strength is required.
- **Solar Upgrades:** Solar upgrades focus on optimizing the performance of older systems to increase energy production or reduce operational costs. These upgrades help businesses or homeowners take full advantage of renewable energy, reduce their carbon footprint, and achieve long-term cost savings on energy bills.
- **Overhead Fiber Networks:** Overhead Fiber Networks refer to fiber optic cables that are installed above ground, typically mounted on utility poles or towers. These networks are used to deliver high-speed internet, data, and telecommunications services. The installation of overhead fiber allows for easier and faster deployment compared to underground systems, especially in areas where digging is not feasible or cost-effective. Overhead fiber networks are often used in rural or remote areas to extend broadband coverage, providing reliable and high-bandwidth connections for both residential and business users. They are generally more exposed to weather conditions but offer a cost-efficient solution for long-distance transmission.
- **FTTH (Fiber to the Home) Networks:** FTTH (Fiber to the Home) Networks deliver high-speed internet and telecommunication services directly to residential homes via fiber optic cables. This technology provides significantly faster speeds and higher bandwidth compared to traditional copper-based networks (like DSL or cable). FTTH involves installing fiber optic cables all the way from the service provider's central office directly into a customer's home, ensuring fast and reliable internet, as well as enhanced performance for services such as video streaming, online gaming, and cloud applications. FTTH is supporting in increasing data demands and offering superior reliability and low latency compared to older network technologies.

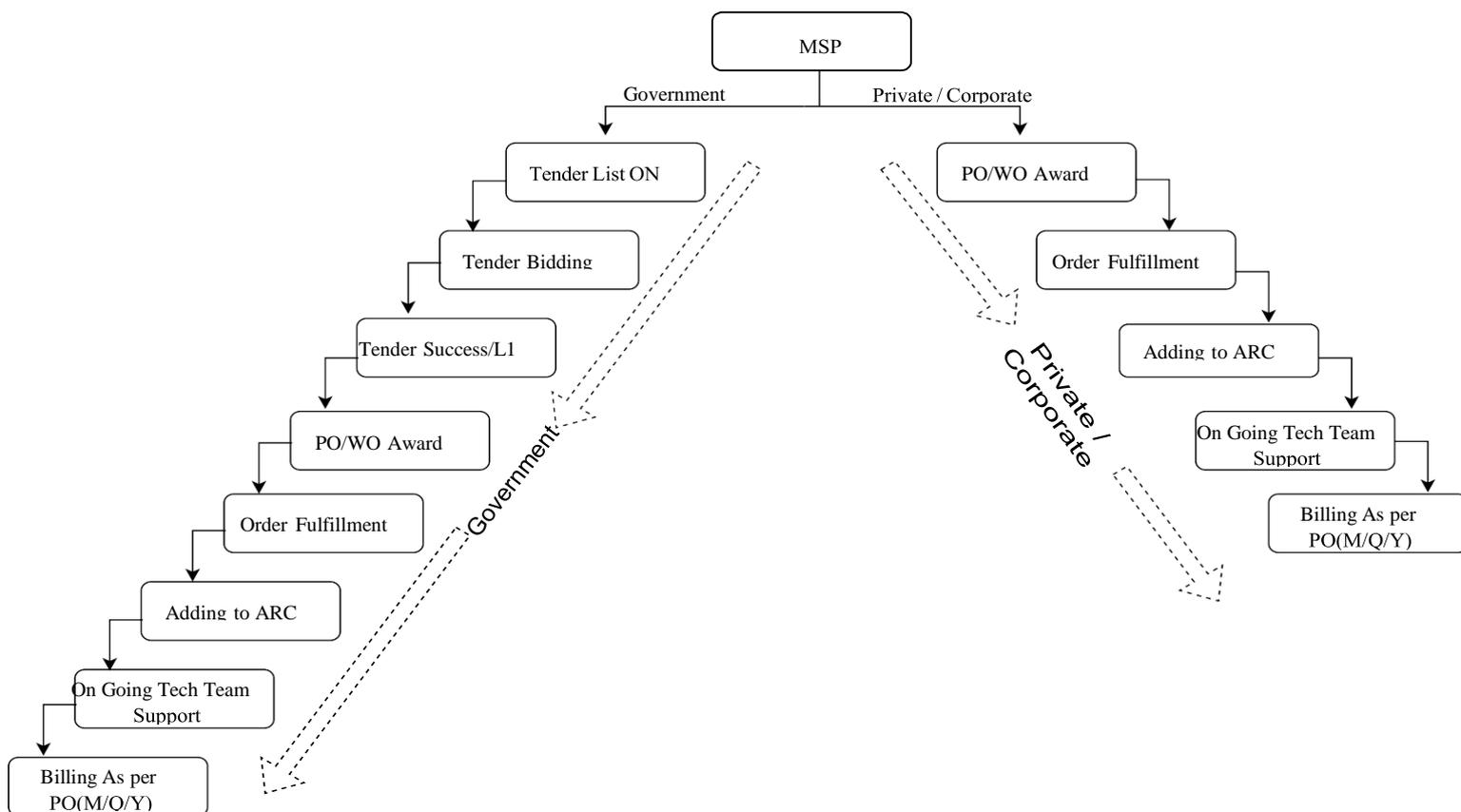
Service flow for ISP Services:



- Upstream bandwidth is taken from Telkom Companies.
- Bandwidth terminates to HCIN data centre on its core router through fiber connectivity between Telkom network and HCIN Network.
- From HCIN's core router it is connected to HCIN's core switch in the data centre.
- From core switch it is connected to distribution Routers and switches.
- Further, it is connected with its POP location either through Telkom's fiber own its fiber to below:
- HCIN's POP near customer location.
- Telkom POP if HCIN's POP is not available.

- From POP end customers are connected either through own fiber or RF.

Service flow for MSP: (Managed Services Provider)



Tower Set-up Process

Work Scope

- **Field Survey:**
Conduct a survey to identify locations lacking mobile connectivity. Once identified, company secures a commercial arrangement for the land required for the Ground-Based Tower (GBT). This land is typically provided by the Gram Panchayat or the Forest Department; in some cases, it may come from government or private landowners.
- **Handover and Land Survey:**
After securing the land, all handover documents are passed to us to begin execution. We start with a land survey to ascertain the soil type through testing by an approved agency. The subsequent civil design is based on the soil type.
- **Site Demarcation and Civil Work:**
We properly demarcate the site, identifying areas for the tower foundation, solar panel installation, and OD bed for the battery bank. With the necessary approvals, civil work begins with land excavation, which may require special drilling methods if the soil is rocky. After excavation and levelling, proper casing is made for concreting. Final concreting is done in the presence of a company's engineer to ensure compliance with defined specifications.
- **Curing and Tower Installation:**
After concreting, a minimum of 8 days is needed for curing and strengthening. Tower installation work then begins, taking approximately 5 days to fix the tower up to a height of 120 feet and paint it. Proper safety measures are essential when working at this height.
- **Electrical Work and Final Audit:**
Once the tower is erected, electrical work commences, including the installation of solar panels and a battery bank for power backup. Most sites have EB connectivity for power, with solar power as backup. At this stage, the company conducts a site audit to ensure all work is completed according to the defined specifications.

- **Site Perimeter and Handover:**

Fencing is installed around the site perimeter. The site is then handed over to the company AGM for audit and acceptance. The entire process takes about 40 days to complete, provided there are no external interferences.

BRIEF FINANCIALS OF OUR COMPANY - STANDALONE

(Rs. in Lakhs)

Particulars	For the period ended June 30 th , 2024	For the Financials year ended March 31 st ,		
		2024	2023	2022
Revenue from Operations	810.64	2,441.61	1,597.49	686.11
Other Income	8.20	1.94	0.51	1.56
Total Income	818.84	2,443.55	1,598.00	687.67
Finance Cost	37.48	94.33	10.04	1.93
Depreciation and amortization Expenses	5.90	37.83	30.29	18.81
Profit Before Interest, Depreciation and amortization expenses	315.50	888.54	49.40	33.05
Profit After Tax	200.40	756.38	0.24	10.12

SERVICES WISE REVENUE BREAK-UP - STANDALONE

(Rs. in Lakhs)

S No.	Particulars	For the period ended 30 th June, 2024*		For the period ended 31 st March, 2024*		For the period ended 31 st March, 2023*		For the period ended 31 st March, 2022*	
		%	Amount	%	Amount	%	Amount	%	Amount
		1.	Internet Leased Lines	32.81	265.89	30.10	735.15	40.12	640.53
2.	Business Broadband	8.03	65.09	11.58	282.75	10.58	169.03	20.93	143.57
3.	Software Defined WAN (SD-WAN)	4.19	33.93	4.63	113.10	5.01	80.06	-	-
4.	Managed IT Infrastructure	2.14	17.28	22.84	557.70	16.62	265.60	-	-
5.	Remote IT Support	0.40	3.24	1.46	35.75	1.40	22.40	-	-
6.	Data Center Management	0.45	3.64	4.97	121.55	2.00	32.00	-	-
7.	Ground Tower Construction	37.90	307.28	0.62	15.00	-	-	-	-
8.	Solar Upgrades	12.63	102.42	1.46	35.45	-	-	-	-
9.	Overhead Fiber Networks	1.45	11.82	3.09	75.28	2.54	40.61	-	-
10.	FTTH (Fiber to the Home) Networks	-	-	19.25	469.86	21.73	347.23	-	-
	Total	100.00	810.63	100.00	2,441.61	100.00	1,597.49	100.00	686.11

*Rounding Off.

GEOGRAPHICAL REVENUE BREAK-UP – STATE WISE (STANDALONE)

(Rs. in Lakhs)

S No.	State	For the period ended 30 th June, 2024*		For the period ended 31 st March, 2024*		For the period ended 31 st March, 2023*		For the period ended 31 st March, 2022*	
		%	Amount	%	Amount	%	Amount	%	Amount
1	Karnataka	95.39	773.28	89.39	2,182.41	86.53	1,382.20	87.25	598.65
2	Tamilnadu	2.11	17.13	3.02	73.71	3.95	63.18	7.71	52.89
3	Delhi	1.49	12.04	5.02	122.57	4.82	77.03	4.80	32.95
4	Haryana	0.96	7.80	1.71	41.86	4.26	68.08	0.24	1.63
5	Punjab	0.05	0.37	0.86	21.06	0.44	7.00	-	-
Total		100.00	810.64	100.00	2,441.61	100.00	1,597.49	100.00	686.11

*Rounding Off.

OUR COMPETITIVE STRENGTHS

1. Experienced Promoter and Management Team:

Our promoters have been associated with our company and have a rich experience of the Telecom Industry. Moreover, the top management personnel on board of our company also having ample experience in the industry. We believe that our business growth is attributable to rich promoter experience fostered by an entrepreneurial spirit. Thus, we are well placed to capitalize the knowledge and experience of our promoters and management team, which has been instrumental for our Company. Our management team has substantial experience in the sectors, which we serve, which enable us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively respond to changes in the market conditions.

2. Efficient Business Model:

Our Company's business model, which focuses on project selection and assessment with an emphasis on cost minimization through careful planning and strategic execution. Our business strategy centers on completing tasks efficiently, delivering high-quality results, and maintaining our established network. To meet these goals, our project team utilizes advanced equipment and skilled team to ensure timely, high-quality project completion. Additionally, we maintain our own network for ongoing maintenance. During the project execution phase, we adopt a strategic approach that includes conducting technical surveys and feasibility studies, identifying material requirements early on, and estimating project costs. We believe that this comprehensive project execution approach enables us to complete projects at the most cost-effective rates while adhering to the required standards.

3. Established relationship with our client:

We have developed strong and sustaining relationships with our Telecom Service Providers (TSPs), as reflected in our Financial Information, which highlights the contribution to our revenue from operations for fiscal years 2024, 2023, and 2022. Our proven track record of delivering timely services, coupled with our demonstrated industry expertise, has enabled us to consistently nurture long-term relationships with our customers.

OUR BUSINESS AND GROWTH STRATEGY

1. Increase our geographical reach and expansion of addressable market:

We intend to cater to the increasing demand of our existing customers and to increase our existing customer base by enhancing the distribution reach of our products in different parts of the India. We continually seek to enhance our addressable market through our network of distributors and dealers across the India. We gradually intend to expand our business operations to other regions of the India. We plan to continue our strategy of diversifying and expanding our presence in those regions for the growth of our business.

2. Capitalize on growth opportunities in telecom infrastructure and data services:

Among the main reasons propelling the expansion of the telecom sector in India are the extensive use of 4G and 5G networks, the Digital India initiative, and the BharatNet project. The Government is implementing programs like the Prime Minister Wi-Fi Access Network Interface (PM-WANI), Tarang Sanchar, revival of BSNL, and the draft Indian Telecommunication Bill 2022 in addition to supporting domestic manufacturing and luring investments in telecom and networking services through the Production Linked Incentive scheme. By FY 2030, it is expected that India's entire telecom tower base will be close to 1,670 thousand (1.67 million). In other words, between FY 2023 and 2030, there would be a cumulative addition of approximately 900,000 towers, or nearly 130,000 new towers year, more than twice the current annual addition. With this expansion in mind, the total amount spent between FY 2022 and FY 2030 on operating and

maintaining these towers alone would come to around ₹ 38,000 crore. According to the D&B Report, company spending is expected to reach around ₹ 7,500 crore by FY 2030, from approximately ₹ 3,800 crore in FY 2024.

This offers our company a profitable chance in the fields of OFC network services, telecom tower manufacturing, and telecom tower EPC and O&M services. Additionally, the need for telecom infrastructure will increase as a result of expanding numbers of electronic devices per user, digitization of data, technological developments, and increased data consumption. These factors will also broaden our range of business activities.

3. Focus on increasing revenue and capital productivity across existing tower portfolios:

HCIN Network Limited intend to actively seek out opportunities to increase revenue productivity across our existing tower portfolios. In addition to the growth of the number of towers, HCIN Network Limited will seek to increase sharing across their respective tower portfolios, increase the loading of active telecommunications equipment by their sharing operators, and explore avenues for alternative revenue generation at these sites.

4. Augment customer relationships:

Majority of our customers are telecom, ISP and cable operators, all the customer procures fibre or duct from us either on lease or sale. We also undertake the work of fibre laying for our clients as contractors. By the expertise of our maintenance team we are able to sustain a strong and uninterrupted fibre network which is preferred by the customers. This is also possible due to the quality of the work executed by the project team. We intend to further develop our long-standing customer relationships by providing such high-quality services with the same amount of dedication as we have done in the past. Through our technological upgraded systems and capable project management teams, we intend to closely monitor client satisfaction and be responsive to their evolving needs and requirements.

5. Enhance our project execution capabilities:

We intend to continue to focus on enhancing our project execution capabilities. We believe that this continued focus will help us improve our operating capabilities which will help us in timely completion of the projects and within the estimated time and cost, this will again help us to improve our margins and simultaneously enhance our reputation amongst our existing as well as new customers. Further, we intend to leverage our existing equipment's and employee strength by utilizing advanced tools and skilled manpower so as to increase productivity and maximize asset utilization in our projects. We intend to continue to optimize our internal management systems to optimize operating margins and reduce overhead costs.

SWOT

STRENGTH	WEAKNESS
<ul style="list-style-type: none"> • Strong Presence in ISP; • MSP business capabilities; • IP1 Project Management; • Wireless Projects like Tower Infra; • People Management. 	<ul style="list-style-type: none"> • Working Capital Intensive Business; • Penetration in IT space; • Capability to handle big projects like UG, Bharatnet, smart cities etc.; • Low presence in Data centre space; • Process Standardisation & compliance.
OPPORTUNITY	THREATS
<ul style="list-style-type: none"> • Enhancing operational efficiency; • Growing domestic demand; • Prospects of huge Infrastructural development in India; • Large Telecom Infra projects due to massive 5G rollout; • Government sector through continuous flow of tenders; • IT services – Large number of untapped accounts; • IT/Telecom Hardware space. 	<ul style="list-style-type: none"> • 5G Rollout and New Technologies; • High level competition; • Shrinking ISP margins; • Technological Changes; • Lack of Automation.

COMPETITION

The Indian telecom market is highly competitive, with both domestic and multinational companies in India. Among listed players, we face significant competition, and amongst unlisted companies as well. However, we are committed to competing for more market share and manage our growth efficiently. We believe that our dedication to quality services, a strong track record of timely execution, and a culture of transparency will give us an edge over our competitors. Our

reputation and the trust we have built over the years have consistently brought us new business opportunities. Moving forward, our focus will be on expanding into the vast untapped markets within India and internationally. A substantial portion of our funds will be allocated to strengthening this expansion effort. Despite the competitive landscape, we are confident in our ability to achieve healthy growth.

INFRASTRUCTURE AND UTILITY

POWER

At our Registered Office and Corporate Offices, we require basic electricity requirement for the lighting, computer systems etc. Adequate power is available which is met through the electric supply from the Local electricity board and in case of power failure we arranged the power from Invertors.

WATER

We required water for drinking, sanitary purposes and the Company have agreement with local authority for adequate water supply at the existing premises.

LOCATION

Registered Office	STS-524, 5 th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon, Haryana, India - 122001.
Corporate Office – 1	02 nd floor, 'Parekh Towers. 6, 15 th Cross, Outer Ring Rd, 6 th Phase, J. P. Nagar, Bengaluru, Karnataka 560078.
Corporate Office – 2	No. 1904, 4 th Floor, IS - 19 Tower, Urbtech Trade Centre, Sec. 132, Noida – 201301.
Corporate Office – 3	291/12/4/NR, Plot no. 4 Doc Bhavan, 4 th & 5 th floor, Kondapur, Hyderabad, Telangana 500081.

HUMAN RESOURCES

As of June 30th, 2024, our group has 123 permanent employees and 8 off roll employees. Details of the permanent employees of our group are set forth below:

Name of Company	Nos. of Employees
Accounts, Secretarial and Legal	7
Admin	2
Backend Support	6
Digital Marketing	6
O&M	33
Project Employee	26
Human Resource and Admin	5
MSP	5
NOC	13
Sales	16
SCM	4
Total	123

The employee attrition rate for the last 3 years is as per below table:

S. No.	Particulars	2024	2023	2022
1.	Opening Balance	51	17	18
2.	Addition	30	48	0
3.	Attrition	14	14	1
4.	Closing Balance	67	51	17
	% Attrition*	20.89%	27.45%	5.88%

*Attrition rate has been calculated basis the closing no of employees.

MARKETING ARRANGEMENT

Over time, we have built strong relationships with our clients by consistently meeting their needs and delivering high-

quality products and services on schedule. Positive word-of-mouth about our exceptional service has fueled exponential revenue growth, reflected in a high compound annual growth rate. Remarkably, we have achieved this success with minimal spending on marketing, relying primarily on the organic expansion of our operations. Our team, responsible for marketing, maintaining the dealer network, and providing customer service, has been instrumental in this growth. However, we recognize the need for a more strategic marketing approach to further expand our business and meet the expectations of our stakeholders. To propel our company forward, the board plans to establish an in-house sales team and engage external consultants. This initiative will enable us to grow our client base, capture more market share, and create a distinctive brand identity.

Additionally, our senior management is actively involved in managing client relationships and business development. In order to maintain good relation with our customers, our promoters regularly interact with them and focuses on gaining an insight into the additional needs of our customers. Our business is dependent on developing & maintaining strong relationships with the various parties and the clients. We aim to continue to develop and maintain client relationships.

INFORMATION SECURITY AND DISASTER RECOVERY

Information security is one of the key focus areas. We aim to protect data by firewalls, anti-virus software and keep two layer of data backups on our local system as well as off-site back up devices.

DETAILS OF PROPERTIES

IMMOVABLE PROPERTIES

Details of our immovable properties are as below:

S. No.	Details of Property	Licensor/Lessor/ Vendor	Owned/Leased / License	Consideration / Lease Rental / License Fees (in ₹)	Usage
1.	STS-524, 5 th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon, Haryana, India - 122001.	Mr. Ajit Sahai and Mr. Abhishek Sahai	Rented	Type of Instrument: Lease Deed; Date of Agreement: September 12 th , 2024; Validity of the Agreement: 5 Years effective from September 12 th , 2024. Parties: Mr. Ajit Sahai and Mr. Abhishek Sahai and HCIN Network Private Limited; Consideration: ₹81,040/- (Rupees Eighty One Thousand Forty Only) monthly; Size of the Property: 1,013 Sq. ft.	Registered Office
2.	2 nd floor, 'Parekh Towers. 6, 15 th Cross, OuterRing Rd, 6 th Phase, J. P. Nagar, Bengaluru, Karnataka 560078	Smt. Sangeetha Devi, Smt. Bhagyawanthi Devi and Smt. Manjudevi	Rented	Type of Instrument: Rent Agreement; Date of Agreement: June 04 th , 2022; Validity of the Agreement: 5 Years effective from 01 st July 2022. Parties: Smt. Sangeetha Devi, Smt. Bhagyawanthi Devi, Smt. Manjudevi and HCIN Network Private Limited; Consideration: ₹1,30,000/- (Rupees One lakhs Thirty Thousand Only) monthly; Size of the Property: 3,100 Sq. feet.	Corporate Office - 1
3.	No. 1904, 4 th Floor, IS - 19 Tower, Urbtech Trade Centre, Sec. 132, Noida –	Mr. Anand Dhal	Rented	Type of Instrument: Rent Agreement Date of Agreement: Dec 23 rd	Corporate Office - 2

S. No.	Details of Property	Licensor/Lessor/ Vendor	Owned/Leased / License	Consideration / Lease Rental / License Fees (in ₹)	Usage
	201301			2023 Validity of the Agreement: 3 Years from 01 st January, 2024. Parties: Mr. Anand Dhal and HCIN Network Private Limited. Consideration: Monthly Rent ₹ 80,000/- Size of the Property: 1,600 Sq. feet	
4.	2-91/12/4/NR, Plot no. 4 Doc Bhavan, 4 th & 5 th floor, Kondapur, Hyderabad, Telangana - 500081	Mrs. Ritu Devi Goel	Rented	Type of Instrument: Leave and License Agreement; Date of Agreement: May 08 th , 2024; Validity of the Agreement: 11 months 29 days. Parties: Mrs. Ritu Devi Goel and HCIN Network Private Limited; Consideration: ₹ 18,290/- per annum. Size of the Property: Co-working Space.	Corporate Office - 3

Intellectual Property

The details of intellectual property are as under:

Logo/Word	Class	Trademark Type	Owner of Trade work*	Application No. & Date	Current Status
	38	Telecommunications	HCIN Networks Private Limited	5201906	Valid

*Our Company has made applications to authority for updating the aforesaid certificates to reflect its current name pursuant to conversion into a public limited company, but is yet to receive the formal approval.

COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS

As on date of this Draft Red Herring Prospectus, our Company has not entered into any technical or other Collaboration / Tie Ups / Joint Ventures.

INSURANCE POLICIES

Our company has bought general insurance for our employees which is often referred to as group insurance and it is a significant component of a company's employee benefits program. It serves multiple purposes that benefit both the employees and the organization itself.

S. No.	Name of the Insurance Company	Validity Period	Policy No.	Sum Insured (Rs. In Lakhs)	Description of cover under the policy
1.	Kotak Mahindra General Insurance company Limited	29 th March, 2025	4421145400	123.00	In patient treatment, pre and post hospitalisation treatment, day care, emergency ambulance.
2.	Kotak Mahindra General Insurance company Limited	29 th March, 2025	4421146200	123.00	Accidental death, permanent total disablement,

S. No.	Name of the Insurance Company	Validity Period	Policy No.	Sum Insured (Rs. In Lakhs)	Description of cover under the policy
					permanent partial disablement.
3.	ICICI Lombard General Insurance Company	22 nd May, 2025	1016/34478650 9/00/000Raw Materials	130.00	Raw Materials.

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KEY INDUSTRY REGULATIONS

The following description is a summary of the relevant regulations and policies as prescribed by the GOI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page no. 169 of this Draft Red Herring Prospectus.

APPLICABLE LAWS AND REGULATIONS

THE COMPANIES ACT

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

SEBI REGULATIONS

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

TAX RELATED REGULATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Central Goods and Services Tax Act, 2017

The Central Goods and Services Tax Act, 2017 (“CGST Act”) regulates the levy and collection of tax on the intra- State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services.

Integrated Goods and Services Tax Act, 2017

Integrated Goods and Services Tax Act, 2017 (“IGST Act”) is a Central Act enacted to levy tax on the supply of any goods and/ or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST

Act are applicable to IGST Act.

INDUSTRY RELATED

New Telecom Policy, 1999

The Department of Telecommunications, Ministry of Communications and Information Technology, GoI, formulated the National Telecom Policy, 1999, for creating an enabling framework for development of the telecom industry. In this regard, the National Telecom Policy, 1999, prescribes that with a view to promote indigenous telecom equipment manufacture for both domestic use and export, the GoI, would provide the necessary support and encouragement to the sector, including suitable incentives to the service providers utilizing such indigenous equipment. In furtherance of the same, the GoI, by way of the CENVAT Credit Rules, 2004, has allowed service providers to take CENVAT credit for utilizing indigenous equipment.

The Indian Telegraph Act, 1885 (“Telegraph Act”)

The Telegraph Act governs all forms of the usage of “telegraph” which expression has been defined to mean any appliance, instrument, material or apparatus used or capable of use for transmission or reception of signs, signals, writing, images, and sounds or intelligence of any nature, by wire, visual or other electromagnetic emissions, radio waves or hertzian waves, galvanic, electric or magnetic means. Under Section 7, the Central Government has the power to make rules for conduct of all telegraphs established, maintained or worked by the Government or by persons licensed under the Act including but not limited to governing the conditions and restrictions subject to which any telegraph line, appliance or apparatus for telegraphic communication shall be established, maintained, worked, repaired, transferred, shifted, withdrawn or disconnected. Further, the rules prescribed by the Central Government may prescribe the fines for any breach of such rules, provided that the fines so prescribed shall not Rs. 250/- and in the case of a continuing breach a further fine of Rs. 50/- for every day after the first day during the whole or part of which the breach continues.

The Indian Wireless Telegraphy Act, 1933 (“Telegraphy Act”)

The Telegraphy Act regulates the possession of “wireless telegraphy apparatus” in India. Under the Telegraphy Act, “wireless telegraphy apparatus” has been defined to mean any apparatus, appliance, instrument, used or capable of being used in wireless communication, but does not include any such apparatus, appliance, instrument or material commonly used for other electrical purposes, unless it has been specially designed or adapted for wireless communication or forms part of some apparatus, instrument or material specially so designed or adapted. Under Section 10 of the Act, the Central Government has the power to make rules with respect to the maintenance of records containing details of the acquisition and disposal by sale or otherwise of wireless telegraphy apparatus possessed by dealers and the power to make provisions for penalty of breach of such rules.

Communication Convergence Bill Act 2001

This bill declared the establishment of Communications Commission of India to regulate the transfer of all form of communication including broadcasting, telecommunications and multimedia.

International Mobile Equipment Identity and Electronic Serial Number

The Group Special Mobile Association (the “GSM Association”) is an association which focuses on ensuring mobile services work globally, thereby enhancing their value to individual users and national economies. Membership to this association is voluntary and upon payment of a stipulated amount of fee. Majority of the countries which use GSM technology are a member of this association. In this regard, the GSM Association issued a non-binding IMEI Allocation and Approval Guidelines dated 1st October, 2009, whereby it laid down guidelines for members part of the GSM Association with respect to allocation of a unique international mobile equipment identity (the “IMEI”) identifying an individual mobile station in a GSM network. The IMEI code consists of a number of fields totaling 15 digits. All digits have the range of zero to nine coded as a binary coded decimal. The GSM Association maintains a unique system known as the IMEI database which is global central database containing basic information on the IMEI ranges of GSM devices that are in use across the GSM networks of the world. This IMEI database is also activated and updated every 15 days in the equipment identity register (“EIR”) of telecom service providers.

Similarly, for mobile phones which implement CDMA technology, the Telecommunications Industry Association manages and co-ordinates manufacturer codes for cellular phones which is the electronic serial number (the “ESN”). ESN is a 32-bit binary value which is unique to each cellular phone where eight high order bits are used to identify the manufacturer and low order 24 bits are used to identify the unit. In this regard, the Telecommunications Industry Association issued the Electronic Serial Number Manufacturer’s Code, Assignment Guidelines and Procedures dated December 2009, laying down guidelines for assignment and allocation of the ESN code. The Department of Telecommunications, Ministry of Communications and Information Technology, GoI, issued a directive (No. 20- 40/2006-BS-III(Pt.)/ (Vol. I) dated 6th

October, 2008, in the interest of national security to all access service providers to make provision for an EIR so that all cellular phones without IMEI or ESN or invalid IMEI or ESN are not processed and rejected.

ISP Authorization

The Unified License is a single license that the Indian government has developed for all telecom-related services. The license holder may request authorization for several services and service regions under a single license. Obtaining a Unified License is a prerequisite for becoming an ISP, as it grants the right to provide ISP services. Therefore, it is important to realize that an actual “ISP License” does not exist. Instead, in accordance with the Unified License, one must get ISP Authorization.

Although a single Unified License can be held by one organization, it is possible to seek for authorization of several services and/or service areas. Nevertheless, these authorizations' terms will run concurrently with the Unified License's, meaning that each authorization's validity will last only as long as the of the unified license. In India, there are 3 categories of ISP license authorizations under the Unified License to become an internet service provider, depending upon scale or the City/State/Town/District/Village you want to start your ISP business in. The 3 categories are differentiated by the scale of the territory/coverage area of the ISP license i.e. whether the License is for (i) national area, (ii) major states / metro cities or (iii) other smaller cities, towns, villages and districts.

1. Class A (National Area) – This license is for Pan India operations.
2. Class B (Telecom Circle/Metro Area) – Class B license is issued for a total of 20 major states or any of the following Metro Cities – Mumbai, New Delhi, Kolkata, Chennai.
3. The govt keeps issuing notifications regarding territories declared as telecom circles and metro areas from time to time.
4. Class C (Secondary Switching Area) – This license is for only a particular secondary switching area. A secondary switching area is a government defined territory which could comprise of several small villages, towns or even districts. A class C license holder will have access to any 1 particular SSA only, unless he applies for multiple authorizations under one unified License.

The Information Technology (Amendment) Act, 2008 (IT Act)

The Information Technology Act, 2000 (also known as “ITA-2000”, or the “IT Act”) is an Act of the Indian Parliament (No 21 of 2000) notified on 17 October 2000. It is the primary law in India dealing with cybercrime and electronic commerce. The Act provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as "electronic commerce", which involve the use of alternatives to paper-based methods of communication and storage of information, to facilitate electronic filing of documents with the Government agencies and further to amend the Indian Penal Code, the Indian Evidence Act, 1872, the Bankers' Books Evidence Act, 1891 and the Reserve Bank of India Act, 1934 and for matters connected therewith or incidental thereto. A major amendment was made in 2008 introducing Sections 66A and 69 giving wide powers to the government authorities.

Consumer Protection Act, 2019 (“CPA”) and rules framed thereunder

The CPA, which repeals the Consumer Protection Act, 1986, was enacted to provide simpler and quicker access to redress consumer grievances. It seeks to protect and promote the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. Further, the definition of “consumer” has been expanded under the CPA to include persons engaged in online and offline transactions through electronic means or by tele- shopping, or direct-selling or multi-level marketing. In line with the CPA, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce Rules”) which provides a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce.

Sale of Goods Act, 1930 (the “Sale of Goods Act”)

The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

The Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA Act”)

The CLRA Act was enacted to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA Act is applicable to every establishment in which 20 or more workmen are or were employed in the preceding 12 months as contract labour and to every contractor who employs or employed on any day during the preceding 12 months, 20 or more workmen. Every principal employer of an establishment to which the CLRA Act applies, shall apply for registration of the establishment with the appropriate registering office and get registered. Under the CLRA Act, the principal employer has to provide essential amenities like canteens, rest rooms, drinking water facilities and first aid facilities if the same is not provided by the contractor. Every contractor to whom the CLRA Act applies, is also required to obtain a license and not to undertake or execute any work through contract labour, except under and in accordance with such license. Further under the CLRA Act, the principal employer has to ensure through a nominated representative that the Contractor distributes wages within the prescribed time, failing which the principal employer shall be liable to make payment of wages in full or the unpaid balance and recover the amount so paid from the Contractor. Contravention of the provisions of the CLRA Act and the rules and regulations thereunder is punishable with imprisonment of up to three months and a fine of up to ₹1,000, or both and an additional fine of ₹100 for every day during which such contravention continues after conviction for the first such contravention.

As per the Ministry of Environment and Forests, a draft notification has been published in 2006 under sub-rule (3) of Rule 5 of the Environment (Protection) Rules, 1986. It imposes certain restrictions and prohibitions on new projects or activities, or on the expansion or modernization of existing projects or activities based on their potential environmental impacts as indicated in the Schedule to the notification, being undertaken in any part of India. This notification emphasizes the need for taking prior environmental clearance in case of new projects or activities or expansion of already existing activities in accordance with the objectives of National Environment Policy that has approved by the Union Cabinet on 18th May, 2006 and the procedure specified in the notification, by the Central Government or the State or Union territory Level.

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

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

The Industrial Relations Code, 2020

The new Code passed by the Parliament replaces and Consolidates three labour legislations, being The Industrial Disputes Act, 1947, The Trade Unions Act, 1926, and The Industrial Employment (Standing Orders) Act, 1946. It aims at consolidating and amending the laws relating to trade unions, conditions of employment in industrial establishments, investigation and settlement of industrial disputes. While it retains several provisions from the existing legal framework regarding retrenchment, lay-off closure, industrial disputes, trade union recognition, etc., new requirements have been introduced to simplify as well as add more structure to the existing regulations.

The Code on Wages, 2019

The new Code replaces the following four laws: (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. Under the Act, the Central Government shall determine wage-related provisions in railways, mines, oil fields, etc., while the State Government is empowered to take such decisions in relation to other employments.

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to

employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers. In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation 104 of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

Public Liability Insurance Act, 1991 (“PLI Act”)

The Public Liability Insurance (PLI) Act, 1991 was enacted with the objective of providing relief to the victims of accidents that might occur while handling hazardous substances. The owner who has control over handling hazardous substances is required under the Act to pay specified amounts to the victim as interim relief based on no fault liability. Hence, it was made mandatory for every owner handling hazardous substances to take insurance policies for the purpose.

The above referred act has not been amended since 1992 in spite of sea changes in the chemical protocols, business scenario and inflation. Some of the provisions have become redundant in course of time. This act needs to be revisited and made consistent with current policies of Governance. Further, concern was also raised with regard to the decriminalization of existing provisions of the PLI Act in order to reduce compliance to achieve real independence by weeding out fear of imprisonment for simple violations under existing law.

Workmen Compensation Act, 1923 (“WCA”)

Employees are prized assets for any organization, and ensuring their welfare is key to long-term success. This includes ensuring workers and their dependents are cared for in the event of a fatal accident at the workplace that results in a loss of income. The Workmen's Compensation Act 1923, led to the creation of a special type of insurance for frontline workers. It ensures that workers are adequately compensated for injuries sustained in the line of duty.

The policy is important for businesses as well, as it protects them from the threat of a high compensation amount and further lawsuits. This is particularly true for organizations with employees who are exposed to extreme health and life hazards.

Industrial Disputes Act, 1947 (“ID Act”)

The Industrial Dispute Act of 1947, came into force on the first day of April, 1947. Its aim is to protect the workmen against victimization by the employers and to ensure social justice to both employers and employees. The unique object of the Act is to promote collective bargaining and to maintain a peaceful atmosphere in industries by avoiding illegal strikes and lock outs. The Act also provides for regulation of lay off and retrenchment. The objective of the Industrial Disputes Act is to secure industrial peace and harmony by providing machinery and procedure for the investigation and settlement of industrial disputes by negotiations.

Industrial (Development and Regulation) Act, 1951 (“IDRA”)

The Industries (Development and Regulation) Act, (IDRA), came into force from 8th May, 1952 under a notification of the Central Government published in the Gazette of India. The Act extends to whole of India including the state of Jammu & Kashmir with a view to being under Central and regulation of a number of important industries, the activities of which affect the country as a whole and the development of which must be governed by economic factors of all India importance.

The Act brings under the control of the Central Government the development and regulation of a number of important industries listed in the first schedule attached to the Act as the activities of such industries will affect the country as

a whole and, therefore, the development of such important industries must be governed by the economic factors of all India importance.

Industrial Employment Standing Orders Act, 1946

The Industrial Employment (Standing orders) Act, was introduced for the employers in industrial establishments to ensure the employment conditions under the establishments. Standing Orders states the laws which govern the relationship between the employer and a workman in an industrial establishment with includes the elements such as classification of workers, working hours, attendance, suspension, termination etc. In this article, we look at the various aspects of the Industrial Employment (Standing Orders) Act in detail.

The Act applies to all industrial establishments involving 100 or more workers under Section 1(3). Under section 2(i) Industrial Establishment are the following entities are listed, an industrial establishment as specified in section 2(i) of Payment of Wages Act, factory as explained in section 2(m) of Factories Act, railway Industry Establishment of contractor who employs workers for fulfilling the contract with the owner of an industrial establishment under section 2(e), workman as specified under section 2(s) of Industrial Disputes Act. Under Section 2(i) workman covers skilled, unskilled, manual or clerical work. However, workman does not include employees engaged in a managerial or administrative capacity or supervisory capacity and also it does not include workers subject to Army Act, Navy Act or Air Force Act or police or prison services.

The Employees' State Insurance Act, 1948 ("ESI Act")

The ESI Act was enacted to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provisions for certain other matters in relation thereto. Employment injury means a personal injury to an employee caused by accident or an occupational disease arising out of and in the course of his employment, being an insurable employment. The ESI Act applies to all factories that are non- seasonal in nature and establishments that are notified by the appropriate state government in consultation with the Government of India from time to time. All employees in establishments covered by the ESI Act are required to be insured and the employer is also required to register himself under the ESI Act and maintain prescribed records and registers in addition to filing of forms with the concerned authorities. The ESI Act provides for a need based social insurance scheme under which the employer and employee must contribute certain percentage of the monthly wage of the employees as prescribed by the Government of India from time to time to the Employee State Insurance Corporation established under the ESI Act.

If any contribution payable under this Act is not paid by the principal employer, he shall be liable to pay simple interest at the rate of 12% p.a. or at such higher rate as may be specified in the regulations till the date of its actual payment under the ESI Act.

Minimum Wages Act, 1948 ("MWA") and the rules framed thereunder

The Minimum Wages Act, 1948 was enacted by the Indian Legislature to deal with matters relating to providing the minimum wage to the workers so that they can afford their basic needs and maintain a decent standard of livelihood. The Act further ensures a secure and adequate living wage for all labourers and it also guarantees that an employee earns enough to provide for his family. The Act authorizes both Central and state governments in fixing the rate of minimum wage. The Minimum Wages Act, 1948 has also laid down a provision for revision of minimum wages in order to cope with the changing prices of basic commodities

The Payment of Bonus Act, 1965 ("POB Act")

The POB Act, as amended was enacted to provide for the payment of bonus to persons employed in certain establishments where 20 (twenty) or more persons are employed on the basis of profits or on the basis of production or productivity and for matters connected therewith. Under the POB Act, every employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus which is 8.33% of the salary or wage earned by the employee during the accounting year or ₹100 (Rupees one hundred only), whichever is higher, provided the employee has worked in the establishment for not less than 30 (thirty) working days in that year. The maximum bonus including productivity linked bonus that can be paid in any accounting year shall not exceed 20% of the salary/wage of an employee under the POB Act.

Contravention of the provisions of the POB Act by a company is punishable with imprisonment for a term of up to 6 (six) months or a fine of up to ₹1,000 (Rupees one thousand only) or both, against persons in charge of, and responsible to the company for the conduct of the business of the company at the time of contravention, as well as the company.

The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 ("EPF Act")

The EPF Act, was enacted to provide for the institution of provident funds, pension fund and deposit-linked insurance fund for employees in factories and other establishments mandating registration of such establishments employing twenty or

more persons or class of such establishments which the Central Government may, by notification in the Official Gazette, specify in this behalf. An establishment with less than 20 (twenty) employees can voluntarily opt for PF registration to protect employee's benefits. Under the EPF Act, every employee whose wages are under ₹15,000 (Rupees Fifteen Thousand only) has to mandatorily contribute towards EPF and Employee Pension Scheme ("EPS") if his/her wages (Basic + Dearness Allowance). If an employee is drawing wages over ₹15,000 per month, then he can ask for PF deductions from his salary. Both the employees and employers contribute 12% of the basic wages and dearness allowance to the provident fund (PF) account. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State Provident Fund Commissioner.

Any person who contravenes the provisions of the EPF Act would be punishable with imprisonment that can extend up to 1 (one) year and fine which may extend up to ₹10,000 (Rupees Ten Thousand only), according to the respective sections of POW Act violated. Repeated conviction under the same provision is punishable with imprisonment for a term which shall not be less than 1 (one) month, but which may extend to 5 (five) years and fine which may extend to ₹25,000 (Rupees Twenty-Five Thousand only) under the POW Act.

The Payment of Gratuity Act, 1972 ("Gratuity Act")

The Gratuity Act was enacted to provide for a scheme for the payment of gratuity to employees engaged in factories, mines, oilfields, plantations, ports, railway companies, shops or other establishments and for matters connected therewith or incidental thereto at the time of termination of services. The Gratuity Act applies to employees engaged in establishments in which 10 (ten) or more persons are employed or were employed on any day of the preceding 12 (twelve) months; and as the Government of India may, by notification, specify, provided the employee has rendered his services for a period not less than 5 (five) years: (a) on his /her superannuation; (b) on his / her retirement or resignation; or (c) on his / her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply). The maximum gratuity exemption as per IT Act is ₹ 20,000 (Rupees Twenty Thousand only).

Any person who contravenes the provisions of the Gratuity Act would be punishable with imprisonment that can extend up to 2 (two) years and fine which may extend up to ₹20,000 (Rupees Twenty Thousand only), according to the respective sections of the Gratuity Act violated.

The Equal Remuneration Act, 1976 ("ER Act")

The ER Act was enacted to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. The ER Act provides for setting up of Advisory committees to promote employment opportunities for women. Every Advisory Committee shall consist of not less than ten persons, to be nominated by the appropriate Government, of which one-half shall be women. Every employer should maintain such registers and other documents in relation to the workers employed by the employer in the prescribed manner given under the ER Act. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law.

Any person who contravenes the provisions of the ER Act would be punishable with imprisonment that can extend up to 1 (one) year and fine which may extend up to ₹10,000 (Rupees Ten Thousand only), according to the respective sections of the ER Act violated.

The Employees Compensation Act, 1923 ("EC Act")

The EC Act was enacted to provide for the payment by certain classes of employers to their employees of compensation for injury by accident. The term "employer" under the EC Act includes anybody of persons whether incorporated or not and any managing agent of an employer and the legal representative of a deceased employer, and, when the services of an employee are temporarily lent or let on hire to another person by the person with whom the employee has entered into a contract of service or apprenticeship, means such other person while the employee is working for him. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within 7 (seven) days of receiving a notice. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury.

Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an

account called as “Deposit-Linked Insurance Fund Account.”

The Employees’ Pension Scheme, 1995

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH Act”)

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

The POSH Act mandates for constitution of an Internal Complaints Committee by every employer of a workplace along with constitution of Local Complaints Committee” to receive complaints of sexual harassment from establishments where the Internal Committee has not been constituted due to having less than ten workers or if the complaint is against the employer himself. Where the employer contravenes the provisions of the POSH Act, he would be punishable with fine which may extend up to ₹50,000 (Rupees Fifty Thousand only).

Shops and commercial establishments legislations

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

The Maternity Benefit Act, 1961 (“Maternity Benefit Act”)

The Maternity Benefit Act was enacted to regulate the employment of women in certain establishment for certain period before and after childbirth and to provide for maternity benefit and certain other benefits and is applicable to establishments in which 10 (ten) or more persons are employed. The Maternity Benefit Act provides that a woman will be paid maternity benefit at the rate of her average daily wage in the 3 (three) months preceding her maternity leave, provided the woman has worked for the employer for at least 80 (eighty) days in the 12 (twelve) months preceding the date of her expected delivery. The maximum period for which any woman shall be entitled to maternity benefit shall be 26 weeks, of which not more than eight weeks shall precede the date of her expected delivery. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy.

In case of any contravention of the provisions of the Maternity Benefit Act or the rules made thereunder by the employer, he shall be punishable with imprisonment which may extend up to 1 (one) year, or with fine which may extend to ₹ 5,000/ (Rupees Five Thousand only), or with both.

Inter State Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979 (“ISMW Act”)

The ISMW Act was enacted to regulate the employment of inter-State migrant workmen and to provide for their conditions of service and for matters connected therewith. The ISMW Act applies to every principal employer and/or every contractor who employs or employed, 5 (five) or more inter-state migrant workmen (whether or not in addition to other workmen) on any day of the preceding twelve months. The ISMW Act also requires the principal employers and contractors to maintain registers with such details of the migrant workmen as may be prescribed.

Any violation of the provisions of the ISMW Act and Rules prescribed thereunder is imprisonment which may extend to one year or with fine which may extend to ₹1,000 (Rupees One Thousand only) or with both.

Child and Adolescent Labour (Prohibition and Regulation) Act, 1986 (“Child Labour Act”)

The Child Labour Act was enacted to prohibit the engagement of children in all occupations and to prohibit the engagement of adolescents in hazardous occupations and processes and the matters connected therewith or incidental thereto. “Child” under the Child Labour Act means a person who has not completed his fourteenth year of age or such age as may be specified in the Right of Children to Free and Compulsory Education Act. specifies that the employer has to mandatorily furnish certain information regarding employment of child labour to the inspector and maintain a register which would contain details regarding the child labourers. The Child Labour Act also provides for health and safety measures to be complied with by the employer.

The Apprentices Act, 1961 (“Apprentices Act”)

The Apprentices Act was enacted to provide for the regulation and control of training of apprentices and for matters connected therewith. “Apprentice” under the Apprentices Act means a person who is undergoing a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

Relevant Labour Welfare Fund Legislations (“LWF Acts”)

In order to look after the welfare of the workers by providing financial assistance to the workers in case of need, the relevant state legislatures have enacted LWF acts exclusively focusing on welfare of the workers. LWF Acts usually provide for the constitution of a Labour Welfare Fund and for the establishment of a Labour Welfare Board for the financing of activities to promote welfare of labour in the relevant state and for conducting activities and for matters connected therewith.

National Apprenticeship Promotion Scheme (“NAPS”)

NAPS was launched in August 2016 by Government of India to promote apprenticeship in the country by providing financial incentives, technology and advocacy support. The Regional Directorates of Skill Development and Entrepreneurship under Directorate General of Training are the implementing agencies in their regions in respect of all “Designated Trades” under the Act for all establishments falling under the Central Government jurisdiction. National Skill Development Corporation (NSDC) and CEOs of the Sector Skill Councils are the implementing agencies in their sectors in respect of “Optional Trades” for the establishment under the Central Government jurisdiction. The respective State Governments are the appropriate authorities in respect of any establishments other than those falling under the Central Govt. jurisdiction. State Apprenticeship Advisers (SAA) are implementing agencies in their regions in respect of all “designated trades” as well as “optional trades” for State Public Sector Units and private establishment falling under their jurisdiction as per the Apprentices Act 1961.

LAWS RELATING TO INTELLECTUAL PROPERTY

In-general the Intellectual Property Rights includes but is not limited to the following enactments:

The Patents Act, 1970;
Indian Copyright Act, 1957;
The Trademarks Act, 1999.

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

Copyright Act, 1957 (“Copyright Act”)

The Copyright Act grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire.

Trademarks Act, 1999

Under the Trademarks Act, 1999 (“Trademarks Act”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

ENVIRONMENTAL LAWS

The Environment (Protection) Act, 1986 and Environment (Protection) Rules, 1986 (“EPA”)

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. The EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution. Penalties for violation of the EPA include fines up to ₹ 1,00,000 or imprisonment of up to five years, or both.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, requires that every occupier of a facility who is engaged in handling of ‘hazardous waste’ and other wastes to obtain an authorization from the respective pollution control board. It places an obligation on the occupier to prevent, minimize, reuse, recycle, recover, utilize including co-processing, and safe disposal of the waste. It also makes the occupier responsible for safe and environmentally sound management of hazardous and other wastes. It makes the occupier liable for damages caused to environment or third parties. It also prescribes financial penalties for violation of provisions of the rules.

OTHER GENERAL REGULATIONS

The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. 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 Foreign Trade (Development & Regulation) Act, 1992

The Foreign Trade (Development and Regulation) Act, 1992 read along with relevant rules inter-alia 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. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorized to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorized to appoint a “Director General of Foreign Trade” for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia 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.

Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed there under

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the 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 and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

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, 2002. The provisions of the Competition Act relating to combinations were notified on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

Negotiable Instruments Act, 1881 ("NI Act")

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 honored by their bankers and returned unpaid.

Consumer Protection Act, 2019

Few of the provisions of The Consumer Protection Act, 2019 ("COPRA") have been notified vide notification No. S.O. 2421(E), dated 23rd July 2020 thus repealing the respective provisions of Consumer Protection Act, 1986. However the provisions of Consumer Protection Act, 1986, are still valid to the extent COPRA being not notified. The Consumer Protection Act provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It also places product liability on a manufacturer or product service provider or product seller, to compensate for injury or damage caused by defective product or deficiency in services. It provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The COPRA has brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online market place or online auction sites. The COPRA also provides for mediation cells for early settlement of the disputes between the parties.

The Arbitration and Conciliation Act, 1996

This Act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimize the supervisory role of courts in the arbitral process, to permit an arbitral tribunal to be mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

Other Laws

In addition to the above, our Company is required to comply with the provisions of the Prevention of Corruption Act, 1988, Rent Control Act, Information technology act and other applicable laws and regulations imposed by the Central and State Governments and other authorities for its day-to-day operations.

HISTORY AND CORPORATE STRUCTURE

COMPANY'S BACKGROUND

Our Company was originally incorporated as “HCIN Network Private Limited”, on August 02nd, 2019 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre, Delhi. Our Company was converted into a public limited company and the name of our Company was changed from “HCIN Network Private Limited” to “HCIN Networks Limited” vide Special Resolution dated June 16th, 2024. The status of the Company was changed to public limited and the fresh certificate of incorporation consequent to conversion was issued on August 22nd, 2024 by the Registrar of Companies, Central Processing Center, Delhi, with an object to offers Internet Leased Line, IT Managed Services, IT System Integration, IT Security and Data Centre Solutions under the brand of “Hi-COM”. As on date of this Draft Red Herring Prospectus the Corporate Identification Number of our Company is U64200HR2019PLC081805.

Our company specializes in B2B services, offering a comprehensive range of solutions across Internet Services, Managed IT Services and Telecom Infra Services. Our core offerings include Internet Leased Lines, Business Broadband, Software Defined WAN (SD-WAN), Managed IT Infrastructure, Remote IT Support, Data Center Management, Ground Tower Construction, Solar Upgrades, Overhead Fiber Networks, and FTTH (Fiber to the Home) Networks.

We are working with the providers of hardware, software, storage, networking, security, voice solutions, and consulting services to ensure we deliver the high quality services to our clients. In addition, our dedicated 24/7 post-sale support team ensures that our clients receive maximum value from their investments.

As a Category-A Internet Service Provider (ISP) licensed by the Department of Telecommunications, we are authorized to provide nationwide internet services. HCIN Networks Limited is engaged with various telecom operators, with expertise in deploying FTTH networks, tower construction, and supporting next-generation 5G infrastructure.

Our Company, an ISO 20000-1:2018 and ISO 9001:2015 and 27001:2013 certified company, is a notable player in the telecom infrastructure industry. Located at STS-524, 5th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon Sadar Bazar, Haryana, India – 122001. Our journey began in 2019 as a private limited company founded by Promoter. HCIN Networks Limited with the vision to position itself as one of the good company in IT Communication and Solutions field through which it can contribute to the National growth by empowering youth and businesses alike.

For more details about the services, we offered kindly referred Section titled “**Our Management**”, “**Business Overview**” and “**Industry Overview**” beginning on pages 133, 106 and 100 respectively of this Draft Red Herring Prospectus.

We have a strong track record of revenue growth and profitability. The following table sets forth certain Key Performance Indicators for the years indicated:

Key Performance Indicators	(Rs. In Lakhs)			
	For the Period ended as on 30/06/2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Revenue from Operations ¹	862.55	2,539.22	1,597.49	686.11
Growth in Revenue from Operations (%) ²	35.88	58.95	132.83	97.69
EBITDA ³	328.40	839.33	48.89	31.49
EBITDA Margin (%) ⁴	38.07	33.05	3.06	4.59
PAT ⁵	198.51	707.78	0.24	10.12
PAT Margin (%) ⁶	22.80	27.85	0.01	1.47
Net Debt ⁷	1,269.50	1,225.45	349.79	109.37
Total Shareholder's Fund ⁸	2,425.59	1,766.51	113.69	13.45
ROE (%) ⁹	8.18	40.07	0.21	75.26
ROCE (%) ¹⁰	8.20	25.54	3.85	10.77
EPS (Basic & Diluted) ¹¹	1.54	5.52	0.00	0.09

Note:

- (1) Revenue from operation means revenue from sales;
- (2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period;
- (3) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income;
- (4) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations;
- (5) PAT is calculated as Profit before tax – Tax expenses;
- (6) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

(7) Net debt = Non-current borrowing + current borrowing - Cash and cash equivalent, Bank balance, and Investment in Mutual Funds.

(8) Total shareholder's Fund = Equity share capital + Reserves & Surplus +/- Minority Interest.

(9) ROE = Net profit after tax / Total shareholder's Fund.

(10) ROCE = Profit before tax and finance cost / Capital employed*

*Capital employed = Total Equity + Non-current borrowing + Current Borrowing + Deferred Tax liabilities - Deferred Tax Assets - Intangible Assets.

(11) EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average number of equity shares outstanding during the year after considering bonus and split of shares.

(12) The above has been computed on the basis of the Restated Consolidated Financial Statements of the Company.

REGISTERED OFFICE

Registered Office of the Company is presently situated at STS-524, 5th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon, Gurgaon, Sadar Bazar, Haryana, India, 122001 as per below details:

On Incorporation: 16/6, Shyam Baba Colony Mathura Road, NA, Faridabad, Haryana, India - 121007.

Date of Change	Changed From	Change To	Reason for Change
May 06 th , 2024	16/6, Shyam Baba Colony Mathura Road, NA, Faridabad, Haryana, India - 121007.	No.575/7, Jacobpura, Gurgaon, Haryana, India - 122018.	Administrative Reasons
September 12 th , 2024	No. 575/7, Jacobpura, Gurgaon, Haryana, India - 122018.	STS-524, 5 th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon, Gurgaon, Sadar Bazar, Haryana, India, 122001	Administrative Reasons

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

NAME CLAUSE

The following changes have been made in the Name of our Company since its inception:

Date of Amendment	Name from	Name to
June 16 th , 2024	HCIN Network Private Limited	HCIN Network Limited

AUTHORIZED CAPITAL CLAUSE

The following changes have been made in the Authorized Capital of our Company since its inception:

Date of Amendment	Particulars
On Incorporation	Authorized capital as ₹ 10.00 Lakhs.
23 rd March, 2022	Increased in authorized capital from ₹ 10.00 Lakhs to ₹ 105.00 Lakhs.
29 th January, 2024	Increased in authorized capital from ₹ 105.00 Lakhs to ₹ 5,00.00 Lakhs.
16 th June, 2024	Increased in authorized capital from ₹ 5,00.00 Lakhs to ₹ 2,000.00 Lakhs.

OBJECT CLAUSE

Date of Amendment	Particulars
30 th November, 2019	<p>The main object clause of Memorandum of Association of the Company amended by replacing and substitution of clause 3(a) with following new clause as stated below:</p> <ol style="list-style-type: none"> To carry on the business in India or anywhere else in the world of providing solutions and services related to Web-Technologies, Internet Services, Data Services and E-commerce including but not restricted to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, license or otherwise deal in Internet portals, Internet networks, Media Portals, Internet solutions, Internet gateways, Internet service providers, E-commerce, Web- site designing, Web based and Web enabled services and

Date of Amendment	Particulars
	<p>applications, E-commerce service provider, E-commerce solutions, E-commerce platforms, E-commerce education, E-commerce technologies and E-business solutions, Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, web page development, search engine optimization, embedded C coding, cloud computing, services and solutions, provide or take up all types of Information technology related assignments.</p> <p>2. To purchase for resale and to trade in any land, plot(s) of land or movable or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and to construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s). To purchase or sale any movable or immovable property, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise. To purchase, sell and otherwise to carry on the business as builders, contractors, engineers, Estate agents and provide and deal in all types of infrastructure matters.</p>

MAJOR EVENTS

There are no major events in the company since its incorporation except as mentioned below:

Year	Key Events/Milestone/ Achievement
2018-19	Incorporated in 2019, commenced operations with a team of 10 individuals.
2019-20	Executed Connectivity projects on 30 Client locations, closed FY-20 with a revenue of 95 Lakhs.
2020-21	Our company successfully secured a significant order worth ₹2 Crores.
2021-22	Our team expanded to 30+ members as we initiated operations in Delhi, Chennai, and Bangalore. Executed multi-location connectivity projects for clients.
2022-23	Secured a project from Key industry player, we're tasked with connecting and managing broadband services for a customer base of 1 lakh. Secured a contract from Start-up engaged in Educational sector, we've been entrusted with managing services across approximately 200 locations.
2023-24	Acquired Computer Maintenance Agency on September, 2023. We've secured two significant telecom infrastructure projects involves constructing of Towers at a various Locations. Company converted from Private Limited Company to Public Limited Company vide special resolution passed at General Meeting dated June 16 th , 2024, consequent to which a certificate of Incorporation dated August 22 nd 2024, was issued by the Registrar of Companies, Delhi.

OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled **“Business Overview”**, **“Industry Overview”** and **“Management’s Discussion and Analysis Of Financial Conditions and Results Of Operations”** beginning on page no. 106, 100 and 155 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to sections titled **“Our Management”** and **“Capital Structure”** beginning on page nos. 133 and 54 respectively of this Draft Red Herring Prospectus.

RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, please see the section entitled “*Capital Structure*” and “*Restated Financial Statements*” on page nos. 54 and 151 respectively of this Draft Red Herring Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS AND CONVERSION OF LOAN INTO EQUITY

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares except as provided in the section entitled “*Capital Structure*” on page no. 54 of this Draft Red Herring Prospectus.

SUBSIDIARIES/HOLDINGS OF THE COMPANY

Our company has not having any subsidiary and Holding Company. However, Our Company holds 99% stake in one of the Firm named “Computer Maintenance Agency”. Details of which is mentioned below:

Particulars	Details
Name of the Firm	Computer Maintenance Agency.
Date of Incorporation	01 st April, 1993.
Constitution	As a Partnership Firm.
Nature of Business	Conducting the business of execution of Computer maintenance, contracts, and sale of Computer peripherals.
Total Partners Capital Account	₹ 104.84 Lakhs.
Shareholding of the Issuer	99% of the total Partners Capital.

INJUNCTION AND RESTRAINING ORDER

Our company is not under any injunction or restraining order, as on date of filing of this Draft Red Herring Prospectus.

MANAGERIAL COMPETENCE

For managerial competence, please refer to the section “*Our Management*” on page no. 133 of this Draft Red Herring Prospectus.

MATERIAL ACQUISITIONS/AMALGAMATIONS/MERGERS/REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years except as provided in this Draft Red Herring Prospectus.

MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. Our Company has not changed its Object since its Incorporation, except as specified in the Draft Red Herring Prospectus, which are as follows:

- To carry on the business in India or anywhere else in the world of providing solutions and services related to Web-Technologies, Internet Services, Data Services and E-commerce including but not restricted to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, license or otherwise deal in Internet portals, Internet networks, Media Portals, Internet solutions, Internet gateways, Internet service providers, E-commerce, Web- site designing, Web based and Web enabled services and applications, E-commerce service provider, E-commerce solutions, E-commerce platforms, E-commerce education, E-commerce technologies and E-business solutions, Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, web page development, search engine optimization, embedded C coding, cloud computing, services and solutions, provide or take up all types of Information technology related assignments.*
- To purchase for resale and to trade in any land, plot(s) of land or movable or immovable property or any right*

or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and to construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s). To purchase or sale any movable or immovable property, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise. To purchase, sell and otherwise to carry on the business as builders, contractors, engineers, Estate agents and provide and deal in all types of infrastructure matters.

SHAREHOLDERS' AGREEMENTS

Our Company has not entered into any shareholder's agreement as on the date of filing this Draft Red Herring Prospectus.

OTHER AGREEMENTS

As on the date of this Draft Red Herring Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered as on the date of this Draft Red Herring Prospectus.

JOINT VENTURE AGREEMENTS

Our Company has not entered into any Joint Venture Agreement as on the date of this Draft Red Herring Prospectus.

For more details, please see the section entitled "***Information with Respect To Group Companies/Entities***" on page no. 172 of this Draft Red Herring Prospectus.

COLLABORATION AGREEMENTS

Our Company has not entered into any collaboration agreement as on the date of this Draft Red Herring Prospectus.

STRATEGIC PARTNERS

Our Company is not having any strategic partner as on the date of filing this Draft Red Herring Prospectus.

FINANCIAL PARTENRS

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Draft Red Herring Prospectus.

OUR MANAGEMENT

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15, at least two thirds of whom shall be liable to retire by rotation other than independent directors. Our Company currently has 5 (Five) directors on our Board out of which 1 (One) is Executive Director, 2 (Two) are Non-Executive Directors and 2 (Two) are Independent Directors.

S. No.	Name of the Director	Designation
1.	Mr. Vikas	Chairman & Managing Director
2.	Mr. Sukhbir Singh Bhatia	Non-Executive Director
3.	Mrs. Shalini	Non-Executive Director
4.	Mr. Hannu Goyal	Independent Director
5.	Mr. Ashish Grover	Independent Director

The Following table sets forth details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus:

MR. VIKAS	
Father's Name	Late Shri. Ram Niwas
DIN	08188450
Date of Birth	31 st July, 1983
Age	41 Years.
Designation	Chairman & Managing Director.
Status	Executive Director.
Qualification	B. Tech. in Computers Science and MBA
No. of years of experience	15 Years in Sales and Marketing Field
Address	209, Khatkar Patti, Naguran, Jind Haryana - 126125
Occupation	Business.
Nationality	Indian.
Date of Appointment	Initially appointed as an Executive Director on 23 rd March, 2023 and presently re-designated as a Chairman and Managing Director w.e.f 18 th July, 2024.
Term of Appointment and date of expiration of current term of office.	He will hold the office for a period of five years with effect from July 18, 2024 to July 17, 2029 on such terms and conditions as detailed in the explanatory statement attached hereto.
Other Directorships	1. Livespace Interiors Private Limited; 2. VMS Reality Private Limited; 3. HCIN Consulting Private Limited; 4. HCIN Reality Private Limited.

MR. SUKHBIR SINGH BHATIA	
Father's Name	Mr. Baldeo Singh Bhatia.
DIN	10434885.
Date of Birth	26 th June, 1973.
Age	51 Years.
Designation	Director.
Status	Executive.
Qualification	Post Graduate Diploma in Business Administration.(PGDBM)
No. of years of experience	14 Years in Distribution and Logistics, Service Delivery Sector.
Address	Villa 376, House of Hiranandani Devanahalli, Bangalore Rural, 562110, Karnataka, India
Occupation	Business.
Nationality	Indian.
Date of Appointment	Initially appointed as an Additional Director on 09 th January, 2024, Subsequently re-designated as an Executive Director, w.e.f. June 16 th 2024, Now Presently re-designated as Non-Executive Director on 05 th August 2024.

Term of Appointment and date of expiration of current term of office	He will hold the office up to the date of the ensuing annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.
Other Directorships	HCIN Consulting Private Limited.

MRS. SHALINI	
Father's Name	Mr. Ram Singh Gaur
DIN	08345226
Date of Birth	04 th September, 1987
Age	37 Years.
Designation	Non-Executive Director.
Status	Women Director.
Qualification	Master of Technology (Electronics & Comm. ENGG)
No. of years of experience	5 Years in Telecom Sector.
Address	209, Khatkar Patti, Naguran, Jind, Haryana 126125.
Occupation	Professional.
Nationality	Indian.
Date of Appointment	Appointed as an Executive director as on 19 th September, 2020 and after that there is change in designation from executive to Non-Executive Director as on 05 th August, 2024.
Term of Appointment and date of expiration of current term of office	Holds office as a Non- Executive Director of the company.
Other Directorships	<ol style="list-style-type: none"> 1. HCIN Reality Private Limited 2. Kalpaa World Education Private Limited 3. IVSS Education (OPC) Private Limited 4. Trigear Digital Services Private Limited

MR. HANNU GOYAL	
Father's Name	Mr. Surender Goyal
DIN	10626259
Date of Birth	05 th March 1993.
Age	31 Years.
Designation	Independent Director.
Status	Non-Executive
Qualification	Company Secretary (CS).
No. of years of experience	2 Years Secretarial.
Address	488A, Near Balaji Hospital, Dakaton Mohalla, Hisar, Haryana, India - 125001.
Occupation	Professional.
Nationality	Indian.
Date of Appointment	Initially appointed as an Additional Non- Executive Director on 18 th May 2024 and presently re-designated Appointed as an Independent Director from 16 th June 2024.
Term of Appointment and date of expiration of current term of office	Holds the office for the period of 5 (Five) years. w.e.f. 18 th May 2024 to 17 th May 2029 and not liable to be retire by rotation.
Other Directorships	NA.

MR. ASHISH GROVER	
Father's Name	Mr. Gulshan Grover
DIN	10625734.
Date of Birth	18 th September, 1991.
Age	32 Years.
Designation	Independent Director
Status	Non-Executive
Qualification	LLB and Company Secretary (CS)
No. of years of experience	5 Years of Experience in food-manufacturing Sector.

MR. ASHISH GROVER	
Address	451, Near Sharma Store, Malviya Nagar (South Delhi), New Delhi-110017, Delhi
Occupation	Professional.
Nationality	Indian.
Date of Appointment	Initially appointed as an Additional Non- Executive Director on 18 th May 2024 and presently re-designated Appointed as an Independent Director from 16 th June 2024.
Term of Appointment and date of expiration of current term of office.	Holds the office for the period of 5 (Five) years. w.e.f. 18 th May 2024 to 17 th May 2029 and not liable to be retire by rotation.
Other Directorships	-

As on the date of the Draft Red Herring Prospectus:

- A. None of the above-mentioned Directors are on the RBI List of willful defaulters or Fraudulent Borrowers.
- B. 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 from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) upto the date of filling of this Draft Red Herring Prospectus.
- E. None of Promoters or Directors of our Company are a fugitive economic offender.
- F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

RELATIONSHIP BETWEEN THE DIRECTORS

Name of Director	Designation	Relation
Mr. Vikas	Chairman and Managing Director	Mr. Vikas, Chairman and Managing Director is the spouse of Mrs. Shalini, Non-Executive Director.
Mrs. Shalini	Non-Executive Director	Mrs. Shalini, the Director is the spouse of Mr. Vikas, Chairman and Managing Director.

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above - mentioned Directors was selected as director or member of senior management.

SERVICE CONTRACTS

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

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 employment.

BORROWING POWERS OF THE BOARD OF DIRECTORS

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on 16th September, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of Rs.100 crores.

BRIEF PROFILE OF OUR DIRECTORS

NAME OF THE DIRECTOR	PROFILE
MR. VIKAS	Mr. Vikas aged 41 years, one of the founding promoter of HCIN Networks Limited established in 2019, possess 15 years of experience in the IT and Telecom, He is a pioneering entrepreneur and stands as a seasoned professional poised to drive impactful results. His commitment to innovation and quality has been instrumental in the firm's continued success and growth.
MR. ASHISH GROVER	Ashish Grover, an accomplished professional with a B. Com from IB College Panipat, an M. Com from IGNOU University, and an L.L.B from Indraprastha Law College, is an Associate Member of the Institute of Company Secretaries of India since 2016. He specializes in company secretarial services, corporate law, business restructuring, mergers and acquisitions, and compliance management. His extensive experience includes working with various regulatory authorities such as the Registrar of Companies, SEBI, and the Reserve Bank of India, providing high-quality legal and advisory services to a diverse clientele.
MR. SUKHBIR SINGH BHATIA	Mr. Sukhbir Singh Bhatia armed with a B.Tech degree from NIT and boasting over 13 years of experience, He is a seasoned professional with a rich background in the telecom industry. Having honed his skills at both Reliance and Tata Communications, he brings a wealth of knowledge and expertise to the table.
MR. HANNU GOYAL	Mr. Hannu Goyal is a Practicing Company Secretary at Hannu Goyal & Associates based in Hisar, Haryana, India. He has significant expertise in secretarial audits, having led comprehensive audits for two listed companies to ensure meticulous compliance with regulatory frameworks and corporate governance standards. Also Appointed as a securitizer by the National Company Law Tribunal (NCLT), Hannu has demonstrated exceptional skill in navigating complex legal and financial restructuring processes. Recognized as a liaisoning expert, he excels in fostering productive relationships with regulatory authorities, stakeholders, and board members. Hannu is also qualified as an independent director, providing strategic oversight and governance to corporate boards.

COMPENSATION AND BENEFITS TO THE CHAIRMAN AND MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND EXECUTIVE DIRECTORS ARE AS FOLLOWS:

Remuneration to Chairman and Managing Director:

Name	Mr. VIKAS
Designation	Chairman & Managing Director

Date of Appointment	July 18 th , 2024
Period	He will hold the office for a period of five years with effect from July 18, 2024 to July 17, 2029.
Salary	Upto ₹ 33.35 Lakhs per month including all perquisites and allowances.
Bonus	Performance linked bonus
Perquisite / Benefits	-
Compensation / remuneration paid during the F.Y. 2023-24	₹ 16.32 Lakhs.

SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Till date, our Company has not paid any sitting fees to any of the Non-Executive Directors for attending any of the Board or Committee Meetings. Further, The Board of Directors is into discussion to approve and pay sitting fees to Non-Executive Directors for attending any of the Board or Committee Meetings.

SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of Directors	No. Equity Shares held	Category/ Status
1.	Mr. Vikas	87,35,000	Chairman and Managing Director
2.	Mrs. Shalini	11,34,200	Non-Executive Director
3.	Mr. Sukhbir Singh Bhatia	5,25,000	Non-Executive Director

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 any, body 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. Interest in promotion of our Company except promoters.

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 “*Restated Financial Statements*” beginning on page no. 151 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.

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. 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.

CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Director	Date of Event	Nature of Event	Reason for the Changes in the Board
Vikas	18 th July, 2024	Change in Designation	Re-designated as Chairman and Managing Director of the Company on July 18, 2024 to July 17, 2029
Jyoti Gaur	24 th March, 2023	Cessation	Resigned as an Executive Director of the Company
Anil Kumar	24 th March, 2023	Cessation	Resigned as an Executive Director of the Company
Devakikumar Arjun	02 nd August, 2023	Cessation	Resigned as an Additional Director of the Company
Sukhbir Singh Bhatia	05 th August, 2024	Change in Designation	Re-designated as Non-Executive Director of the Company on 05 th August, 2024.
Viswanathan	13 th May, 2024	Appointment	Appointed as CEO & CFO of the Company.
Ashish Grover	18 th May, 2024	Appointment	Appointed as an Independent Director of the Company on 18 th May, 2024 to 17 th May 2029.
Hannu Goyal	18 th May, 2024	Appointment	Appointed as an Independent Director of the Company on 18 th May, 2024 to 17 th May 2029.
Shalini	05 th August, 2024	Change in Designation	Re-designated as Non-Executive Director of the Company on 05 th August 2024.

CORPORATE GOVERNANCE

In additions 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 up on 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, the requirements specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavors to comply with the good Corporate Governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

COMPOSITION OF BOARD OF DIRECTORS

Our Company currently has 5 (Five) Directors on our Board out of which 1 (One) is Executive Director, 2 (Two) are Non-Executive Directors and 2 (Two) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

S. No.	Name of Directors	Designation	Status	DIN
1.	Mr. Vikas	Chairman & Managing Director	Executive Director	08188450
2.	Mr. Sukhbir Singh Bhatia	Director	Non –Executive Director	10434885
3.	Mrs. Shalini	Director	Non – Executive Director	08345226
4.	Mr. Ashish Grover	Independent Director	Non – Executive Director	10625734
5.	Mr. Hannu Goyal	Independent Director	Non – Executive Director	10626259

CONSTITUTION OF COMMITTEES

Our company has constituted the following Committees of the Board:

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Corporate Social Responsibility Committee;
4. Nomination and Remuneration Committee.

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on September 23rd, 2023, constituted Audit Committee.

The constitution of the Audit Committee is as follows:

Name of the Directors	Status in Committee	Nature of Directorship
Ashish Grover	Chairman	Independent Director
Hannu Goyal	Member	Independent Director
Vikas	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of Reference

The Role of Audit Committee not limited to but includes:

- The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- Review and monitor the auditors independence and performance, and effectiveness of audit process;
- Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval;
 - 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.
- Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be

entered into by the company subject to such conditions as may be prescribed under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;

Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

- v. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / 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;
- vi. Scrutiny of Inter-corporate loans and investments;
- vii. Reviewing and discussing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- viii. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
- ix. Valuation of undertakings or assets of the company, where ever it is necessary;
- x. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
- xi. 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;
- xii. 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; and
- xiii. Carrying out any other function as assigned by the Board of Directors from time to time.

Review of Information

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the Internal Auditor.

Powers of Committee

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Quorum and Meetings

The audit committee shall meet as and when required to discuss and approve the items included in its role. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

2. Stakeholders Relationship Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on 23rd September, 2024, constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Status in Committee	Nature of Directorship
Hannu Goyal	Chairman	Independent Director
Sukhbir Singh Bhatia	Member	Non- Executive Director
Vikas	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of Reference

The Role of Stakeholders Relationship Committee not limited to but includes:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipts of annual reports, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- Review of measures taken for effective exercise of voting rights of by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipts of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company; and
- Carrying out any other function as prescribed under the SEBI Listing Regulations as and when amended from time to time. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

3. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was re-constituted pursuant to a resolution passed by our Board at its meeting held on 23rd September, 2023. The composition and terms of reference of the Corporate Social Responsibility Committee are in compliance with Section 135 and other applicable provisions of the Companies Act, 2013. The Corporate Social Responsibility Committee currently comprises:

Name of the Directors	Status in Committee	Nature of Directorship
Hannu Goyal	Chairman	Independent Director
Sukhbir Singh Bhatia	Member	Non-Executive Director
Shalini	Member	Non-Executive Director

Terms of Reference

The Role of Corporate Social Responsibility Committee not limited to but includes:

- Formulate and recommend to the Board, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act;
- review and recommend the amount of expenditure to be incurred on the activities to be undertaken by our Company;
- monitor the corporate social responsibility policy of our Company from time to time; and
- any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time.

Quorum and Meetings

The Corporate Social Responsibility Committee at least once a year. The quorum necessary for a meeting of the Corporate Social Responsibility Committee is one third of total members of the Corporate Social Responsibility Committee or 2 members, whichever is higher.

4. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on 23rd September, 2024, constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Status in Committee	Nature of Directorship
Ashish Grover	Chairman	Independent Director
Hannu Goyal	Member	Independent Director
Shalini	Member	Non-Executive Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of reference

The Role of Nomination and Remuneration Committee not limited to but includes:

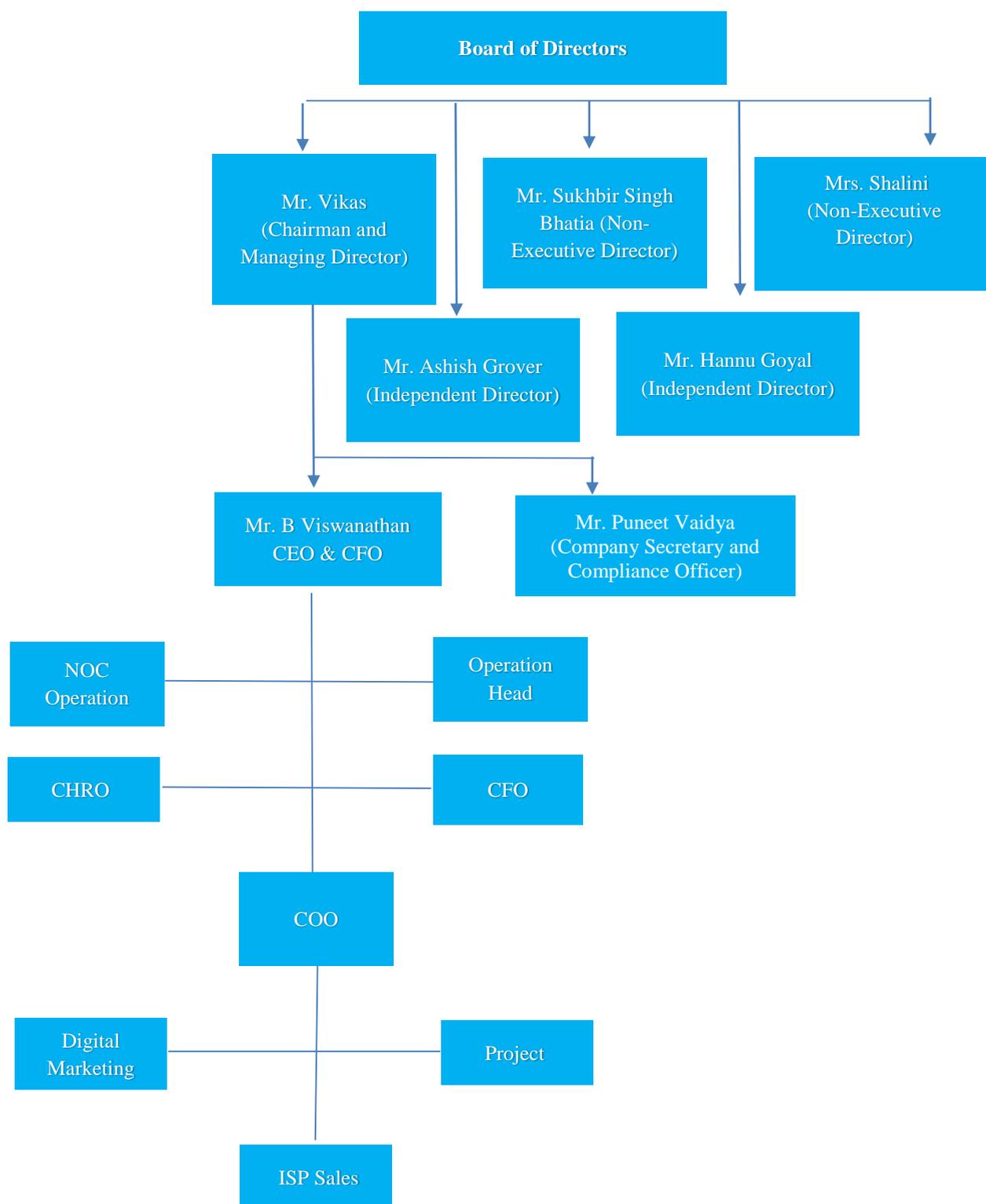
- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- iii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iv. devising a policy on diversity of board of directors;
- v. 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;
- vi. 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;
- vii. recommend to the board, all remuneration, in whatever form, payable to senior management;
- viii. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - ix. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent each is applicable; or
 - x. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
- xi. evaluating the performance of the independent directors and on the basis of their performance evaluation recommending the Board of Directors and the members of the Company to extend or continue the term of appointment of the independent director; and
- xii. performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

Quorum and Meetings

The Nomination and Remuneration Committee is required to meet at least once a year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.

MANAGEMENT ORGANIZATION STRUCTURE

The Management Organization Structure of the company is depicted from the following chart:



OUR KEY MANAGEMENT PERSONNEL

The Key Managerial Personnel of our Company other than our Executive Directors are as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (Rs. in Lakhs)
Name	Mr. B Viswanathan	Cost and Work Accountant	1. Bharti Airtel Limited. 2. Reliance Industries Limited.	NIL
Designation	Chief Financial Officer and Chief Executive Officer			
Date of Appointment	13 th May, 2024			
Overall Experience	He has Overall more than 12 years of experience in Bharti Airtel Limited and Reliance Industries Limited.			
Name	Mr. Puneet Vaidya	Company Secretary	1. Kanel Industries Limited; 2. Fortis J.K. Hospital.	0.15
Designation	Company Secretary and Compliance Officer			
Date of Appointment	01 st March, 2024			
Overall Experience	a. He has Overall more than 5 years of experience in Kanel Industries and Fortis J.K. Hospital.			

BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGEMENT PERSONNEL

Currently, our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee / Board of Directors, depending upon the performance of the Key Managerial Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

CHANGES IN THE KEY MANAGEMENT PERSONNEL

The following are the changes in the Key Management Personnel in the last three years preceding the date of filing this Draft Red Herring Prospectus, otherwise than by way of retirement in due course.

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Mr. Vikas	18 th July, 2024	Re-designated	Re-Designated as Chairman and Managing Director of the Company.
Mr. B. Viswanathan	13 th May, 2024	Appointment	Appointed as Chief Financial Officer and Chief Executive Officer of the Company.
Mr. Puneet Vaidya	01 st March, 2024	Appointment	Appointed as Company Secretary and Compliance Officer of the Company.

EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Draft Red Herring Prospectus, our company does not have any ESOP Scheme for its employees.

RELATIONSHIP BETWEEN KEY MANAGEMENT PERSONNEL

There is no any existing relationship between Key Management Personnel as on date of filing Draft Red Herring Prospectus.

PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

Notes:

- All the Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.

- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.

None of our Key Managerial Personnel has entered into any service contracts with our company except acting in their Individual Capacity as Chairman and Managing Director or Whole-Time Directors and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company. Further, our Company has appointed certain Key Managerial Personnel i.e. Chief Financial Officer and Company Secretary and Compliance officer for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

Additionally, our Company will pay remuneration and salary to our Directors and Key Managerial Personnel as approved by the Board of Directors and Shareholders of our Company.

In addition to all above transactions proposed to be entered, our Company may also propose to enter new transactions or transactions beyond the present omnibus approval given by the Board of Directors/Audit Committee after obtaining the fresh approval for the new transactions or transactions beyond the omnibus approval specified above.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

S. No.	Name of Key Management Personnel	No. Equity Shares held	Category/ Status
1.	Mr. Vikas	87,35,000	Chairman and Managing Director
2.	Mr. B Viswanathan	400	Chief Financial Officer and Chief Executive Officer
3.	Mr. Puneet Vaidya	Nil	Company Secretary and Compliance Officer

OUR PROMOTERS AND PROMOTERS GROUP

PROMOTERS OF OUR COMPANY

1. Mr. Vikas;
2. Mrs. Shalini.

As on date of Draft Red Herring Prospectus, our Promoters holds 98,69,200 Equity shares in aggregate, representing 76.64% of the Issued, subscribed and paid-up Equity share capital of our Company. For details of the Capital build-up of our Promoters in our Company, see section titled “*Capital Structure*” beginning on page no. 54 of this Draft Red Herring Prospectus.

The details of our Promoters are as follows:

	MR. VIKAS
	Mr. Vikas aged 41 years, one of the founding promoter of HCIN Networks Limited established in 2019, possess 15 years of experience in the IT and Telecom, He is a pioneering entrepreneur and stands as a seasoned professional poised to drive impactful results. His commitment to innovation and quality has been instrumental in the firm's continued success and growth.
Date of Birth	31 st July, 1983.
Age	41 Years.
PAN	AEWPV2783D.
Educational Qualification	Bachelor of Technology in Computer Engineering and Masters in Business Administrator.
Present Residential Address	209, Khatkar Patti, Naguran, Jind Haryana – 126125.
Directorship held	<ol style="list-style-type: none"> 1. Livespace Interiors Private Limited; 2. VMS Reality Private Limited; 3. HCIN Consulting Private Limited; 4. HCIN Reality Private Limited.
Other Ventures	<ol style="list-style-type: none"> 1. Computer Maintenance Agency; 2. Ishan Infotech Solutions; 3. VMS Reality Private Limited; 4. Kalpa World Education Private Limited; 5. Kangaroo Pouch Trust; 6. Hi Kalpaa Foundation; 7. BT Club Apparels Private Limited; 8. VS Fortune Vision Private Limited.

	MRS. SHALINI
	Mrs. Shalini aged 37 years, possesses an wealthy of experience of 5 years in both Telecom and Education Industry, she brings a unique blend of technical prowess and educational insight to the table, Mrs. Shalini has possess the good understanding of the telecom industry, ensured product and service quality, and navigated the intricate dynamics of the industry. Her multifaceted experience encompasses diverse roles, allowing her to grasp the intricacies of the field comprehensively.
Date of Birth	04 th September, 1987.
Age	37 Years.
PAN	BNGPS7449D.
Educational Qualification	Bachelor of Engineering (Electronics and Comm. Engg.) and Master of Technology.
Present Residential Address	209, Khatkar Patti, Naguran, Jind, Haryana 126125.
Directorship held	<ol style="list-style-type: none"> 1. IVSS Education (OPC) Private Limited; 2. Kalpaa World Education Private Limited; 3. HCIN Reality Private Limited; 4. Trigear Digital Services Private Limited.

Other Ventures	<ol style="list-style-type: none"> 1. Young Brain India 2. Hi Kalpaa Foundation; 3. Kangaroo Pouch Trust.
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DECLARATION

We declare and confirm that the details of the Aadhar Number, Driving License, permanent account numbers, Bank Account numbers and passport numbers of our Promoters are being submitted to the NSE, stock exchange on which the specified securities are proposed to be listed along with filing of this Draft Red Herring Prospectus with the Stock Exchange.

CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

INTEREST OF OUR PROMOTERS

- None of our Promoters / Directors have any interest in our Company except to the extent of compensation payable paid, and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding.

For further details please see the chapters titled “*Capital Structure*”, “*Restated Financial Statements*” and “*Our Management*” beginning on page nos. 54, 151 and 135 of this Draft Red Herring Prospectus.

- Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business. For further details, please refer the section titled “*Restated Financial Statements*” on page no. 151 of this Draft Red Herring Prospectus.
- Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer “*Restated Financial Statements*” on page no. 151 of this Draft Red Herring Prospectus. For the payments proposed to be made by our Company to certain Group Entities, please refer page no. 154 of this Draft Red Herring Prospectus.

Interest of Promoters in the Promotion of our Company

Our Company is currently promoted by the promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

Interest of Promoters in the Property of our Company

Our Promoters has confirmed that they does not have any interest in any property acquired by our Company within three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus except as mentioned under the section “*Business Overview*” and “*Restated Financial Statements*” on page nos. 106 and 151 respectively, of this Draft Red Herring Prospectus.

Further, other than as mentioned in the chapter titled “*Business Overview*” on page no. 106 of this Draft Red Herring Prospectus our Promoters does not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

PAYMENT OF AMOUNT OF BENEFIT TO THE PROMOTERS OR PROMOTER GROUP DURING LAST TWO YEARS

Except as stated in the section “*Related Party Transaction*” on page no. 151 of this Draft Red Herring Prospectus, there has been no payment of benefits made to our Promoters in the two years preceding the filing of this Draft Red Herring Prospectus. Further, our Company may enter into transaction with or make payment of benefit to the Promoters, Directors or Promoters’ Group, towards remunerations as decided by Board of Director.

CONFIRMATIONS

1. Our Company and Promoters confirmed that they have not been declared as willful defaulters or Fraudulent Borrowers

or by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

2. Further, our Promoters, promoters' group or directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.
3. Additionally, our Promoters, promoters' group or directors do not have direct or indirect relation with the companies, its promoters and whole-time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.
4. Our Promoters has not been declared as fugitive economic offenders under the provisions of Section 12 of the Fugitive Economic Offenders Act, 2018.

We and Our Promoters, Companies promoted by the Promoters confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years;
- The details of outstanding litigation including its nature and status are disclosed in the section title "**Outstanding Litigation and Material Developments**" appearing on page no. 164 of this Draft Red Herring Prospectus.

DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEAR

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Red Herring Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter "**Our Management**" beginning on page no. 133 of this Draft Red Herring Prospectus.

MATERIAL GUARANTEES

Except as stated in the "**Statement of Financial Indebtedness**" and "**Restated Financial Statements**" beginning on page nos. 153 and 151 of this Draft Red Herring Prospectus respectively, our Promoters has not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

RELATIONSHIP OF PROMOTERS WITH EACH OTHER AND WITH OUR DIRECTORS

There is no relationship between Promoters of our Company with other Directors except as described below:

Name of Director	Designation	Relation
Mr. Vikas	Chairman and Managing Director	Mr. Vikas, Chairman and Managing Director is the spouse of Mrs. Shalini, Non-Executive Director.
Mrs. Shalini	Non-Executive Director	Mrs. Shalini, the Non-Executive Director is the spouse of Mr. Vikas, Chairman and Managing Director.

OUR PROMOTERS GROUP

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI (ICDR) Regulation, 2018, the following individuals and entities shall form part of our Promoter Group:

A. Natural persons who are part of our Individual Promoter Group:

Relationship With Promoter	MR. VIKAS	MRS. SHALINI
Father	Late Mr. Ram Niwas	Mr. Ram Singh
Mother	Mrs. Premlata	Mrs. Saroj Devi
Spouse	Mrs. Shalini	Mr. Vikas

Relationship With Promoter	MR. VIKAS	MRS. SHALINI
Brother/s	Mr. Akash Sharma	Mr. Rishabh Mr. Rahul Gaur
Sister/s	Mrs. Kavita Sharma	Mrs. Jyoti Gaur
		Mrs. Dipika Gaur
Son/s	Master. Ishan Sharma	Master. Ishan Sharma
Spouse's Father	Mr. Ram Singh Gaur	Late Mr. Ram Niwas
Spouse's Mother	Mrs. Saroj Devi	Mrs. Premlata
Spouse's Brother/s	Mr. Rishabh Mr. Rahul Gaur	Mr. Akash Sharma
Spouse's Sister/s	Mrs. Jyoti Gaur Mrs. Dipika Gaur	Mrs. Kavita Sharma

B. Companies related to our Promoter Company:

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company.	Not Applicable
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	Not Applicable

C. Companies, Proprietary concerns, HUF's related to our promoters:

Nature of Relationship	Name of Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relative is a member.	Livespace Interiors Private Limited; VMS Reality Private Limited; HCIN Consulting Private Limited; HCIN Reality Private Limited; Kalpaa World Education Private Limited; IVSS Education OPC Private Limited; BT Club Apparels Private Limited; VS Fortune Vision Private Limited; Trigear Digital Solutions Private Limited.
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	Not Applicable.
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than twenty percent.	Ishan Infotech Solutions; Young Brain India; HI - Kalpa Foundation; Kangaroo Pouch Trust.

D. Following persons whose shareholding is aggregated under the heading "Shareholding of the Promoter Group":
NIL.

DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Article of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Upon the listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

For details of risks in relation to our capability to pay dividend, see **“Risk Factors** - Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid/ declared any dividend in last three years from date of this Draft Red Herring Prospectus.

SECTION IX – FINANCIAL INFORMATION OF OUR COMPANY

RESTATED FINANCIAL STATEMENTS

Particulars	Page No.
Consolidated Restated Financial Statement	F-1 to F-27

INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL INFORMATION

**To,
The Board of Directors,
HCIN NETWORKS LIMITED,
STS-524, 5th Floor, DLF Star Tower,
Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon,
Sadar Bazar, Haryana, India, 122001.**

Dear Sirs,

1. We have examined the attached Restated Financial Statements of HCIN NETWORKS LIMITED (hereinafter referred to as “the Company”), comprising, the Restated Statement of Assets and Liabilities as at June 30th 2024, March 31, 2024, 2023 and 2022, the Restated Statements of Profit and Loss and the Restated Cash Flow Statement for the period ended 30th June 2024 and years ended at March 31, 2024, 2023 and 2022, the Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the “Restated Financial Information”), as approved by the Board of Directors of the Company at their meeting held on November 11, 2024 for the purpose of inclusion in the DRHP, RHP and Prospectus prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares (“SME IPO”) prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).
2. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Delhi in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.
3. We, S. N. Shah & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and holds the peer review certificate dated 01.11.2024 valid till 31.10.2027.
4. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 07th June, 2024 in connection with the proposed IPO 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 Financial Information; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Group for the period ended 30th June 2024 and year ended 31st March 2024, 31st March 2023 and 31st March 2022 which has been approved by the Board of Directors.
6. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
- a) The “Statement of Assets & Liabilities, As Restated” as set out in Annexure I to this report, of the Company as at June 30th 2024, March 31, 2024, March 31, 2023 and March 31, 2022, are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate. The company has been unable to provide with ageing of Trade Receivables and ageing of Trade Payables as at June 30th 2024, March 31, 2024, March 31, 2023 and March 31, 2022 as required by under Schedule-III of The Companies Act, 2013.
 - b) The “Statement of Profit & Loss, As Restated” as set out in Annexure II to this report, of the Company for period ended June 30th 2024 and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022, are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate.
 - c) The “Statement of Cash Flow, As Restated” as set out in Annexure III to this report, of the Company for the period ended June 30th 2024, and for the year March 31, 2024, March 31, 2023 and March 31, 2022, are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate.
7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit report submitted by the Previous Auditors for the respective year, we report that the Restated Financial Information have been made after incorporating:
- a) Adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial for period ended June 30th 2024, and for year ended March 31, 2024, March 31, 2023 and March 31, 2022, to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the period ended June 30,2024;
 - b) Adjustments for prior period and other material amounts in the respective financial years to which they relate.
 - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments;

- d) There are no audit qualifications in the Audit Reports issued by the Statutory Auditors for the period ended June 30th 2024 and financial year ended on March 31, 2024, 2023 and 2022 which would require adjustments in this Restated Financial Statements of the Company.
 - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure IV to this report.
 - f) There are no revaluation reserves, which needed to be disclosed separately in the Restated Financial Statements in the respective financial years.
8. We have also examined the following Notes to the Restated financial information of the Company set out in the Annexure V, prepared by the management and approved by the Board of Directors for the period ended June 30th 2024 and year ended on March 31, 2024, 2023, and 2022.

Annexure V - Notes to the Restated Financial Information:

- a) Restated Consolidated Statement of Share Capital, as appearing in Note A to this report;
- b) Restated Consolidated Statement of Reserves & Surplus, as appearing in Note B to this report;
- c) Restated Consolidated Statement of Long Term Borrowings as appearing in Note C to this report;
- d) Restated Consolidated Statement of Deferred Tax (Assets) / Liabilities as appearing in Note D to this report;
- e) Restated Consolidated Statement of Other Long Term Provisions as appearing in Note E to this Report;
- f) Restated Consolidated Statement of Short term borrowings as appearing in Note F to this report;
- g) Restated Consolidated Statement of Trade Payables as appearing in Note G to this report;
- h) Restated Consolidated Statement of Other Current Liabilities as appearing in Note H to this report;
- i) Restated Consolidated Statement of Short Term Provisions as appearing in Note I to this report;
- j) Restated Consolidated Statement of Property, Plant & Equipment and Intangible Assets as appearing in Note J to this report;
- k) Restated Consolidated Statement of Non-Current Investment as appearing in Note K to this report;
- l) Restated Consolidated Statement of Deferred Tax Asset (Net) as appearing in Note L to this report;
- m) Restated Consolidated Statement of Long-Term Loans & Advances as appearing in Note M to this report;
- n) Restated Consolidated Statement of Non-Current Assets as appearing in Note N to this report;
- o) Restated Consolidated Statement of Inventories as appearing in Note O to this report;
- p) Restated Consolidated Statement of Trade Receivables as appearing in Note P to this report;
- q) Restated Consolidated Statement of Cash and Cash Equivalents as appearing in Note Q to this report;
- r) Restated Consolidated Statement of Short term Loans and Advances as restated as appearing in Note R to this report;
- s) Restated Consolidated Statement of Other Current Assets as appearing in Note S to this report;
- t) Restated Consolidated Statement of Revenue from Operations as appearing in Note T to this report;
- u) Restated Consolidated Statement of Cost of Material Consumed as appearing in Note U to this report;
- v) Restated Consolidated Statement of Purchase of Trading Goods as appearing in Note V to this report;
- w) Restated Consolidated Statement of Change in Inventories as appearing in Note W to this report;
- x) Restated Consolidated Statement of Employee Benefit Expenses as appearing in Note X to this report;
- y) Restated Consolidated Statement of Finance Cost as appearing in Note Y to this report;
- z) Restated Consolidated Statement of Depreciation and amortisation expense as appearing in Note Z to this report;
- aa) Restated Consolidated Statement of Administrative, Selling and Other Expenses as appearing in Note AA to this report;
- bb) Restated Consolidated Statement of Tax Shelter as appearing in Note AB to this report ;
- cc) Restated Consolidated Statement of Deferred Tax Expenses as appearing in Note AC to this report ;

- dd) Restated Consolidated Statement of Mandatory Accounting Ratios as appearing in Note AD to this report;
 - ee) Ratio Analysis as appearing in note AD(1) to this report;
 - ff) Restated Consolidated Statement of Related Party Transactions as appearing in Note AF to this report ;
 - gg) Capitalization Statement as appearing in Note AG to this report;
9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. In our opinion, the above financial information contained in Annexure I to V of this report read with the respective Significant Accounting Policies and Notes to Restated Financial Statements as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, SEBI ICDR Regulations and Guidance Note.
12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.
13. As the company,” HCIN NETWORKS LIMITED” has investment holding of 99% in “Computer Maintenance Agency”, from 21st February,2024. The Consolidated Restated Financial Statements of HCIN NETWORKS LIMITED & Computer Maintenance Agency, comprising, the Consolidated Restated Statement of Assets and Liabilities as at June 30th 2024 & as at March 31, 2024, the Consolidated Restated Statements of Profit and Loss and the Consolidated Restated Cash Flow Statement for the period ended June 30th 2024 and years ended at March 31, 2024, the Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements have been prepared and presented to Board.

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

CA Priyam Shah
Partner
Membership No. 144892
Place: Ahmedabad
Date: 11/11/2024
UDIN: 24144892BKAVUZ9602

ANNEXURE – I
RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lacs)

Sr. No.	Particulars	Notes	As at	As at March 31,		
			June 30, 2024	2024	2023	2022
	EQUITY AND LIABILITIES					
1)	<u>Shareholders' Funds</u>					
	a. Share Capital	A	128.77	122.25	105.00	5.00
	b. Reserves & Surplus	B	2,754.99	1,947.95	8.69	8.45
	c. Minority Interest		-458.17	-303.69	-	-
2)	<u>Non-Current Liabilities</u>					
	a. Long Term Borrowings	C	100.13	135.55	137.81	76.18
	b. Deferred Tax Liability	D	16.86	-	-	-
	c. Long Term Provisions	E	72.68	74.70	4.47	1.99
3)	<u>Current Liabilities</u>					
	a. Short Term Borrowings	F	1,493.76	1,260.79	244.67	44.46
	b. Trade Payables	G	207.12	269.17	244.34	150.44
	- (A) total outstanding dues of micro enterprises and small enterprises; and					
	- total outstanding dues of creditors other than micro enterprises and small enterprises.					
	c. Other Current Liabilities	H	94.36	156.87	65.85	55.85
	d. Short Term Provisions	I	262.19	86.47	40.62	14.73
	T O T A L		4,672.70	3,750.05	851.45	357.11
	ASSETS					
1)	<u>Non-Current Assets</u>					
	a. Property, Plant & Equipment and Intangible Assets					
	i. Property, Plant and Equipment	J	263.20	264.39	183.13	112.15
	ii. Intangible Assets		19.32	19.32	-	-
	iii. Less: Accumulated Depreciation		110.14	108.76	65.20	34.91
	Net Block		172.38	174.95	117.93	77.24
	b. Non-current Investments	K	1,215.88	1,363.85	-	-
	c. Deferred Tax Assets (Net)	L	-	-	-	1.94
	d. Long Term Loans & Advances	M	395.55	245.59	113.94	7.79
	e. Other Non-Current Assets	N	40.15	73.85	75.39	17.29
2)	<u>Current Assets</u>					
	a. Inventories	O	594.65	570.08	88.56	57.86
	b. Trade Receivables	P	1,070.93	892.19	299.03	92.06
	c. Cash and Cash Equivalents	Q	324.39	170.89	32.69	11.27
	d. Short Term Loans & Advances	R	814.59	226.82	123.92	91.66
	e. Other Current Assets	S	44.19	31.84	-	-
	T O T A L		4,672.70	3,750.05	851.45	357.11

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

For and on behalf of the Board
HCIN Networks Limited

CA Priyam Shah
Partner
Membership No. 144892
Place: Ahmedabad
Date: 11/11/2024
UDIN: 24144892BKAVUZ9602

VIKAS SHARMA
(Din: 08188450)
Director

SHALINI SHARMA
(Din: 08345226)
Director

PUNEET VAIDYA
(Company Secretary)

VISWANATHAN
(Chief Financial Officer)

ANNEXURE – II

RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rs. in Lacs)

Sr. No.	Particulars	NOTES	For Period From 01/04/2024 to 30/06/2024	For the year ended March 31,		
				2024	2023	2022
A	INCOME					
	Revenue from Operations	T	862.55	2,539.22	1,597.49	686.11
	Other Income		8.21	1.94	0.51	1.56
	Total Income (A)		870.76	2,541.15	1,598.00	687.67
B	EXPENDITURE					
	Cost of Material Consumed	U	271.16	1,296.76	1,255.56	587.78
	Purchase of Trading Goods	V	6.96	86.05	-	-
	Change in Inventories	W	-24.57	-480.38	-30.70	-54.31
	Employee benefit expenses	X	103.25	288.17	99.13	74.12
	Finance costs	Y	40.33	95.02	10.04	1.93
	Depreciation and amortisation expense	Z	7.12	38.46	30.29	18.81
	Administrative Selling & Other Expenses	AA	177.35	509.29	224.61	47.03
	Total Expenses (B)		581.60	1,833.37	1,588.93	675.36
C	Profit before exceptional, extraordinary items and tax		289.16	707.78	9.07	12.31
	Exceptional items		-	-	-	-
D	Profit before extraordinary items and tax		289.16	707.78	9.07	12.31
	Extraordinary Expenses		-	-	-	-
E	Profit before tax		289.16	707.78	9.07	12.31
	<i>Tax expense :</i>					
	(i) Current tax	AB	73.79	-	6.89	4.13
	(ii) Deferred tax	AC	16.86	-	1.94	-1.94
F	Total Tax Expense		90.65	-	8.83	2.19
G	Profit after tax (E-F)		198.51	707.78	0.24	10.12
H	Earnings per share (face value of ₹ 100/- each):					
	(a) Basic (in ₹)		154.16	578.96	0.23	202.36
	(b) Diluted (in ₹)		154.16	578.96	0.23	202.36

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

For and on behalf of the Board
HCIN Networks Limited

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(Din: 08188450)
Director

SHALINI SHARNMA
(Din: 08345226)
Director

CA Priyam Shah
Partner
Membership No. 144892
Place: Ahmedabad
Date: 11.11.2024
UDIN: 24144892BKAVUZ9602

PUNEET VAIDYA
(Company Secretary)

VISWANATHAN
(Chief Financial Officer)

ANNEXURE III
RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(Rs. in Lacs)

Particulars	30 th June, 2024	31 st March, 2024	31 st March, 2023	31 st March, 2022
Cash flow from operating activities:				
Net Profit before tax as per Profit And Loss A/c	289.16	707.78	9.07	12.31
Adjusted for:				
Addition				
Depreciation & Amortisation	7.12	38.46	30.29	18.81
Interest & Finance Cost	40.33	95.02	10.04	1.93
Less: -				
Interest Income	-6.70	-0.02	-0.02	-
Earlier years Gratuity	-	-	-	-0.90
Sundry Balance W/off of Earlier Years	-	-	-	-3.39
Income Tax Expense	-	-	-6.50	-2.83
Operating Profit Before Working Capital Changes	329.91	841.25	42.87	25.94
Adjusted for (Increase)/ Decrease:				
Long Term Provision	-2.01	70.23	2.47	1.99
Short Term Provision	116.40	45.85	25.89	-21.08
Trade Payables	-62.05	24.83	93.91	-18.68
Other Current Liabilities	-62.50	91.02	10.00	53.37
Trade Receivables	-178.74	-593.16	-206.97	23.02
Inventories	-24.57	-481.53	-30.70	-54.31
Short term loan and Advances	-587.78	-102.90	-32.26	-85.93
Other Non Current Assets	33.70	1.54	-58.10	-17.29
Change in Other Current Assets	-12.35	-31.84	-	-
	-779.90	-975.96	-195.76	-118.91
Liabilities & Provisions	-	-	-0.39	-6.31
Cash Generated from Operations	-449.99	-134.71	-153.28	-99.27
Direct Tax Paid	-	-	-	-
Net Cash Flow from/(used in) Operating Activities: (A)	-449.99	-134.71	-153.28	-99.27
Cash Flow from Investing Activities:				
Purchase of Fixed Assets	-4.54	-42.95	-70.98	-31.32
Interest Income	6.70	0.02	0.02	-
Long Term Loan and Advance Given	-149.96	-131.65	-106.14	-1.89
(Purchase)/Sale of Investments	-21.29	-1,720.06	-	3.25
Net Cash Flow from/(used in) Investing Activities: (B)	-169.10	-1,894.65	-177.10	-29.96
Cash Flow from Financing Activities:				
Proceeds From Share Capital & Share Premium	615.36	1,248.73	100.00	-
Short term Borrowings	232.97	1,016.12	200.21	44.46
Proceeds / (Repayment) from Long Term Borrowing (Net)	-35.42	-2.26	61.62	75.48
Interest & Finance Cost	-40.33	-95.02	-10.04	-1.93
Net Cash Flow from/(used in) Financing Activities (C)	772.59	2,167.57	351.79	118.02
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	153.50	138.20	21.41	-11.22
Cash & Cash Equivalents As At Beginning of the Year	170.89	32.69	11.27	22.49
Cash & Cash Equivalents As At End of the Year	324.39	170.89	32.69	11.27

1. Statement of cash flow has been prepared under the indirect method as set out in AS-3 on statement of cash flows specified under Sec-133 of Companies Act, 2013 read with Companies (Accounts) Rules, 2014.
2. Reconciliation of Cash & Cash Equivalents as per the statement of cash flow.

Balances with Banks				
- Current Account	163.54	39.01	20.22	11.02
- Fixed Deposits in Bank	-	-	-	-
Cash on hand	160.85	131.88	12.46	0.25
Cheques, drafts on hand	-	-	-	-
Cash and Cash Equivalents at the End of the Period	324.39	170.89	32.69	11.27

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

For and on behalf of the Board
HCIN Networks Limited

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Partner
Membership No. 144892
Place: Ahmedabad
Date: 11.11.2024
UDIN: 24144892BKAVUZ9602

PUNEET VAIDYA
(Company Secretary)

VISWANATHAN
(Chief Financial Officer)

ANNEXURE – IV

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION:

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Corporate information:

Company was incorporated as a private limited company in the name and style of 'HCIN Networks Private Limited' on August 02, 2019 with the Registrar of Companies, Delhi, Northern Region under the provisions of the Companies Act, 2013. Subsequently, our Company was converted into a public limited company and the name of our Company was changed from 'HCIN Networks Private Limited' to 'HCIN Networks Limited' and a fresh certificate of incorporation was issued on August 05, 2024 by the Registrar of Companies, Delhi, Northern Region. The Corporate Identification Number of our Company is U64200HR2019PTC081805. The Company works in the IT Services Industry and IT Consulting sector.

2. Basis of preparation of Financial Statements:

The Consolidated Restated Financial information of the Company comprises the Restated Consolidated Statement of Assets and Liabilities as at June 30, 2024 and as at March 31, 2024, March 31, 2023, and March 31, 2022, the Restated Consolidated Statement of Profits and Loss and cash flows for the period ended on June 30, 2024 and year ended on March 31, 2024, March 31, 2023, and March 31, 2022 and the statement of significantly accounting policies and explanatory notes (herein collectively referred to as 'Restated Financial Information').

These Consolidated Restated Financial Information have been compiled by the management from the audited financial statements of the Company for the period ended on June 30, 2024 and year ended on March 31, 2024, March 31, 2023, and March 31, 2022, approved by the Board of Directors of the Company. Consolidated Restated Statements have been prepared to comply in all material respects with the provisions of Section 26 of Part I of Chapter III of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised) issued by ICAI. The Consolidated Restated Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the relevant stock exchange in connection with its proposed Initial Public Offering of equity shares.

These Consolidated Restated Financial Information are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act.

3. Basis of Consolidation:

The Restated Consolidated Financial Information include the financial statements of HCIN Networks Limited Limited ('Holding Company) and partnership firm, namely Computer Maintenance Agency (both domiciled in India). The Holding Company has held 99% of the shares of profit from the **21st February, 2023**. The Restated Consolidated Financial Information of the Group have been prepared in accordance with notified Accounting Standard (AS) 21 'Consolidated Financial Statements'. The consolidated financial statements of the Group consolidate financial statements of the Holding Company and its subsidiary line-by-line by adding together the like items of assets, liabilities, income and expenses. All intra-group assets, liabilities, income and expenses are eliminated on consolidation. The same accounting policies to subsidiary have been applied to ensure the consistency with the policies adopted by the Holding Company. The consolidated financial statements have been presented to the extent possible, in the same manner as Holding Company's standalone financial statements.

The accounting policies are applied consistently to all the periods reported in the financial statements.

4. Accounting Conventions:

The Consolidated Financial Statements of the Company are prepared under the historical cost convention on accrual basis of accounting and in accordance with the mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and generally accepted accounting principles in India. The accounting policies not referred to otherwise have been consistently applied by the Company during the year.

5. Use of estimates:

The preparation of financial statements in accordance with the GAAP requires management to make estimates and assumptions that may affect the reported amount of assets and liabilities, classification of assets and liabilities into non-current and current and disclosures relating to contingent liabilities as at the date of financial statements and the reported amounts of income and expenses during the reporting period. Although the financial statements have been prepared based on the management's best knowledge of current events and procedures/actions, the actual results may differ on the final outcome of the matter/transaction to which the estimates relates.

6. Property, Plant and Equipments:

Tangible Assets are stated at cost of acquisition/construction (less Accumulated Depreciation, if any). The cost of Property, Plant, and Equipment comprises of their purchase price, including freight, duties, taxes or levies and directly attributable cost of bringing the assets to their working conditions for their intended use. Subsequent expenditures on Fixed Assets have been capitalized only if such expenditures increase the future benefits from the existing assets beyond their previously assessed standard of performance.

7. Depreciation:

Depreciation of Plant, Plant and Equipments is provided on original cost of the asset on written down value method and in the manner prescribed in Schedule II of the Companies Act, 2013. Accordingly the unamortized carrying value is being depreciated over remaining useful life by Written down value method.

8. Inventories:

Raw materials, Stores & Spares, Loose Tools are valued at Cost or Net Realizable Value, whichever is lower.

Finished goods are valued at Cost or Net Realizable Value, whichever is lower.

Work-in-progress is valued at lower of estimated cost and Net Realizable Value.

Cost is determined as per FIFO method of accounting.

9. Revenue Recognition:

All income and expenses are accounted on accrual basis. The revenue in respect of service contract is recognized based on order/contract with the parties.

10. Foreign Currency Transactions:

The transactions in foreign currency have been recorded using the rate of exchange prevailing on the date of transactions. The difference arising on the settlement/restatement of the foreign currency denominated Current Assets/Current Liabilities into Indian rupees has been recognized as expenses/income (net) of the year and carried to the statement of profit and loss.

11. Borrowing Costs:

Borrowing cost attributable to acquisition of qualifying assets for the period such asset is put to its commercial use, is capitalized as part of the cost of such assets. A qualifying asset is one that takes substantial period of time to get ready for intended use. All other borrowing costs are charged to profit and loss account.

12. Employee Benefits:

There have been no changes in accounting policy of the company for the period disclosed in the restated standalone financial statement except for accounting for long term employee benefits (Gratuity). The company has changed the accounting policy for Gratuity from cash basis to be based on Actuarial Valuation report. Opening Gratuity Provision (as at 01/04/2021) is adjusted in reserves & Surplus account to the extent of Rs.0.90 Lacs. Actuarial Valuation report is issued by Mr. Umesh Shah (Trueval Consulting) dated August 21st, 2024.

(Rs. In Lakhs)

Particulars	As at June 30, 2024	2023-24	2022-23	2021-22
Reduction in Profit to the extent of	3.03	6.19	2.52	1.14

a) Short Term Employee Benefits

Short-term employee benefits are recognized as expense in the Statement of Profit & Loss of the year in which the related service is rendered at the undiscounted amount as and when it accrues.

b) Defined Contribution Plan:

The company is covered under employee's provident fund and miscellaneous provision Act, 1952 which are defined contribution schemes, liability in respect thereof is determined on the basis of the basis of contribution required to be made under the statues/Rules. Company's contribution to provident fund is charged to Profit & loss Account.

c) Defined Benefit Plan:

HCIN Networks Private Limited provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees. In accordance with the payment of gratuity Act, 1972 the gratuity plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's Salary and the tenure of employment. Liabilities with regard to the gratuity plan are determined by Management Certification as of the balance sheet date, based upon which, the company contributes all the ascertained liabilities to fund. Trustees administer contributions made to the trust and contributions are invested in specific investment as permitted by Law.

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period.

The disclosure as envisaged under the Accounting Standard is provided hereunder:

(Rs. In Lakhs)

Particulars	As at June 30, 2024	2023-24	2022-23	2021-22
Provision for Gratuity (Current & Non-Current)	13.78	10.75	4.55	2.03

(Rs. in lakhs)

Details of Gratuity Expenses	As at June 30, 2024	2023-24	2022-23	2021-22
Reconciliation of net defined benefit liability				
Net opening provision in books of accounts	10.75	4.55	2.03	0.89
Employee Benefit Expense Current Year	3.03	6.20	2.52	1.14
Contributions to plan assets	-	-	-	-
Closing net defined benefit liability	13.78	10.75	4.55	2.03
Principle actuarial assumptions				
Discount Rate	7.05%	7.10%	7.40%	6.80%
Salary Escalation Rate	7.00%	7.00%	7.00%	7.00%
Mortality	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Expected Return on Plan Assets	Not Available	Not Available	Not Available	Not Available

13. Taxes on Income:

Taxes on income comprises of current tax and deferred tax. Taxes on income have been determined based on the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income taxes are determined for future consequences attributable to timing differences between financial determination of income and income chargeable to tax as per the provisions of Income Tax Act, 1961. Deferred tax liability has been worked out using the tax rate and tax laws that were in force as on the date of balance sheet and has not been discounted to its present value after giving effects of carried forward balances of unabsorbed depreciation, unabsorbed business losses as per the Income Tax Act, 1961 and other timing differences as at the Balance Sheet date.

14. Impairment of Assets:

As at each balance sheet date, the carrying values of assets are reviewed for impairment if any indication of impairment exists.

15. Provisions, Contingent Liabilities and Contingent Assets:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of the Company's resources embodying economic benefits and a reliable estimate can be made of the amount of the obligation. A disclosure of contingent liabilities is made when there is a possible obligation that may, but probably will not, require an outflow of resources. As a measure of prudence, the contingent assets are not recognized.

16. Cash and Cash Equivalents-For the Purpose of Cash Flow Statements:

For the purpose of Cash Flow Statements, cash and cash equivalents include Cash on Hand and Balances with Banks in the Current Account as well as Fixed Deposits account.

17. Operating Cycle:

Based on the activities of the company and normal time between incurring of liabilities and their settlement in cash or cash equivalents and acquisition/right to assets and their realization in cash or cash equivalents, the company has considered its operating cycle as 12 months for the purpose of classification of its liabilities and assets as current and non-current.

18. Earnings Per Share:

The earnings per share as per AS-20 "Earning Per Share" has been computed on the basis of net profit after tax divided by the weighted average number of shares outstanding during the year.

B. NOTES TO ACCOUNTS ON RESTATED FINANCIAL STATEMENTS:**1. Reconciliation of Restated Profits:**

The summary of the material adjustments made to audited financial statements of the respective years and their impact on the Restated Consolidated Statement of profit and loss have been given as under:

(Rs. In lakhs)

Particulars	For Period From 01/04/2024 to 30/06/2024	For the Year ended March, 31 2024	For the Year ended March, 31 2023	For the Year ended March, 31 2022
I. Net profit/(Loss) after Tax as per Audited Profit & Loss Account	225.90	690.39	18.51	5.54
II. Adjustments for:				
Tax Provision	6.73	-	(0.39)	(1.31)
Interest Expense Wrongly Recorded	(15.63)	-	-	-
Sales & Sales Return recorded to appropriate financial year	-	2.02	(1.48)	2.44
Other Income recorded in appropriate Financial Year	(1.95)	0.47	0.15	1.33
Purchase & Purchase Return restated to the year which it relates to	1.51	10.21	(10.13)	(1.50)
Expenses recorded in relevent period	1.83	0.13	(1.96)	0.31
Deferred tax	(16.86)	-	(1.94)	4.44
Exceptional Items recorded in appropriate Financial Year	-	4.55	-	-
Provision for Gratuity	(3.03)	-	(2.52)	(1.14)
III. Net Profit/ (Loss) After Tax as Restated	198.51	707.78	0.24	10.12

Notes:

1. The company had policy not to consider section 43B payments as per Income Tax Act, 1961 as being not material for computing the deferred taxes. The deferred tax liabilities/(assets) were hitherto rounded to the nearest thousand rupees. The adjustments to the deferred tax liabilities/(assets) represent effect of change in the depreciation as per Restated Financial Statements, change in unabsorbed losses, consideration of section 43B payments for computing deferred tax and non-rounding of deferred tax liabilities/(assets) to the nearest thousand rupees.

2. **Provision for Taxation**-We have reworked Income Tax Liability for all the periods considering effects of the above restatements and the same has been provided in the Restated Financial Statements.

The company was exempted from paying tax as per provisions of Section 80-IAC up to March 31,2024. The company had been issued "CERTIFICATE OF ELIGIBLE BUSINESS" bearing number DIPP76527. Pursuant to conversion of the company from private to public, exemption will no more be applicable and hence tax has been provided for in the stub period June 30, 2024.

(See Annexure – Statement of Tax Shelters for reference of Income Tax Liability)

3. **Adjustment for Deferred Tax**-We have reworked Income Tax Liability for all the periods considering effects of the prior period expenses and the same has been provided in the Restated Financial Statements.

4. Provision for Gratuity has been worked out for all the periods on the basis of Actuarial Certification and effects of the same has been provided in the Restated Financial Statements.

RECONCILIATION OF EQUITY AND RESERVES:**(Rs. In lakhs)**

Particulars	For Period From 01/04/2024 to 30/06/2024	For the Year ended March, 31 2024	For the Year ended March, 31 2023	For the Year ended March, 31 2022
I. Reserve & Surplus as per audited Balance Sheet	2,787.98	1,953.54	31.67	13.16
II. Adjustments for:				
Opening adjustment as per restated reserves	-5.59	-22.98	-4.71	-
Income/Expense prior to FY 2021-22				-3.39
Tax Provision	6.73	-	-0.39	-1.31
Interest Expense Wrongly Recorded	-15.63			
Gratuity of years prior to 2021-22	-	-	-	-0.90
Sales & Sales Return recorded to Current Year	-	2.02	-1.48	2.44
Other Income recorded in appropriate Financial Year	-1.95	0.47	0.15	1.33
Purchase & Purchase Return recorded to Current Year	1.51	10.21	-10.13	-1.50
Expenses recorded in relevent period	1.83	0.13	-1.96	0.31
Deferred tax	-16.86	-	-1.94	4.44
Exceptional Items recorded in appropriate Financial Year	-	4.55	-	-
Earlier Year DTA Adjustments	-	-	-	-5.00
Provision for Gratuity	-3.03	-	-2.52	-1.14
III. Reserve & Surplus as per Restated Balance Sheet	2,754.99	1,947.95	8.69	8.45

2. Material regroupings:

Appropriate adjustments have been made in the restated summary Statements of Assets and Liabilities, Profits and Losses and Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the regroupings as per the audited financials of the Company for the period ended as on June 30th June, prepared in accordance with Revised schedule III to the Companies Act, 2013, and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

3. Auditors Remuneration as reported by the auditor include:**(Rs. In Lakhs)**

Particulars	For Period From 01/04/2024 to 30/06/2024	For the Year ended March, 31 2024	For the Year ended March, 31 2023	For the Year ended March, 31 2022
For Statutory Audit	-	1.50	1.00	0.25
TOTAL	-	1.50	1.00	0.25

4. Disclosure related to CSR expenditure on Corporate Social Responsibility Activities being company covered under section 135 of Companies Act, 2013

The company does not fall under the provisions of Section 135 of the Companies Act, 2013.

5. In absence of the identification by the company of Micro, Small and Medium Enterprise (MSME) parties from whom the company has procured the goods and services. We are unable to categorize the over dues above 45 days in period ended as on June 30th June, FY 2023-24, FY 2022-23 & FY 2021-22 and interest payments outstanding to MSME as on the date of balance sheet.

6. OTHERS

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note Z of the enclosed restated financial statements.

Figures have been rearranged and regrouped wherever practicable and considered necessary.

The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.

The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good.

Dividends -The Company has not declared dividends during the periods reported.

Realizations – In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.

Contractual liabilities – All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

Impact of Audit Qualifications/Observations in Statutory Auditor’s Report on Financial Statements

There have been no audit qualifications/observations in Statutory Auditor’s Report for period ended as on June 30th June, F.Y. 2023-24, 2022-23 and 2021-22 which requires adjustments in restated financial statements.

Amounts in the financial statements – Amounts in the financial statements are rounded off to nearest Indian Rupees in lakhs. Figures in brackets indicate negative values.

ANNEXURE V – NOTES TO THE RESTATED FINANCIAL INFORMATION

NOTE A – DETAILS OF SHARE CAPITAL AS RESTATED

(Rs. In Lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
EQUITY SHARE CAPITAL:				
AUTHORISED:				
5,00,000 Equity Shares of Rs.100/- each (During Financial Period ended as on 30/06/2024 & FY 2023-24)	500.00	500.00	105.00	10.00
1,05,000 Equity Shares of Rs.100/- for FY 2021-22				
10,000 Equity Shares of Rs.100/- for FY 2021-22				
	500.00	500.00	105.00	10.00
ISSUED, SUBSCRIBED AND PAID UP*				
1,28,768 Equity Shares of Rs. 100/- for Period ended as on 30/06/2024	128.77	122.25	105.00	5.00
1,22,250 Equity Shares of Rs.100/- for FY 2024-23				
1,05,000 Equity Shares of Rs.100/- for FY 2022-23				
5,000 Equity Shares of Rs.100/- for FY 2021-22				
TOTAL	128.77	122.25	105.00	5.00

Reconciliation of number of shares outstanding at the end of the year:

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31,2023	As at March 31,2022
Equity Shares at the beginning of the year	1.22	1.05	0.05	0.05
Add: New Shares Issued during the year ¹	0.07	0.17	1.00	-
Add: Bonus Shares issued during the year ²	-	-	-	-
TOTAL	1.29	1.22	1.05	0.05

Details of Shareholders holding more than 5% of the aggregate shares of the company:

Name of Shareholders	As at June 30, 2024			As at March 31,2024			As at March 31,2023			As at March 31,2022		
	No. of Shares Held	% of Holding	% Change	No. of Shares Held	% of Holding	% Change	No. of Shares Held	% of Holding	% Change	No. of Shares Held	% of Holding	% Change
Vikas Sharma	87,350	67.84%	-1.74%	85,050	69.57%	30.42%	1,04,999	99.99%	99.99%	-	-	-
Shalini Sharma	11,342	8.81%	-0.47%	11,342	9.28%	9.27%	1	0.01%	99.99%	5,000	100%	-

NOTE B – DETAILS OF RESERVES AND SURPLUS AS RESTATED

(Rs. In lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Securities Premium Reserve				
Opening Balance	1,231.48	-	-	-
Add: Proceed Received during the year	608.85	1,231.48	-	-
Less: Bonus Shares issued during the year	-	-	-	-
Closing Balance	1,840.32	1,231.48	-	-
Profit & Loss a/c				
Opening Balance	716.47	8.69	8.45	7.61
Add: Profit for the year	198.51	707.78	0.24	10.12
(Less): Provision for Gratuity for earlier years	-	-	-	-0.90
(Less): Transfer to Minority Interest	-0.31	-	-	-
(Less): Expenses prior to FY 2021-22	-	-	-	-3.39
(Less): Earlier Year DTA Adjustments	-	-	-	-5.00
Closing Balance	914.67	716.47	8.69	8.45
TOTAL	2,754.99	1,947.95	8.69	8.45

NOTE C – DETAILS OF LONG-TERM BORROWINGS AS RESTATED

(Rs. In lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Secured Loans				
From Banks	-	-	-	-
From Other Parties	-	-	-	-
Unsecured Loans				
From Banks and Others	100.13	122.23	91.81	76.18
From Directors	-	13.32	46.00	-
TOTAL	100.13	135.55	137.81	76.18

SECURITIES

Collateral Securities

For ICICI Bank O/D A/c
a. Flat No.102 SNN Raj Serenity owned by Mrs. Shalini & Mr. Vikas, Yelachenahalli, Bangalore having value of Rs.1,01,15,225/- CGTMSE Coverage.

TERMS OF REPAYMENT FOR LONG TERM BORROWINGS:

- HDFC Bank business loan to be repaid in 36 instalments of Rs.1,04,732/- each
- Kissetu Saison Finance (India) Private Limited business loan to be repaid in 36 instalments of Rs.1,26,394/- each
- Smfg India Credit Co Ltd business loan to be repaid in 25 instalments of Rs.1,01,196 /- each
- Ugro Capital Limited business loan to be repaid in 36 instalments of Rs.61,325 /- each
- Axis Bank business loan to be repaid in 36 instalments of Rs.70,314/- each
- Deutsche Bank Working capital loan to be repaid in 36 instalments of Rs.1,06,958/- each
- ICICI Bank loan to be repaid in 36 instalments of Rs.1,37,053/- each
- Indusind Bank loan to be repaid in 36 instalments of Rs.88,511/- each
- IDFC First Bank loan to be repaid in 36 instalments of Rs.53,791/- each
- Unity Small Finance Bank loan to be repaid in 36 instalments of Rs.93,473/- each
- Sriram Finance loan to be repaid in 36 instalments of Rs.90,167/- each
- Yes Bank loan to be repaid in 36 instalments of Rs.89,755/- each

ICICI Bank O/D A/c is having primarily secured by hypothecation of stock and book debts.



NOTE D – DETAILS OF DEFERRED TAX ASSET/ (LIABILITY) AS RESTATED

(Rs. In lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Deferred Tax (Liability)/Asset				
Opening Balance	-	-	-1.94	-
Addition	16.86	-	1.94	-
Deferred Tax Asset/(Liability) (net) after adjustments	16.86	-	-	-

NOTE E- DETAILS OF LONG TERM PROVISIONS AS RESTATED

(Rs. In lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Provision for Gratuity	72.68	74.70	4.47	1.99
TOTAL	72.68	74.70	4.47	1.99

NOTE F – DETAILS OF SHORT-TERM BORROWING AS RESTATED

(Rs. In lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Secured				
(a)From Banks				
Overdraft	1,375.77	1,138.20	182.39	27.14
Current maturity of long-term debt				
-Unsecured				
From Banks & Others	117.99	122.59	62.28	17.32
TOTAL	1,493.76	1,260.79	244.67	44.46

** Overdraft from banks are repayable on demand.

NOTE G – DETAILS OF TRADE PAYABLES AS RESTATED

(Rs. In lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Sundry Creditors for Goods (Unsecured, Considered as Good)	207.12	269.17	244.34	150.44
Sundry Creditors for Expenses	-	-	-	-
TOTAL	207.12	269.17	244.34	150.44

Note - The Company has not received any information from its suppliers regarding their status as MSME for Period ended June 30, 2024, FY 2023-24, FY 2022-23 & FY 2021-22, thus all the creditors has been classified as others.

NOTE H - DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED

(Rs. in lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Others (Unpaid Expenses)	94.36	156.87	65.85	55.85
TOTAL	94.36	156.87	65.85	55.85

NOTE I - DETAILS OF SHORT TERM PROVISIONS AS RESTATED

(Rs. in lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
GST Payable	44.82	12.71	2.50	-
Provision for Audit fees	0.50	0.50	1.00	0.50
Provision for Income Tax	75.48	16.16	8.20	4.13
Provision for Gratuity Payable	0.25	0.20	0.08	0.04
Other Provisions	141.13	56.90	28.83	10.06
TOTAL	262.19	86.47	40.62	14.73

NOTE J - DETAILS OF PROPERTY, PLANT & EQUIPMENT AS RESTATED

(Rs. in lakhs)

Property, Plant & Equipment	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2021	ADDIT IONS	DED UCTI ONS	AS AT 31.03.2022	UPTO 01.04.2021	FOR THE YEAR	DEDUC TIONS / ADJ.	UPTO 31.03.2022	AS AT 31.03.2022	AS AT 31.03.2021
Tangible Assets										
Electric Equipment for Installation	80.83	18.20	-	99.03	16.10	18.81	-	34.91	64.12	64.73
Vehicles	-	13.12	-	13.12	-	-	-	-	13.12	-
Grand Total	80.83	31.32	-	112.15	16.10	18.81	-	34.91	77.24	64.73
Previous Year	51.68	29.15	-	80.83	3.96	12.14	-	16.10	64.73	47.72

(Rs. in lakhs)

Property, Plant & Equipment	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2022	ADDI TIONS	DED UCTI ONS	AS AT 31.03.2023	UPTO 01.04.2022	FOR THE YEAR	DEDUC TIONS / ADJ.	UPTO 31.03.2023	AS AT 31.03.2023	AS AT 31.03.2022
Tangible Assets										
Electric Equipment For Installation	99.03	70.98	-	170.01	34.91	26.89	-	61.80	108.21	64.12
Vehicles	13.12	-	-	13.12	-	3.40	-	3.40	9.72	13.12
Grand Total	112.15	70.98	-	183.13	34.91	30.29	-	65.20	117.93	77.24
Previous Year	80.83	31.32	-	112.15	16.10	18.81	-	34.91	77.24	64.73

(Rs. in lakhs)

Property, Plant & Equipment	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.20 23	ADDI TIONS	DED UCTI ONS	AS AT 31.03.2 024	UPTO 01.04.20 23	FOR THE YEAR	DEDU CTIO NS / ADJ.	UPTO 31.03.2 024	AS AT 31.03.2 024	AS AT 31.03.2 023
Tangible Assets										
Electric Equipment For Installation	170.01	42.95	-	212.96	61.80	35.31	-	97.11	115.85	108.21
Vehicles	13.12	-	-	13.12	3.40	2.52	-	5.91	7.21	9.72
CMA - Furniture	0.41	-	-	0.41	-	0.04	-	0.04	0.37	0.41
CMA - Office Equipments	37.72	-	-	37.72	-	5.66	-	5.66	32.06	37.72
CMA - Computers	0.18	-	-	0.18	-	0.04	-	0.04	0.14	0.18
Total	221.44	42.95	-	264.39	65.20	43.57	-	108.76	155.63	156.24
Intangible Assets										
Goodwill	19.32	-	-	19.32	-	-	-	-	19.32	19.32
Total	19.32	-	-	19.32	-	-	-	-	19.32	19.32
Grand Total	240.76	42.95	-	283.71	65.20	43.57	-	108.76	174.95	175.56
Previous Year	112.15	70.98	-	183.13	34.91	30.29	-	65.20	117.93	77.24

Property, Plant & Equipment	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01.04.20 24	ADDI TIONS	DED UCTI ONS	AS AT 30.06.2 024	UPTO 01.04.20 24	FOR THE YEAR	DEDU CTIO NS / ADJ.	UPTO 30.06.2 024	AS AT 30.06.2 024	AS AT 31.03.2 024
Tangible Assets										
Electric Equipment For Installation	212.96	3.35	-	216.31	97.11	5.32	-	102.44	113.87	115.85
Vehicles	13.12	-	-	13.12	5.91	0.47	-	6.38	6.74	7.21
Computer & Laptops	-	1.02	-	1.02	-	0.10	-	0.10	0.92	-
Printer	-	0.18	-	0.18	-	0.01	-	0.01	0.17	-
CMA - Furniture	0.37	-	-	0.37	-	0.01	-	0.01	0.36	0.37
CMA - Office Equipments	32.06	-	-	32.06	-	1.20	-	1.20	30.86	32.06
CMA - Computers	0.14	-	-	0.14	-	0.01	-	0.01	0.13	0.14
Total	258.66	4.54	-	263.20	103.03	7.12	-	110.14	153.06	155.63
Intangible Assets										
Goodwill	19.32	-	-	19.32	-	-	-	-	19.32	19.32
Total	19.32	-	-	19.32	-	-	-	-	19.32	19.32
Grand Total	277.98	4.54	-	282.52	103.03	7.12	-	110.14	172.38	174.95
Previous Year	183.13	42.95	-	226.09	65.20	37.83	-	103.03	123.06	117.93

NOTE K - DETAILS OF NON-CURRENT INVESTMENTS AS RESTATED

(Rs. in lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Investment in Computer Maintenance Agency	-	-	-	-
Livespave Interiors Pvt ltd	265.88	135.85	-	-
FDR 3392	950.00	950.00	-	-
FDR 3431	-	278.00	-	-
TOTAL	1,215.88	1,363.85	-	-

NOTE L - DEFERRED TAX ASSETS

(Rs. in lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Opening Balance	-	-	1.94	-
Add: Current Year provision	-	-	-	1.94
Add: Transferred from Deferred tax Liabilities	-	-	-1.94	-
TOTAL	-	-	-	1.94

NOTE M - LONG TERM LOANS & ADVANCES

(Rs. in lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Other Advance	382.91	232.95	110.69	4.54
Advances to La Pointe Telecom Solutions Pvt Ltd	12.64	12.64	3.25	3.25
TOTAL	395.55	245.59	113.94	7.79

NOTE N - LONG TERM LOANS & ADVANCES

(Rs. in lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Security Deposit	40.15	73.85	75.39	17.29
TOTAL	40.15	73.85	75.39	17.29

NOTE O - DETAILS OF INVENTORIES AS RESTATED

(Rs. in lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Finished Goods	594.65	570.08	88.56	57.86
TOTAL	594.65	570.08	88.56	57.86

NOTE P - DETAILS OF TRADE RECEIVABLES AS RESTATED

(Rs. in lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
<u>Unsecured, Considered Good, unless otherwise stated</u>				
- Over Six Months				
Others	1,070.93	892.19	299.03	92.06
TOTAL	1,070.93	892.19	299.03	92.06

NOTE Q - DETAILS OF CASH & CASH EQUIVALENTS AS RESTATED

(Rs. in lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Balance with Banks	163.54	39.01	20.22	11.02
FD With Bank	-	-	-	-
Cash on Hand	160.85	131.88	12.46	0.25
TOTAL	324.39	170.89	32.69	11.27

NOTE R - DETAILS OF SHORT TERM LOANS AND ADVANCES AS RESTATED

(Rs. in lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
GST Receivable	28.24	40.85	49.52	2.14
TDS Receivable	119.84	108.02	74.07	21.57
Prepaid Expenses	378.74	12.08	-	-
Other Loans and Advances				
Unsecured, Considered Good	287.78	65.87	0.32	67.94
TOTAL	814.59	226.82	123.92	91.66

NOTE S - OTHER CURRENT ASSETS

(Rs. in lakhs)

Particulars	As at June 30, 2024	As at March 31,		
		2024	2023	2022
Deposits	34.14	22.47	-	-
Accrued interest income	0.63	0.63	-	-
Accrued Revenue	8.65	7.97	-	-
Server ES 45	0.77	0.77	-	-
TOTAL	44.19	31.84	-	-

NOTE T - DETAILS OF REVENUE FROM OPERATIONS AS RESTATED

(Rs. in lakhs)

Particulars	For the Period from 01/04/2024 to 30/06/2024	For the year ended March 31,		
		2024	2023	2022
Sales Income	810.81	2,539.22	1,597.49	686.11
Sale of Service	51.74	-	-	-
Total	862.55	2,539.22	1,597.49	686.11
Other Income				
Interest Income	6.70	0.02	0.02	-
Discount Received	-	0.21	0.21	0.36
Other Income	1.51	1.71	0.27	1.20
Total Of Other Income	8.21	1.94	0.51	1.56

NOTE U - DETAILS OF COST OF MATERIAL CONSUMED AS RESTATED

(Rs. in lakhs)

Particulars	For the Period from 01/04/2024 to 30/06/2024	For the year ended March 31,		
		2024	2023	2022
Purchases	271.16	1,296.76	1,255.56	587.78
TOTAL	271.16	1,296.76	1,255.56	587.78
Details of Raw Material Consumed				
Imported				
Indigenous	271.16	1,306.97	1,255.56	587.78
Total	271.16	1,306.97	1,255.56	587.78

NOTE V - DETAILS OF PURCHASE OF TRADING GOODS AS RESTATED

(Rs. in lakhs)

Particulars	For the Period from 01/04/2024 to 30/06/2024	For the year ended March 31,		
		2024	2023	2022
Trading Goods Purchased	6.96	86.05	-	-
Total	6.96	86.05	-	-

NOTE W - DETAILS OF CHANGES IN INVENTORY AS RESTATED

(Rs. in lakhs)

Particulars	For the Period from 01/04/2024 to 30/06/2024	For the year ended March 31,		
		2024	2023	2022
Closing Stock				
Finished Goods	593.50	568.94	88.56	57.86
Opening Stock				
Finished Goods	568.94	88.56	57.86	3.54
Net Increase / (Decrease)	-24.57	-480.38	-30.70	-54.31

NOTE X - DETAILS OF EMPLOYEE BENEFIT EXPENSES AS RESTATED

(Rs. in lakhs)

Particulars	For the Period from 01/04/2024 to 30/06/2024	For the year ended March 31,		
		2024	2023	2022
EMPLOYEE BENEFITS EXPENSE:				
Salary & Wages	97.60	279.17	94.60	71.37
Gratuity Expense	3.03	6.19	2.52	1.14
F&F Settlement of Employees	0.82	0.70	-	-

Staff Welfare Expense	1.80	2.11	2.01	1.61
Total	103.25	288.17	99.13	74.12

NOTE Y - DETAILS OF FINANCE COST AS RESTATED

(Rs. in lakhs)

Particulars	For the Period from 01/04/2024 to 30/06/2024	For the year ended March 31,		
		2024	2023	2022
Borrowings	2.61	-	-	-
Interest and finance cost	34.28	78.39	0.08	-
Bank Charges	3.43	16.64	9.96	1.93
Total	40.33	95.02	10.04	1.93

NOTE Z - DETAILS OF DEPRECIATION & AMORTIZATION EXPENSE AS RESTATED

(Rs. in lakhs)

Particulars	For the Period from 01/04/2024 to 30/06/2024	For the year ended March 31,		
		2024	2023	2022
Depreciation	7.12	38.46	30.29	18.81
Total	7.12	38.46	30.29	18.81

NOTE AA - DETAILS OF ADMINISTRATIVE SELLING & OTHER EXPENSES AS RESTATED

(Rs. in lakhs)

Particulars	For the Period from 01/04/2024 to 30/06/2024	For the year ended March 31,		
		2024	2023	2022
Rent, Rates & Taxes	13.14	30.95	18.35	8.25
Audit Fees	-	1.50	1.00	0.25
Legal & professional fees	107.35	249.47	80.44	1.47
-Travelling Expenses	9.19	28.68	19.82	6.31
Stationery & Printing Expense	0.06	3.76	0.13	0.29
Telephone, Mobile & Internet Expense	6.99	66.35	32.28	10.33
Post, Telegram & Courier Expense	-	0.61	0.61	0.53
Insurance Expenses	1.07	3.94	0.41	1.50
Sales Promotion Expenses	23.21	64.47	8.44	9.18
Royalty Expense (License fees)	0.17	15.78	30.69	-
Outward Freight Charges (Including Diesel of Trucks)	0.12	-	-	-
Discount/Rebate / Commission	4.34	11.69	3.07	0.70
Water Charges	0.03	1.85	1.75	1.21
Office Maintenance	2.05	2.66	15.95	0.28
Electricity Charges	3.16	13.67	2.00	3.66
Office & admin Expenses	5.99	12.02	9.28	3.09
Book Debts	0.11	1.83	-	-
Other Expenses	0.34	0.06	0.39	-
Total	177.35	509.29	224.61	47.03

NOTE AB - STATEMENT OF TAX SHELTER AS RESTATED

(Rs. in lakhs)

Particulars	For the Period from 01/04/2024 to 30/06/2024	For the year ended March 31,		
		2024	2023	2022
Restated Profit before tax as per books (A)	289.16	707.78	9.07	12.31
Tax Rates				
Income Tax Rate (%)	25.17%	0.00%	26.00%	26.00%
Permanent Timing Difference				
Temporary Timing Differences				
Book Depreciation	7.12	38.46	30.29	18.81
Unpaid Gratuity	3.03	6.19	2.52	1.14
Income Tax Depreciation Allowance	-6.14	-21.43	-15.38	-9.19
Total Timing Differences (C)	4.00	23.22	17.43	10.75
Net Adjustments D = (B+C)	4.00	23.22	17.43	10.75
Tax expense / (saving) thereon	1.01	-	4.53	2.80
Taxable Income/(Loss) (A+D+E+F)	293.17	731.00	26.50	23.06
Loss of Earlier Year Set off	-	-	-	-7.17
Income Tax on above	73.79	-	6.89	4.13

Tax Expense				
a. Current Tax Rounded	73.79	-	6.89	4.13
TOTAL	73.79	-	6.89	4.13

NOTE AC: STATEMENT OF DEFERRED TAX EXPENSES

(Rs. in lakhs)

Particulars	For the Period ended as on 30/06/2024	For the year ended March 31,		
		2023-24	2022-23	2021-22
WDV as per book	153.06	123.06	117.93	77.24
WDV as per IT	-155.96	-80.07	-99.93	-85.59
Gratuity	72.94	74.89	4.55	2.03
Time Difference	70.04	117.88	22.55	-6.32
Disallowance u/s 43B	-3.03	-6.19	-2.52	-1.14
Total	67.00	111.68	20.03	-7.45
As per B/s (DTA)/DTL	16.86	-	-	-1.94
Opening Balance	-	-	-1.94	-
Transfer to P & L A/c	-16.86	-	1.94	-1.94

NOTE AD - MANDATORY ACCOUNTING RATIOS AS RESTATED

(Rs. in lakhs, except per share data)

Particulars	For the Period ended as on 30/06/2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Restated PAT as per P& L Account	1,98,50,720	7,07,78,174	24,165	10,11,804
Weighted Average Number of Equity Shares at the end of the Year	1,28,768	1,22,250	1,05,000	5,000
Weighted Average Number of Equity Shares at the end of the Year (Post split and Bonus)	1,28,76,800	1,28,11,620	1,26,39,120	1,16,39,120
No. of Shares outstanding at the year end	1,28,768	1,22,250	1,05,000	5,000
Net Worth as per Restated	24,25,59,000	17,66,51,230	1,13,69,189	13,45,023
Current Assets	2,849	1,892	544	253
Current Liabilities	2,057	1,773	595	265
Earnings Per Share (Basic & Diluted) Pre Split and Bonus	154.16	578.96	0.23	202.36
Earnings Per Share (Basic & Diluted) Post Split and Bonus	1.54	5.52	0.00	0.09
EBITDA	3,28,39,713	8,39,32,879	48,89,011	31,48,578
Return on Net Worth (%)	8.18%	40.07%	0.21%	75.23%
Bonus Shares Issued in FY 2024-25	1,15,89,120	1,15,89,120	1,15,89,120	1,15,89,120
Net Asset Value Per Share (Rs)- Pre Split and Bonus Issue	1,883.69	1,445.00	108.28	269.00
Net Asset Value Per Share (Rs)- Post Split and Bonus Issue	18.84	13.79	0.90	0.12
Current Ratio (C/D)	1.38	1.07	0.91	0.95
Nominal Value per Equity Share (₹)	100.00	100.00	100.00	100.00

*Note - A. The Company has split its shares from 20,00,000 shares of face value Rs.100 each to 2,00,00,000 shares of face value Rs. 10 each on 18/07/2024.

B. The company has also issued 1,15,89,120 number of bonus shares of face value Rs. 10 each on 05/08/2024 which is after the date of audit report and till the signing of the restated financial statement .

Note AD(1) - RATIO ANALYSIS

Sr . No.	Ratios	Numerator	Denominator	For the Period ended	As At 31 st March			Variance			Explanation for any change in ratio by more than 25% as compared to P.Y.		
				30/06/2024	2024	2023	2022						
				A	B	C	D	A-B	B-C	C-D	A-B	B-C	C-D
1	Current Ratio	Current Assets	Current Liabilities	1.38	1.07	0.91	0.95	30%	17%	-4%	With increase in Cash Accruals, current assets of the company has increased.	Not applicable	Not applicable
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.55	0.67	3.36	8.97	18%	80%	62%	Not applicable	With increase in cash accruals and capital, D/E ratio of the company has improved year on year	With increase in cash accruals and capital, D/E ratio of the company has improved year on year
3	Debt Service Coverage Ratio	Earnings available for Debt Service	Debt Service	4.96	2.79	0.64	4.99	78%	337%	-87%	With increase in cash accruals and reduction in long term borrowings, DSCR has further improved leading to high liquidity in the business.	The company has been able to increase its business in year 2024 which has led to increase in cash accruals with same level of repayment obligations. DSCR of more than 2 shows high liquidity in the company.	With increase in repayment obligations cash accruals did not increase in the same line. DSCR less than 1 is not favourable for the company.
4	Return on Equity Ratio	NPAT less Pref Dividend	Avg Shareholder's Equity	32.06%	64.82%	0.38%	77.64 %	-51%	16951%	-99.51%	Stub period is for 6 months and hence not comparable.	Infusion of capital and borrowings led to increase in turnover as well as profitability in the company leading to high ROE as compared to previous year.	With increase in Equity, profitability of the company did not increase in the same line leading to very low ROE.
5	Inventory Turnover Ratio	COGS	Avg Inventory	1.69	2.48	16.73	17.38	-32%	-85%	-4%	Stub period is for 6 months and hence not comparable.	With increase in business, inventory levels of the company has gone up leading to slow movement of	Not applicable

Sr . No.	Ratios	Numerator	Denominator	For the Period ended	As At 31 st March			Variance			Explanation for any change in ratio by more than 25% as compared to P.Y.			
					30/06/2024	2024	2023	2022						
													inventory, which is not a positive sign.	
6	Trade Receivables turnover ratio	Net Credit Sales	Avg Trade Receivables	3.52	4.26	8.17	6.62	-18%	-48%	23%	Not applicable		This ratio indicates that there has been a delay in recovering dues as compared to previous year. The company has given higher credit in order to increase its business.	Not applicable
7	Trade Payables turnover ratio	Net Credit Purchases	Avg Trade Payables	4.55	5.05	6.36	3.68	-10%	-21%	73%	Not applicable		Not applicable	This indicates that the company has made prompt payment to its suppliers.
8	Net Capital turnover ratio	Net Sales	Avg Working Capital	7.58	75.54	-49.98	-18.75	-90%	-251%	167%	Stub period is for 6 months and hence not comparable.		With infusion of funds and borrowings in FY 2023, effect of the same is visible in FY 2024 with higher net working capital and profitability.	The company had negative average working capital as a result of high short term liabilities.
9	Net Profit Ratio	NPAT	Net Sales	23.01%	27.87%	0.02%	1.47%	-17%	184165%	-99%	Not applicable		Expenses made in the previous years led to development of business in FY 2024 in turn leading to high profit as compared to previous years.	With increase in interest and other indirect expenses, profit and revenue of the company did not increase in same line leading to lower Net Profit ratio.
10	Return on Capital Employed	EBIT	Capital Employed	33.11%	40.52%	6.06%	9.26%	-18%	568%	-34%	Not applicable		Infusion of capital and borrowings led to increase in turnover as well as profitability in the company leading	With increase in Equity, profitability of the company did not increase in the same line leading to very low ROE.

Sr No.	Ratios	Numerator	Denominator	For the Period ended	As At 31 st March			Variance			Explanation for any change in ratio by more than 25% as compared to P.Y.			
					30/06/2024	2024	2023	2022						
													to high ROE as compared to previous year.	
11	Gross Profit Ratio	Gross Profit	Sales	69.78%	62.95%	21.43%	19.51%	11%	194%	10%	Not applicable		Expenses made in the previous years led to development of business in FY 2024 in turn leading to high profit as compared to previous years.	Not applicable

(a) Current Ratio = Current Assets / Current Liabilities.

(b) Debt- equity ratio = Total debt / Shareholders' equity.

(c) Debt service coverage ratio = EBITDA/ (Principal + Interest).

(d) Return on equity ratio= Net profit after taxes / Avg. Shareholder's Equity.

(e) Inventory turnover ratio=Cost of goods sold or sales/Average inventory.

(f) Trade receivables turnover ratio= Revenue from Operations /Average trade receivables.

(g) Trade payables turnover ratio=Direct Expenses/Average trade payables.

(h) Net Capital turnover ratio=Net sales/Average working capital.

(i) Net profit ratio=Net profit after taxes/Total Revenue.

(j) Return on capital employed=Earnings before interest and taxes/Capital employed.

(k) Gross Profit Ratio= Gross Profit / Net Sales.

(l) RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes divided by average capital employed. Capital Employed includes Equity Shares, Reserves and surplus, Long-Term Borrowing, Short-Term Borrowing and Deferred Tax Liability/(Deferred Tax Asset).

(m) Gross Profit is calculated as Revenue from Operations less Cost of Materials consumed, Manufacturing Expenses, Purchase of stock in trade goods, Changes in inventories of finished goods, work-in-progress and stock in trade and Depreciation and amortisation expense.

NOTE AE: RELATED PARTY TRANSACTIONS

List of related parties

Particulars	Relation
Anil Kumar	Director upto FY 2023-24
Arjun D	Director upto FY 2023-24
Ishaan Infotech Solutions	Interest of Vikas
IVSS Education OPC Pvt Ltd	Interest of Shalini
Jyoti Gaur	Director upto FY 2023-24
Kalpaa World Education Pvt Ltd	Interest of Shalini
Kalpaa World Education Pvt Ltd.	Interest of Shalini
La pointe Telecom Solutions Pvt ltd. Delhi	Interest of Director upto FY 2023-24
La pointe Telecom Solutions Pvt ltd. Karnataka	Interest of Director upto FY 2023-24
La pointe Telecom Solutions Pvt ltd. Maharastra	Interest of Director upto FY 2023-24
Shalini	Key Managerial Personal
Sukhbir Bhatia	Key Managerial Personal
Vikas	Key Managerial Personal
Young Brain India - Shalini	Interest of Shalini

NOTE AF: RELATED PARTY TRANSACTIONS			(In Lakhs)			
Nature of Trasaction	Related Parties	Relation	Jun-24	2023-24	2022-23	2021-22
Purchase Of Goods(Net of GST)	La pointe Telecom Solutions Pvt ltd. Karnataka	Interest of Director upto FY 2023-24	-	5.56	-	-
	Kalpaa World Education Pvt Ltd.	Interest of Shalini	-	24.38	-	-
	Young Brain India - Shalini	Interest of Shalini	-	107.92	-	-
	Ishaan Infotech Solutions	Interest of Vikas	-	431.87	-	-
Salary/ Remuneration Expense	Vikas	Key Managerial Personal	100.07	16.32	-	36.00
	Shalini	Key Managerial Personal	15.00			
Contract Expense	Vikas	Key Managerial Personal	-	-	-	9.00
Receipts	La pointe Telecom Solutions Pvt ltd. Karnataka	Interest of Director upto FY 2023-24	-	49.14	-	-
	La pointe Telecom Solutions Pvt ltd. Maharastra	Interest of Director upto FY 2023-24	-	8.00	-	-
	Kalpaa World Education Pvt Ltd.	Interest of Shalini	-	31.19	-	-
	Shalini	Key Managerial Personal	-	53.16	-	39.00
	Young Brain India - Shalini	Interest of Shalini	-	176.79	-	-
	Ishaan Infotech Solutions	Interest of Vikas	-	491.19	-	-
	IVSS Education OPC Pvt Ltd	Interest of Shalini	6.16	111.13	-	41.76
	Vikas	Key Managerial Personal	49.60	518.05	-	102.49
	Sukhbir Bhatia	Key Managerial Personal	20.00			
Jyoti Gaur	Director upto FY 2023-24	-	-	-	3.80	
Payments	La pointe Telecom Solutions Pvt ltd. Karnataka	Interest of Director upto FY 2023-24	-	88.12	-	-
	La pointe Telecom Solutions Pvt ltd. Maharastra	Interest of Director upto FY 2023-24	-	21.48	-	-

	La pointe Telecom Solutions Pvt Ltd. Delhi	Interest of Director upto FY 2023-24	-	30.49	-	-
	Kalpaa World Education Pvt Ltd	Interest of Shalini	9.34	29.04	5.03	-
	Shalini	Key Managerial Personal	10.00	26.99	-	83.32
	Young Brain India - Shalini	Interest of Shalini	12.48	204.90	-	-
	Ishaan Infotech Solutions	Interest of Vikas	28.90	1,021.42	-	-
	IVSS Education OPC Pvt Ltd	Interest of Shalini	10.03	177.77	-	110.50
	Vikas	Key Managerial Personal	213.03	549.01	-	214.70
	Sukhbir Bhatia	Key Managerial Personal	20.00	-	-	-
	Arjun D	Director upto FY 2023-24	-	131.83	-	-
	Jyoti Gaur	Director upto FY 2023-24	-	4.65	-	3.80
	Anil Kumar	Director upto FY 2023-24	-	4.65	-	-
Managed Services	IVSS Education OPC Pvt Ltd	Interest of Shalini	-	-	-	105.96
Managed Services	Young Brain India - Shalini	Interest of Shalini	-	-	-	-
Consulting Charges	Arjun D	Director upto FY 2023-24	-	121.35	-	-
	Jyoti Gaur	Director upto FY 2023-24	-	4.00	-	-
	Anil Kumar	Director upto FY 2023-24	-	4.00	-	-
Sales	Ishaan Infotech Solutions	Interest of Vikas	27.00	20.00	-	-
Closing Balance Dr./ (Cr.)	Vikas	Key Managerial Personal	48.04	-13.32	-	-
	Shalini	Key Managerial Personal	-1.64	-	-	-
	La pointe Telecom Solutions Pvt Ltd. Karnataka	Interest of Director upto FY 2023-24	-	-63.83	-	-
	La pointe Telecom Solutions Pvt Ltd. Maharastra	Interest of Director upto FY 2023-24	-	26.10	-	-
	La pointe Telecom Solutions Pvt Ltd. Delhi	Interest of Director upto FY 2023-24	-	40.37	-	-
	Kalpaa World Education Pvt Ltd	Interest of Shalini	13.10	3.76	5.03	-
	Ishaan Infotech Solutions	Interest of Vikas	23.60	21.70	-	-
	Young Brain India - Shalini	Interest of Shalini	12.48	-	-	-
	IVSS Education OPC Pvt Ltd	Interest of Shalini	3.87	-	-	-73.24

NOTE - AG CAPITALISATION STATEMENT AS AT 30TH June, 2024

(Rs. in lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	1,493.76	1,493.76
Long Term Debt (B)	100.13	100.13
Total debts (C)	1,593.89	1,593.89
Shareholders' funds		
Equity share capital	128.77	*
Reserve and surplus - as restated	2,754.99	*
Total shareholders' funds	2,883.76	*
Long term debt / shareholders' funds	0.03	*
Total debt / shareholders' funds	0.55	*

(*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are set out below:

(Amount in Lakhs)

Particulars	As at 30th June 2024	As at 31 st March 2024	As at 31 st March 2023	As at 31 st March 2022
Net Worth (A)	2,425.59	1,766.51	113.69	13.45
Average Net Worth (B)	2,096.05	940.10	63.57	13.03
Profit Attributable to the Owners of the Company (C)	198.51	707.78	0.24	10.12
Weighted Average Number of Equity Shares Outstanding During the Period/Year (Post split and Bonus)				
For Basic Earnings Per Share (D)	1,28,76,800	1,28,11,620	1,26,39,120	1,16,39,120
For Diluted Earnings Per Share (E)	1,28,76,800	1,28,11,620	1,26,39,120	1,16,39,120
Weighted Number of Shares Outstanding at the End of the Period/Year (Post split and Bonus) (F)	1,28,76,800	1,28,11,620	1,26,39,120	1,16,39,120
Restated Basic Earnings Per Share (INR) (C/D)	1.54	5.52	0.00	0.09
Restated Diluted Earnings Per Share (INR) (C/E)	1.54	5.52	0.00	0.09
Return on Average Net Worth (%) (C/B)	9.47%	75.29%	0.38%	77.69%
Net Assets Value Per Share of INR 10/- Each (A/F)	18.84	13.79	0.90	0.12
Face Value (INR)	10	10	10	10
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	328.40	839.33	48.89	31.49

Notes:

The ratios have been computed as below:

1. **Basic earnings per share (INR)** = Net profit after tax attributable to owners of the Company, as restated / Weighted Average number of Equity Shares outstanding at the end of the year / period after taking effect of bonus and split of shares.
2. **Diluted earnings per share (INR)** = Net profit after tax attributable to owners of the Company, as restated / Weighted Average number of Equity Shares outstanding at the end of the year / period after taking effect of bonus and split of shares.
3. **Return on average net worth (%)** = Net profit after tax attributable to owners of the Company, as restated / Average net worth as restated.
4. **Net asset value per share (INR)** = Net Asset Value per Equity Share (NAV) is computed as the closing net worth (sum of equity share capital, Reserve & surplus and minority interest) divided by the weighted average number of equity shares outstanding at the end of the year / period after taking effect of bonus and split of shares
5. **Earnings before interest, tax, depreciation and amortisation (EBITDA)** is as per restated consolidated statement of profit and loss of the Company for respective reported period/years.
EBITDA = Profit before tax + depreciation & amortization expense + finance cost - Other Income

STATEMENT OF FINANCIAL INDEBTEDNESS

The Company and subsidiaries avail loans and financing facilities in the ordinary course of business for meeting working capital and business requirements.

The details of the indebtedness of the Company as on June 30th, 2024 is provided below:

(Rs. in Lakhs)

Nature of Borrowings	June 30 th , 2024
Unsecured Borrowings	202.50
Secured Borrowings	1273.33
Total	1475.83

A. Unsecured:

(Rs. in Lakhs)

Sr. No.	Name of Lender	Purpose	Sanction Amount (₹ in Lakhs)	Amount Outstanding as on 30.06.2024 (In Lacs)	Rate of Interest	Tenure
1.	HDFC Bank Limited	Business Loan	30.00	19.16	15.50%	36 Months
2.	Bajaj Finance Limited	Personal and Small Business Loan	20.16	4.76	17.00%	36 Months
3.	Axis Bank	Business Power Loan	20.00	12.12	16.00%	36 Months
4.	Kisetsu Saison Finance (India) Private Limited	Business loan (Unsecured)	35.70	22.92	16.50%	36 Months
5.	ICICI Bank	Business loan (Unsecured)	39.00	24.96	16.00%	36 Months
6.	SMFG India Credit Co Ltd (Formerly Fullerton India Credit Co. Ltd.)	Personal Loan	20.17	14.25	18.50%	25 Months
7.	Ugro Capital Limited	Business loan (Unsecured)	17.20	6.96	17.00%	36 Months
8.	Ugro Capital Limited - 2	Business loan (Unsecured)	25.44	11.98	19.00%	36 Months
9.	Deutsche Bank	Business loan (Unsecured)	30.00	27.42	EBTL: 6.90% Plus Spread: 10.10 %= 17.00%	36 Months
10.	Indusind Bank	Business loan (Unsecured)	25.00	16.07	16.50%	36 Months
11.	IDFC First Bank	Business loan (Unsecured)	15.30	3.08	16.00%	36 Months
12.	Unity Small Finance Bank	Business loan (Unsecured)	25.50	20.41	19.00%	36 Months
13.	Shriram Finance Limited	Business loan (Unsecured)	25.00	17.51	17.50%	96 Months
14.	Yes Bank	Business loan (Unsecured)	25.00	0.90	17.50%	36 Months
TOTAL				202.50		

B. Secured

(Rs. in Lakhs)

Name of Lender	Purpose	Sanction Amount (₹ in Lakhs)	Amount Outstanding as on June 30, 2024	Rate of Interest	Security
ICICI Bank Limited	Overdraft (OD)	380.00	377.37	Repo Rate is 6.50% + Spread 3.00% = 9.5%	Note-1
ICICI Bank	Loan against FD	950.00	895.96	Repo Rate is 6.50% + Spread 3.00% = 9.5%	Fixed Deposit
Total			1273.33		

Note-1

ICICI Bank Ltd. (Sanction letter Ref No: BLG/BAN/P/175987 dated 30.08.2023).

Security Details	Time for Security Creation
Primary Security	Hypothecation of the Firms entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other moveable's including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the Bank.
Guarantees	Personal Guarantee by Mr. Vikas and Mrs. Shalini, Promoters of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial position and results of operations together with our Restated Consolidated Financial Information, which have been included in this Draft Red Herring Prospectus. You should also read the section entitled "Risk Factors" beginning on page 20 and "Forward Looking Statements" beginning on page no. 12, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.

The following discussion and analysis of our financial position and results of operations is based on our Restated Consolidated Financial Information for the period ended June 30th, 2024 and for the financial years ended March 31st, 2024, 2023 and 2022 including the related notes and reports, included in this Draft Red Herring Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective period and years. Accordingly, the degree to which our Restated Consolidated Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" on page nos. 20 and 12, respectively, and elsewhere in this Draft Red Herring Prospectus. Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

BUSINESS OVERVIEW

Our Company was originally incorporated as "HCIN Network Private Limited", on August 02nd, 2019 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre, Delhi. Our Company was converted into a public limited company and the name of our Company was changed from "HCIN Network Private Limited" to "HCIN Networks Limited" vide Special Resolution dated June 16th, 2024. The status of the Company was changed to public limited and the fresh certificate of incorporation consequent to conversion was issued on August 22nd, 2024 by the Registrar of Companies, Central Processing Center, Delhi, with an object to offers Internet Leased Line, IT Managed Services, IT System Integration, IT Security and Data Centre Solutions under the brand of "Hi-COM". As on date of this Draft Red Herring Prospectus the Corporate Identification Number of our Company is U64200HR2019PLC081805.

Our company specializes in B2B services, offering a comprehensive range of solutions across Internet Services, Managed IT Services and Telecom Infra Services. Our core offerings include Internet Leased Lines, Business Broadband, Software Defined WAN (SD-WAN), Managed IT Infrastructure, Remote IT Support, Data Center Management, Ground Tower Construction, Solar Upgrades, Overhead Fiber Networks, and FTTH (Fiber to the Home) Networks.

We are working with the providers of hardware, software, storage, networking, security, voice solutions, and consulting services to ensure we deliver the high quality services to our clients. In addition, our dedicated 24/7 post-sale support team ensures that our clients receive maximum value from their investments.

As a Category-A Internet Service Provider (ISP) licensed by the Department of Telecommunications, we are authorized to provide nationwide internet services. HCIN Networks Limited is engaged with various telecom operators, with expertise in deploying FTTH networks, tower construction, and supporting next-generation 5G infrastructure.

Our Company, an ISO 20000-1:2018 and ISO 9001:2015 and 27001:2013 certified company, is a notable player in the telecom infrastructure industry. Located at STS-524, 5th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon Sadar Bazar, Haryana, India – 122001. Our journey began in 2019 as a private limited company founded by Promoter. HCIN Networks Limited with the vision to position itself as one of the good company in IT Communication and Solutions field through which it can contribute to the National growth by empowering youth and businesses alike.

For more details kindly refer our chapter titled "**Business Overview**" begins from page no. 106 of this Draft Red Herring Prospectus.

Key Performance Indicators of our Company:

(Rs. In Lakhs)

Key Performance Indicators	For the Period ended as on 30/06/2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Revenue from Operations ¹	862.55	2,539.22	1,597.49	686.11
Growth in Revenue from Operations (%) ²	35.88	58.95	132.83	97.69
EBITDA ³	328.40	839.33	48.89	31.49
EBITDA Margin (%) ⁴	38.07	33.05	3.06	4.59
PAT ⁵	198.51	707.78	0.24	10.12
PAT Margin (%) ⁶	22.80	27.85	0.01	1.47
Net Debt ⁷	1269.50	1225.45	349.79	109.37
Total Shareholder's Fund ⁸	2425.59	1766.51	113.69	13.45
ROE (%) ⁹	8.18	40.07	0.21	75.26
ROCE 9% ¹⁰	8.20	25.54	3.85	10.77
EPS (Basic & Diluted) ¹¹	1.54	5.52	0.00	0.09

Note:

- (1) Revenue from operation means revenue from sales;
- (2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period;
- (3) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income ;
- (4) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations;
- (5) PAT is calculated as Profit before tax – Tax expenses;
- (6) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- (7) Net debt = Non-current borrowing + current borrowing - Cash and cash equivalent, Bank balance, and Investment in Mutual Funds.
- (8) Total shareholder's Fund = Equity share capital + Reserves & Surplus +/- Minority Interest.
- (9) ROE = Net profit after tax / Total shareholder's Fund.
- (10) ROCE = Profit before tax and finance cost / Capital employed*
*Capital employed = Total Equity + Non-current borrowing + Current Borrowing + Deferred Tax liabilities - Deferred Tax Assets – Intangible Assets.
- (11) EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average number of equity shares outstanding during the year after considering bonus and split of shares.
- (12) The above has been computed on the basis of the Restated Consolidated Financial Statements of the Company.

After the date of last Audited accounts i.e., 30th June, 2024, the Directors of our Company confirm that, there have not been any significant material development.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer Restated Financial Statements under chapter titled “*Restated Financial Statements*” beginning on page 151 of this Draft Red Herring Prospectus.

Significant Developments after June 30th, 2024 that may affect our Future Results of Operations

The Directors confirm that there have been no events or circumstances since the date of the last financial statements as disclosed in the Draft red herring Prospectus which materially or adversely affect or is likely to affect the profitability of our Company, or the value of our assets, or our ability to pay liabilities within next twelve months.

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 no. 20 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
2. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
3. Our ability to retain and hire key employees or maintain good relations with our workforce;
4. Impact of any reduction in sales of our services/products;
5. Rapid Technological advancement and inability to keep pace with the change;
6. Increased competition in industries/sector in which we operate;
7. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;

8. Changes in laws and regulations relating to the Sectors in which we operate;
9. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
10. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
11. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition; and
12. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.
13. Also please suggest any other factors specific to our business apart from these above-mentioned reasons.

BRIEF FINANCIALS OF OUR COMPANY

(₹ In Lakhs)

Particulars	For the Period ended		For the year ended March 31,					
	30 th June, 2024		2024		2023		2022	
	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income
Revenue from operations	862.55	99.06	2,539.22	99.92	1,597.49	99.97	686.11	99.77
Other Income	8.21	0.94	1.94	0.08	0.51	0.03	1.56	0.23
Total Income	870.76	100.00	2,541.15	100.00	1,598.00	100.00	687.67	100.00
EXPENDITURE								
Cost Of Material Consumed	271.16	31.14	1,296.76	51.03	1,255.56	78.57	587.78	85.47
Purchase of stock in trade	6.96	0.80	86.05	3.39	0.00	0.00	0.00	0.00
Changes In Inventories	-24.57	-2.82	-480.38	-18.90	-30.70	-1.92	-54.31	-7.90
Employees Benefits Expenses	103.25	11.86	288.17	11.34	99.13	6.20	74.12	10.78
Finance Costs	40.33	4.63	95.02	3.74	10.04	0.63	1.93	0.28
Depreciation And Amortization Expense	7.12	0.82	38.46	1.51	30.29	1.90	18.81	2.74
Administrative Selling & Other Expenses	177.35	20.3	509.29	20.04	224.61	14.06	47.03	6.84
TOTAL EXPENSES	581.60	66.79	1,833.37	72.15	1,588.93	99.43	675.36	98.21
Profit Before Tax	289.16	33.21	707.78	27.85	9.07	0.57	12.31	1.79
Tax Expenses								
Current Tax	73.79	8.47	0.00	0.00	6.89	0.43	4.13	0.60
Deffered Tax (Liabilities) / Assets	16.86	1.94	0.00	0.00	1.94	0.12	-1.94	-0.28
Profit After Tax	198.51	22.80	707.78	27.85	0.24	0.01	10.12	1.47

Review Of Financial Performance For The Period Ended June 30, 2024

1. INCOME:

Total Revenue: During the period ended June 30, 2024, the company's total revenue was Rs. 870.76 Lakhs which includes Rs. 862.55 Lakhs as revenue from operations and Rs. 8.21 Lakhs as other Income.

Revenue from Operations: During the period ended June 30, 2024, the company's revenue from operations was Rs. 862.55 Lakhs which includes mainly revenue from ISP, MSP, FTTH and Tower.

Other Income: During the period ended June 30, 2024, the company's other income was Rs. 8.21 Lakhs which mainly includes interest income.

2. EXPENSES:

Total Expenses: During the period ended June 30, 2024, the company's total expenses was Rs. 581.60 Lakhs which mainly includes cost of material consumed, employee benefit expenses and administrative, selling and other expenses.

Cost of materials consumed: During the period ended June 30, 2024, the company's cost of materials consumed was Rs. 271.16 Lakhs which majorly includes materials purchased for Bondada project.

Purchase of Trading Goods: During the period ended June 30, 2024, the purchases of stock in trade was Rs. 6.96 Lakhs which majorly includes procurement of switch for our client Decathlon

Change in Inventories: During the period ended June 30, 2024, the company's changes in inventories was Rs. (24.57) Lakhs.

Employee Benefits Expense: During the period ended June 30, 2024, the company's Employee Benefit Expenses was Rs. 103.25 Lakhs which mainly includes salaries and wages which includes Director's remuneration.

Finance cost: During the period ended June 30, 2024, the company's finance cost was Rs. 40.33 Lakhs which mainly includes interest and finance charges.

Depreciation and Amortization Expense: During the period ended June 30, 2024, the company's Depreciation and Amortization was Rs. 7.12 Lakhs.

Administrative Selling & Other Expenses: During the period ended June 30, 2024, the company's other expenses was Rs. 177.35 Lakhs which includes rent, legal & professional fees and sales promotion expenses.

3. PROFIT:

Profit/ (Loss) Before Tax: During the period ended June 30, 2024 the Restated Profit Before Tax is Rs. 289.16 Lakhs.

Profit/ (Loss) After Tax: During the period ended June 30, 2024, the restated Profit After Tax is Rs. 198.51 Lakhs.

Comparison of Financial Performance of Fiscal 2024 with Fiscal 2023

The following descriptions set forth information with respect to the key components of our profit and loss statement.

4. INCOME:

Total Revenue: During FY 2023-24, the company's total revenue increased to ₹ 2541.15 Lakhs, from the amount of ₹1598.00 Lakhs recorded in FY 2022-2023.

Revenue from Operations: During FY 2023-24, the company's revenue from operations increased to ₹ 2539.22 Lakhs, from the amount of ₹1597.49 Lakhs recorded in FY 2022-23. In 2023-24, we expanded our ISP client base by adding key customers such as ABB, Decathlon, as well as new projects from Nagarjuna, Federal Bank, Bhavya Bharat (for e-toll services), and MAX Hospital. We also secured a significant number of new links from Byju's and Shell petrol pumps, which contributed to a boost in our ISP revenue. Additionally, we began earning maintenance revenue from Airtel this year, and the full-year impact of both Byju's and Airtel was reflected compared to the previous year. Furthermore, we ventured into Telecom Infrastructure projects with Bondada and Indus, creating a new revenue stream.

Other Income: During FY 2023-24, the company's other income increased to ₹ 1.94 Lakhs, from the amount of ₹ 0.51 Lakhs recorded in FY 2022-23. The increase in the year 2024 was due to increase in other miscellaneous income.

5. EXPENSES:

Total Expenses: The total expenditure for FY 2023-24 has been increased to ₹ 1833.37 Lakhs as against ₹ 1588.93 Lakhs in FY 2022-23. This increase was mainly due to increase in Administrative Selling & Other Expenses, finance cost and employee benefit expenses.

Cost of materials consumed: The Cost of materials consumed for FY 2023-24 have increased to ₹ 1296.76 Lakhs, from the amount of ₹ 1255.56 Lakhs in FY 2022-23. This was mainly due to increase in the cost of goods sold (COGS) during 2023-24 can be attributed to the rise in new projects and services taken on throughout the year. Significant new ventures, such as Telecom Infrastructure projects with Bondada and Indus, required additional resources, materials, and labor, which drove up our operational costs. Moreover, with the commencement of maintenance services for Airtel, there were added expenses related to ongoing maintenance, equipment, and technical support. These new projects, while contributing positively to revenue, also led to a proportional increase in direct costs associated with project execution, infrastructure deployment, and service maintenance. As a result, COGS saw a notable rise compared to previous years, reflecting the expanded scope and complexity of the new business undertakings. However there is significant growth in revenue from operation as compare to year on year growth rate of cost of material consumed.

Purchase of stock in trade: The purchase of stock in trade for FY 2023-24 have increased to ₹ 86.05 Lakhs, from the amount of ₹ 0.00 Lakhs in FY 2022-23. This was mainly due to increase in the purchase of stock-in-trade during 2023-24

was primarily driven by the rising demand for materials and inventory needed for ongoing projects, particularly the Telecom Infrastructure projects with Bondada, including work on BSNL sites. As these projects progressed, there was a significant requirement for stock-in-trade, such as telecommunications equipment, hardware, and other essential components to support the infrastructure build-out and operational needs. The ongoing nature of these projects meant that we had to maintain a higher inventory level to ensure uninterrupted work and timely completion, resulting in an increase in the purchase of stock-in-trade. This was essential to meet project deadlines and the technical specifications required for BSNL sites under the Bondada project. Consequently, this contributed to the rise in procurement costs as we scaled our operations to accommodate the expanding scope of work.

Change in Inventories: The changes in inventories for FY 2023-24 was ₹ (480.38) Lakhs, from the amount of ₹ (30.70) Lakhs in FY 2022-23. This was mainly due to increase in projects from Bondada, Indus and Airtel.

Employee Benefits Expense: The Employee Benefit Expenses for FY 2023-24 have increased to ₹ 288.17 Lakhs, from the amount of ₹ 99.13 Lakhs in FY 2022-23. This was mainly due to rise is primarily attributed to two key factors: annual salary increments and the hiring of additional manpower, particularly in the strategic locations of Delhi and Bangalore. Additionally, the increased focus on expanding operations in Delhi and Bangalore has led to the recruitment of new personnel to support the growing project demands in these regions. Both cities are important hubs for telecom and infrastructure activities, and the rise in manpower helps the company manage its expanding project portfolio and ensure operational efficiency.

Finance Cost: The Finance cost for FY 2023-24 have increased to ₹ 95.02 Lakhs, from the amount of ₹ 10.04 Lakhs in FY 2022-23. This was mainly due to increase in unsecured loan and working capital limit.

Depreciation and Amortization Expense: The Depreciation and Amortization Expenses for FY 2023-24 have increased to ₹ 38.46 Lakhs, from the amount of ₹30.29 Lakhs in FY 2022-23. This was mainly due to increase in Fixed asserts

Administrative Selling & Other Expenses: The Administrative Selling & Other Expenses for the FY 2023-2024 have significantly increased to ₹509.29 Lakhs as against to ₹ 224.61 Lakhs in the FY 2022-23. This major increase was due to office rentals in Bangalore and delhi and significant increase in consultancy charges in line with revenue growth.

6. PROFIT:

Profit/ (Loss) Before Tax: The Restated Profit Before Tax for FY 2023-24 has been significantly increased to ₹ 707.78 Lakhs as against Profit Before Tax of ₹ 9.07 Lakhs in the FY 2022-23. The significant increase in profitability this year was primarily driven by strong performance from Airtel, as maintenance revenue began contributing for the first time. The total maintenance billing amounted to ₹2.86 crore, which flowed directly into our Profit Before Tax (PBT). Additionally, higher Managed Service Provider (MSP) revenue from Byju's also supported PBT growth. We received MSP orders from Livspace and CMA worth ₹2.60 crore, with approximately ₹2 crore directly contributing to PBT. Moreover, new ISP orders secured this year had very high margins, adding an incremental ₹0.5 crore to PBT. We also improved our margins by negotiating better rates with our vendors. Over the past four years, the number of our ISP customers has grown exponentially. As a result, our network cost per customer has significantly decreased since the incremental capital expenditure required to connect additional customers in a particular area is minimal. This allows us to optimize bandwidth costs and reduce the per-customer fiber length required. In areas with multiple customers, we now prefer laying our own network infrastructure rather than relying on third-party networks, further driving cost efficiencies. This ongoing cost optimization strategy continues to improve our Profit Before Tax (PBT) in the ISP business.

Profit/ (Loss) After Tax: The restated Profit After Tax for FY 2023-24 has been significantly increased to ₹ 707.78 Lakhs as against Profit after tax of ₹ 0.24 Lakhs in the FY 2022-23. Explanation for such significant increase has been mentioned in Profit/ (Loss) Before Tax.

Comparison of Financial Performance of Fiscal 2023 with Fiscal 2022

The following descriptions set forth information with respect to the key components of our profit and loss statement.

1. INCOME:

Total Revenue: During FY 2022-23, the company's total revenue increased to ₹1598.00 Lakhs, from the amount of ₹687.67 Lakhs recorded in FY 2021-22.

Revenue from Operations: During FY 2022-23, the company's revenue from operations increased to ₹1597.49 Lakhs, from the amount of ₹686.11 Lakhs recorded in FY 2021-22. The increase in the year 2023 was due to addition of new high-profile clients, namely Airtel and Byju's, which contributed substantially to the company's expanded revenue streams. The addition of these key clients not only diversified the company's client portfolio but also significantly enhanced its

market presence, helping it achieve robust revenue growth in FY 2022-23. This upward trajectory underscores the company's ability to secure and manage large-scale projects, reflecting its growing competitiveness in the market.

Other Income: During FY 2022-23, the company's other income decreased to ₹0.51 Lakhs, from the amount of ₹1.56 Lakhs recorded in FY 2021-22. This decrease in the year 2023 was due to extraordinary other income in FY 2021-22 of Rs. 1.20 lakhs.

2. EXPENSES:

Total Expenses: The total expenditure for FY 2022-23 increased to ₹ 1588.93 Lakhs as against ₹ 675.36 Lakhs in FY 2021-22. This increase was mainly due to increase in cost of materials consumed, Administrative Selling & Other Expenses, finance cost and employee benefit expenses.

Cost of materials consumed: The Cost of materials consumed for FY 2022-23 have increased to ₹ 1255.56 Lakhs, from the amount of ₹ 587.78 Lakhs in FY 2021-22. This was mainly due to company's involvement in major projects for Airtel and the onboarding of new ISP (Internet Service Provider) clients these new ISP clients further drove material consumption. These clients required infrastructure and network solutions to expand their services, leading to increased procurement of technical components, installation materials, and operational resources. The combination of these large-scale projects for Airtel and new ISP clients significantly impacted the company's cost of materials, reflecting the broader expansion in its operational scope during FY 2022-23.

Change in Inventories: The changes in inventories for FY 2022-23 was ₹ (30.70) Lakhs, from the amount of ₹ (54.31) Lakhs in FY 2021-22. This was mainly due to material usage in Airtel project.

Employee Benefits Expense: The Employee Benefit Expenses for FY 2022-23 have increased slightly to ₹99.13 Lakhs, against the amount of ₹ 74.12 Lakhs in FY 2021-22. This was mainly due to yearly appraisal of employee's salaries.

Depreciation and Amortization Expense: The Depreciation and Amortization Expenses for FY 2022-23 have increased to ₹ 30.29 Lakhs, from the amount of ₹ 18.81 Lakhs in FY 2021-22. This was mainly due to addition of fixed assets.

Administrative Selling & Other Expenses: The Administrative Selling & Other Expenses for the FY 2022-2023 increased to ₹ 224.61 Lakhs as against ₹ 47.03 Lakhs in the FY 2021-22. This significant increase due to surge in expenses was primarily driven by the establishment of a new office in Bangalore, which brought about additional operational costs such as setting up infrastructure, furnishing the office, and covering utilities and maintenance. Bangalore's strategic importance as a tech and telecom center made it a vital location for the company to expand its presence and better serve key clients and projects in the region.

3. PROFIT:

Profit/ (Loss) Before Tax: The Restated Profit before tax for FY 2022-23 was ₹ 9.07 Lakhs as against Profit before tax of ₹ 12.31 Lakhs in the FY 2021-22. This decrease was due to largely attributed to a rise in operational expenses, driven by the company's strategic expansion initiatives. One of the primary factors behind this increase in costs was the recruitment of additional manpower. As the company pursued new projects and scaled its operations, particularly in high-growth regions, it became essential to expand its workforce. This resulted in higher employee-related costs, including salaries, benefits, training, and recruitment expenses. The company needed to ensure that it had the necessary talent and resources to meet rising project demands and maintain service quality.

In addition to workforce expansion, the acquisition of a larger office space in Bangalore contributed significantly to the rise in operational costs. Bangalore, being a key business and technology hub, required a more substantial physical presence to support the company's growing operations in the region. This new, larger office space resulted in increased expenses for rent, utilities, office setup, and maintenance. Establishing this larger footprint was critical for managing the company's expanding project portfolio, as it provided the infrastructure needed to accommodate more employees and support operational efficiency.

Profit/ (Loss) after Tax: The Restated Profit after tax for FY 2022-23 was ₹ 0.24 Lakhs as against Profit after tax of ₹ 10.12 Lakhs in the FY 2021-22. Explanation for such decline has been mentioned in Profit/ (Loss) Before Tax.

CASH FLOWS:

(₹ In Lakhs)

Particulars	For the Period ended 30 th June,2024	For the Year ended March 31 st		
		2024	2023	2022
Net Cash from Operating Activities	(449.99)	(134.71)	(153.28)	(99.27)
Net Cash from Investing Activities	(169.10)	(1894.65)	(177.10)	(29.96)

Particulars	For the Period ended 30 th June, 2024	For the Year ended March 31 st		
		2024	2023	2022
Net Cash from Financing Activities	772.59	2167.57	351.79	118.02

Cash Flows from Operating Activities

Net cash outflow from operating activities for the period ended 30th June, 2024 was at ₹ (449.99) Lakhs as compared to the Profit Before Tax at ₹ 289.16 Lakhs. This was mainly due to increase in short terms loans and advances and trade receivables and also company has started new projects from Bondada and Indus.

Net cash outflow from operating activities for year ended 31st March, 2024 was at ₹ (134.71) Lakhs as compared to the Profit Before Tax at ₹ 707.78 Lakhs. This was mainly due to increase in trade receivables, inventories, and short terms loans and advances as well as business expansion in NCR and starting new Telecom Infra segment.

Net cash outflow from operating activities for year ended 31st March, 2023 was at ₹ (153.28) Lakhs as compared to the Profit Before tax of ₹ 9.07 Lakhs. This was primarily due to increase in trade receivables.

Net cash outflow from operating activities for year ended 31st March, 2022 was at ₹ (99.27) Lakhs as compared to the Profit Before Tax at ₹ 12.31 Lakhs. This was primarily due to working capital change.

Cash Flows from Investment Activities

For the period ended 30th June, 2024, net cash outflow from Investing Activities were ₹ (169.10) Lakhs. This was mainly on account of increase in long terms loans and advance and acquisition of CMA.

For the year ended 31st March, 2024, net cash outflow from Investing Activities were ₹ (1894.65) Lakhs. This was mainly on account of acquisition of CMA.

For the year ended 31st March, 2023, net cash outflow from Investing Activities were ₹ (177.10) Lakhs. This was mainly on account of procurement of fibre, laptop stock, switch stock and long terms loans and advance etc.

For the year ended 31st March, 2022, net cash outflow from Investing Activities were ₹ (29.96) Lakhs. This was mainly on account of procurement of fibre

Cash Flows from Financing Activities

For the period ended 30th June, 2024, net cash inflow from Financing Activities were ₹ 772.59 Lakhs. This was mainly on account of proceeds from share capital & share premium.

For the year ended 31st March, 2024, net cash inflows from Financing Activities were ₹ 2167.57 Lakhs. This was mainly on account of proceeds from share capital & share premium and increase in short term borrowings.

For the year ended 31st March, 2023, net cash inflow from Financing Activities were ₹ 351.79 Lakhs. This was mainly proceeds from share capital & share premium and increase in short term borrowings.

For the year ended 31st March, 2022, net cash inflow from Financing Activities were ₹ 118.02 Lakhs. This was primarily on account of proceeds from long term and short-term borrowings.

Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions.

There has not been any unusual trend on account of our business activity. There are no Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Except for any change in economic policy affecting service industry in India, there are no other significant economic changes that may materially affect or likely to affect income from continuing operations.

3. *Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.*

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page no. 20 in the Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. *Future changes in relationship between costs and revenues.*

Our Company’s future costs and revenues will be determined by growth of industry in which we operate.

5. *Increases in net sales or revenue and Introduction of new products or services or increased sales prices.*

Increases in revenues are by and large linked to increases in volume of our business.

6. *Status of any publicly announced New Products or Business Segment.*

Our Company has not announced any new products.

7. *Seasonality of business.*

The nature of business is not seasonal.

8. *Competitive conditions.*

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Business Overview**” beginning on pages 100 and 106, respectively of the Draft Red Herring Prospectus.

9. *Details of material developments after the date of last balance sheet i.e. June 30th, 2024.*

Except as mentioned in this Draft Red Herring Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.

CAPITALIZATION STATEMENT

Statement of Capitalization

(₹ In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term Debt (A)	1,493.76	1,493.76
Long Term Debt (B)	100.13	100.13
Total debts (C = A+B)	1,593.89	1,593.89
Shareholders' funds		
Equity share capital	128.77	[●]
Reserve and surplus - as per restated	2,754.99	[●]
Total shareholders' funds (D)	2,883.76	[●]
Long term debt / shareholders' funds (B / D)	0.03	[●]
Total debt / shareholders' funds (C / D)	0.55	[●]

Note:

1. The above has been computed on the basis of the Restated Consolidated Summary Statements of Assets and Liabilities of the Company as at 30th June, 2024.
2. Short term debt is considered as borrowing due within 12 months from the balance sheet date.
3. Long term debt is considered as borrowing due within more than 12 months from the balance sheet date.
4. Total borrowing excludes interest accrued and due on borrowings.
5. Balance of Minority interest has not been considered in Total Shareholder's Funds.

SECTION X – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors, Promoters or Group Company. Our Board, in its meeting held on 23rd September, 2024, determined that all pending litigation involving our Company, holding, Subsidiary, Directors, Promoter and Group Company, other than criminal proceedings and statutory or regulatory actions, disciplinary actions including penalty imposed by SEBI or stock exchanges, claims related to direct and indirect taxes, would be considered ‘material’ if the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of 1% of total revenue (“Material Litigation”).

As per the materiality policy adopted by the Board of our Company in its meeting held on 23rd September, 2024, related to creditors of our Company the outstanding dues to creditors in creditors exceeding 5% of the Company’s trade payables for the last audited financial statements shall be considered as material dues for the Company. Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI Regulations have been disclosed on our website at www.hicomindia.in.

Our Company, Directors, Promoter and Group Company are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.

Particulars	By the Company	Against the Company
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings:		
- Direct Tax	Nil	Nil
- Indirect Tax	Nil	Nil
Other Proceedings	Nil	Nil

OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTER AND SUBSIDIARIES:

PART 1: LITIGATION RELATING TO OUR COMPANY

A. FILED AGAINST THE COMPANY

1) Litigation Involving Criminal Laws

As on date there are no issues with regards to criminal liability on the part of Company.

2) Litigation Involving Actions by Statutory/Regulatory Authorities

As on date there are no litigations with regards to Statutory/Regulatory Authorities on the part of Company.

3) Disciplinary Actions by Authorities

As on date there are no issues with regards to Disciplinary Actions on the part of Company.

4) Litigation Involving Tax Liability

Direct Tax – As on date there is no outstanding demand of Income Tax and other Direct Taxes against the Company.

Indirect Tax – As on date there is no outstanding demand of Indirect Taxes against the Company.

5) Other Pending Litigation Based On Materiality Policy Of the Company

S. No.	Details	Amount Involved
	Nil	

B. CASES FILED BY THE COMPANY

1) Litigation Involving Criminal Laws

As on date there are no issues with regards to criminal liability on the part of Company.

2) Litigation Involving Actions by Statutory/Regulatory Authorities

As on date there are no litigations with regards to Statutory/Regulatory Authorities on the part of Company.

3) Disciplinary Actions by Authorities

As on date there are no issues with regards to Disciplinary Actions on the part of Company.

4) Litigation Involving Tax Liability

Direct Tax – As on date there are no issues of Income Tax and other Direct Taxes on the part of Company.

Indirect Tax – As on date there are no issues of Indirect Taxes on the part of the Company.

5) Other Pending Litigation Based On Materiality Policy Of the Company

S. No.	Details	Amount Involved
	Nil	

LITIGATION INVOLVING DIRECTORS AND KMPs

Particulars	By Directors, and KMPs	Against Directors, and KMPs
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Other Proceedings	Nil	Nil

1) Litigation Involving Criminal Laws

As on date there are no issues with regards to criminal liability on the part of Directors/KMPs.

2) Litigation Involving Actions by Statutory/Regulatory Authorities

As on date there are no litigations with regards to Statutory/Regulatory Authorities on the part of Directors/KMPs.

3) Disciplinary Actions by Authorities

As on date there are no issues with regards to Disciplinary Actions on the part of Directors/KMPs.

4) Litigation Involving Tax Liability

Direct Tax – As on date there is no outstanding demand of Income Tax and other Direct Taxes against the Directors/KMPs.

Indirect Tax – As on date there is no outstanding demand of Indirect Taxes against the Directors/KMPs.

5) Other Pending Litigation Based on Materiality Policy of the Company

As on date there are no other issues on the part of Directors/KMPs.

LITIGATION INVOLVING HOLDING/SUBSIDIARIES COMPANIES

As on date there is no holding/subsidiary company of HCIN NETWORKS LIMITED.

LITIGATION INVOLVING GROUP COMPANIES / FIRMS / PROMOTER GROUP RELATED ENTITY

Followings are the Group Companies/Firms/Promoter Group/Related Entity of the Company as on date:

- 1) Computer Maintenance Agency
- 2) Livespace Interiors Pvt Ltd
- 3) Hcin Realty Pvt Limited
- 4) Vms Realty Pvt Ltd
- 5) Hcin Consulting Pvt Limited
- 6) Kalpaa World Education Pvt Limited
- 7) Ivss Education Opc Pvt Limited
- 8) Trigear Digital Solutions Pvt Ltd
- 9) Ishan Infotech
- 10) Young Brain India
- 11) Hi-Kalpaa Foundation
- 12) Kangaroo Pouch Trust

Particulars	By the Company	Against the Company
Civil Proceedings	Nil	Nil
Criminal Proceedings	Nil	Nil
Tax Proceedings:		
- Direct Tax	Nil	Yes
- Indirect Tax	Nil	Yes
Other Proceedings	Nil	Nil

A. FILED AGAINST THE GROUP COMPANIES/FIRMS/RELATED ENTITY

1) Litigation Involving Criminal Laws

As on date there are no issues with regards to criminal liability on the part of the Group Companies/Firms/Related Entity.

2) Litigation Involving Actions by Statutory/Regulatory Authorities

As on date there are no litigations with regards to Statutory/Regulatory Authorities on the part of the Group Companies/Firms/Related Entity.

3) Disciplinary Actions by Authorities

As on date there are no issues with regards to Disciplinary Actions on the part of the Group Companies/Firms/Related Entity.

4) Litigation Involving Tax Liability

Direct Tax – As on date there is no outstanding demand of Income Tax and other Direct Taxes against the Group Companies/Firms/Promoter Group/Related Entity except the following:

S. No.	Particulars	Details	Amount in Rs. Involved
1.	Computer Maintenance Agency	Demand Notice for AY 2018 vide Notice Ref. No. 2019201837066797312T issued on 28-09-2019, with regards to the Adjustment Notice u/s 143(1)(a) issued on 22-Jan-2019 and rectification filed by the company on 05-Nov-2019. Status = Pending, However company has submitted the response against the same.	₹ 7,09,640/-
		Demand Notice for A.Y. 2016 vide Notice Ref. No. 2016201637041518503T issued on 04-10-2016 Status = Pending, However company has submitted the response against the same.	₹ 1,28,120/-
		Demand Notice for A.Y. 2012 vide Notice Ref. No. 2018201237009698671T issued on 05-05-2018 Status = Pending, However company has submitted the response against the same.	₹ 5,63,900/-
		Demand Notice for A.Y. 2017 vide Notice Ref. No. 2018201737028786811T issued on 10-08-2018.	₹ 5,830/-

S. No.	Particulars	Details	Amount in Rs. Involved
		Status = Pending, However company has submitted the response against the same.	
2.	Livespace Interiors Private Limited	Adjustment u/s 143(1)(a) for AY 2022-23 vide Notice Ref. No. EFL/2223/G22/ITR000476136281 issued on 14-12-2022	NIL
		Adjustment u/s 143(1)(a) for AY 2021-22 vide Notice Ref. No. EFL/2122/G22/ITR000222664872 issued on 31-05-2022	NIL
		Adjustment u/s 143(1)(a) for AY 2019-20 vide Notice Ref. No. CPC/1920/G22/1968828203 issued on 04-12-2019	₹ 1,61,669/- However, revised return was filed with refund processed.
		Adjustment u/s 143(1)(a) for AY 2018-19 vide Notice Ref. No. CPC/1819/G22/1885441402 issued on 18-03-2019	₹ 2,23,585/- However, the return was processed later on with refund credited.

Indirect Tax – As on date there is no outstanding demand of Indirect Taxes against the Group Companies/Firms/Promoter Group/Related Entity except the following:

S. No.	Details	Amount in Rs. Involved
1	SCN u/s 73 for FY 2019-2020 vide notice Ref. no. ZD360524071591C dated 31/05/2024. Status = The Company had paid the demand of Rs. 2,95,106/- against the notice on 16/08/2024.	₹ 2,95,106/-
2	SCN u/s 73 for F.Y. 2020-21 vide Notice Ref. No. ZD360622042231V issued in 08/06/2022. Status = Company has submitted its response on 22/06/2022 and is yet to receive the Final Order.	₹ 1,63,639.58/-

5) Other Pending Litigation Based on the Materiality Policy of the Group Companies

S. No.	Details	Amount Involved
	Nil	

B. CASES FILED BY THE GROUP COMPANIES

1) Litigation Involving Criminal Laws

As on date there are no issues with regard to criminal liability on the part the group Companies.

2) Litigation Involving Actions by Statutory/Regulatory Authorities

As on date there are no litigations with regard to Statutory/Regulatory Authorities on the part of the group Companies.

3) Disciplinary Actions by Authorities

As on date there are no issues with regard to Disciplinary Actions on the part of the group Companies.

4) Litigation Involving Tax Liability

Direct Tax – As on date there are no issues of Income Tax and other Direct Taxes on the part of the group Companies.

Indirect Tax – As on date there are no issues of Indirect Taxes on the part of the group Companies.

5) Other Pending Litigation Based On Materiality Policy Of the Group Companies

S. No.	Details	Amount Involved
	Nil	

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page no. 155 there have been no material developments that have occurred after the Last Balance Sheet Date.

OUTSTANDING DUES TO CREDITORS

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the material over dues to Creditors outstanding amount as on 30th June, 2024:

(₹ in Lakhs)

Particulars	Balance as on 30 th June, 2024
Total material over dues Outstanding dues to Micro and Small & Medium Enterprises.	-
Total material over dues Outstanding dues to Creditors other than Micro and Small & Medium Enterprises.	-

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

APPROVALS FOR THE ISSUE

1. The Board of Directors has, vide their resolution passed at its meeting held on August 23rd, 2024, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1) (c) of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
2. The Shareholders of the Company have, vide their resolution passed at its meeting held on September 16th, 2024, authorized the Issue under Section 62(1) (c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
3. The Company has entered into an agreement dated March 06th, 2024, with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who, in this case, is Integrated Registry Management Services Private Limited, for the dematerialization of its shares.
4. The Company has also entered into an agreement dated March 26th, 2024, with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who, in this case, is Integrated Registry Management Services Private Limited, for the dematerialization of its shares.
5. The Company has obtained in-principle listing approval dated [●] from NSE for using its name in this offer document for listing our shares on the Emerge Platform of NSE.
6. The Company’s International Securities Identification Number (“ISIN”) is INE0U7Y01019.

REGISTRATION UNDER THE COMPANIES ACT, 2013:

S. No.	Authority Granting Approval	Approval/Registration No.	Applicable Laws	Nature of Approvals	Date of Issue	Validity
1.	Registrar of Companies, Delhi	U64200HR2019PT C081805	The Companies Act, 2013	Certificate of Incorporation	02 nd August, 2019	Perpetual
2.	Registrar of Companies, Central Registration Centre	U64200HR2019PL C081805	The Companies Act, 2013	Certificate of Incorporation upon conversion from Private Company to Public Company.	22 nd August 2024	Perpetual

REGISTRATION UNDER VARIOUS TAX LAWS, ACTS, RULES REGULATIONS

S. No	Applicable Laws	Authority Granting Approval	Nature of Approvals	Approval/ Registration No.	Date of Issue	Validity
1.	The Income Tax Act, 1961	Income Tax Department	Permanent Account Number	AAECH9999J	-	Valid till Cancellation
2.	The Income Tax Act, 1961	Income Tax Department	Tax Deduction Account Number	RTKH05973C	-	Valid till Cancellation

S. No	Applicable Laws	Authority Granting Approval	Nature of Approvals	Approval/ Registration No.	Date of Issue	Validity
3.	Delhi Goods and Service Tax Act	Income Tax Department	Certificate of Registration Issued under GST	07AAECH9999J1ZO*	28 th November 2019	Valid till Cancellation
4.	Haryana Goods and Service Tax Act	Income Tax Department	Certificate of Registration Issued under GST	06AAECH9999J1ZQ*	08 th November 2019	Valid till Cancellation
5.	Punjab Goods and Service Tax Act	Income Tax Department	Certificate of Registration Issued under GST	03AAECH9999J1ZW*	13 th April 2022	Valid till Cancellation
6.	Karnataka Goods and Service Tax Act	Income Tax Department	Certificate of Registration Issued under GST	29AAECH9999J1ZI	06 th November 2019	Valid till Cancellation
7.	Telangana Goods and Service Tax Act	Income Tax Department	Certificate of Registration Issued under GST	36AAECH9999J1ZN*	20 th May 2024	Valid till Cancellation
8.	Uttar Pradesh Goods and Service Tax Act	Income Tax Department	Certificate of Registration Issued under GST	09AAECH9999J1ZK*	17 th June 2024	Valid till Cancellation
9.	Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Ministry of Labour and Employment	Employees' Provident Fund	BGBNG2894733000*	10 th April, 2023	Valid till Cancellation
10.	E.S.I. Act, 1948 and Registration of Employees of the Factories and Establishments under Section 1(5) of the Act	Employees' State Insurance Corporation	ESIC	53000689150000699*	10 th April, 2023	Valid till Cancellation

*Our Company has made applications to authority for updating each of the aforesaid certificates to reflect its current name pursuant to conversion into a public limited company, but is yet to receive the formal approval.

BUSINESS RELATED LICENSES/ APPROVALS/CERTIFICATE

S. No	Applicable Laws	Authority Granting Approval	Nature of Approvals	Approval/ Registration/Certificate No.	Date of Issue	Validity
1.	Startup Registration Under Section 80 IAC of Income Tax	Ministry of Commerce & Industry Department for Promotion of Industry and Internal Trade	Startup Registration	DIPP76527/IMB	25 th October, 2023	Valid till eligibility
2.	License Agreement for Unified License	Ministry Of Communications & IT Department of Telecommunications	ISP Category- "ISP A"	DS-11/547/2021-DS-III	09 th June, 2022	09 th June, 2042
3.	Karnataka Shops and Commercial Establishments Act. 1961	Government of Karnataka: Department of Labour	Registration Certificate Of Establishment	9/178/S/0081/2019	19 th February, 2024	Valid till Cancellation

REGISTRATION UNDER THE TRADE MARK ACT, 1999

Logo / Word /Name of Registration	Class	Trademark/ Patents in respect of	Owner of Trademark / Patents*	Trade Mark / Design No.	Date of Registration	Validity
 Enhancing the Network of Trust and Reliability	38	Telecommunications	HCIN Networks Private Limited	5201906	08 th November, 2021	10 Years

*Our Company has made applications to authority for updating the aforesaid certificates to reflect its current name pursuant to conversion into a public limited company, but is yet to receive the formal approval.

OTHER CERTIFICATES, LICENSE, APPROVAL ETC.

S. No.	Description	Registration / Certificate Number	Issuing Authority	Date of Registration	Validity
1.	Udyam Registration Certificate	UDYAM-KR-03-0120548	Ministry of Micro Small and Medium Enterprises	27 th November, 2021	Valid till Cancelled
2.	Registration Certificate of Establishment	39/178/S/0081/2019	Government Of Karnataka: Department Of Labour	25 th November, 2019	31 st December, 2028
3.	Legal Entity Identifier Number	984500AEOC01F0C43849	LEI Register India Private Limited	07 th August, 2024	07 th August, 2025

QUALITY RELATED APPROVALS

S. No.	Name of Registration	Certificate No.*	Date of Issue	Validity
1.	Certificate of Registration for ISO/IEC 27001:2013	SPC23I7951	17 th May 2023	17 th May 2026
2.	Certificate of Registration for ISO 9001:2015	SPC23Q7950	17 th May 2023	17 th May 2026
3.	Certificate of Registration for ISO 20000-1:2018	SPC23I7952	17 th May 2023	17 th May 2026

*In the name of private limited.

MATERIAL LICENSES/ APPROVALS/PERMISSION FOR WHICH APPLICATIONS HAVE BEEN MADE BY OUR COMPANY BUT NOT RECEIVED AND/OR YET TO BE APPLIED BY OUR COMPANY

Our Company not applied for any application which is pending with any authorities or there is no such certificate which company has to apply for.

SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES/ ENTITIES

The definition of “Group Companies/Entities” pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board. Pursuant to a Board Resolution dated September 23rd 2024 and as per the Materiality Policy approved by the board which is available on the website of the company i.e. www.hicomindia.in<http://www.idealtechnoplasts.com/> Our Board has identified companies/entities with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies/entities, pursuant to which the following entities are identified as Group Companies/Entities of our Company.

No companies was covered under the material policy adopted by our Board, hence no Group Companies is disclosed as a Group Company of our Company.

SECTION XII – OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on August 23rd, 2024 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in EGM held on September 16th, 2024 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

IN-PRINCIPLE APPROVAL

Our Company has obtained in-principle approval from the SME Platform of National Stock Exchange of India Limited for using its name in the Red Herring Prospectus/Prospectus pursuant to letter dated [●]. NSE is the Designated Stock Exchange.

CONFIRMATIONS

1. Our Company, our Promoters, our Directors and our Promoters' Group have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.
2. Our Company, our Promoters, Promoters' Group are in 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, our and 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.

3. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI.
4. Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters nor Group Companies/Entities have been identified as willful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.
5. 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 willful 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.
6. Our directors have not been declared as willful defaulter by RBI or any other government authority and there has been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.
7. Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations.
8. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.

ELIGIBILITY FOR THE ISSUE

We are an issuer whose post issue face value capital will be more than ₹10 Crore and upto ₹25 crore and therefore, our company is eligible for the Issue in accordance with Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited for listing of our Equity Shares. The point wise Criteria for Emerge Platform of National Stock Exchange of India Limited and compliance thereof are given hereunder:

1. **The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**

Our Company is incorporated under the Companies Act, 2013.

2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.

The present paid-up capital of our Company is ₹12.87 Lakh and we are proposing Issue of upto 55,00,000 Equity Shares of ₹10/- each at Issue price of ₹[●]/- per Equity Share including share premium of ₹[●]/- per Equity Share, aggregating to ₹[●] Lakh. Hence, our Post Issue Paid up Capital will be ₹[●] Crore which is less than ₹25.00 Crore.

3. Track Record.

A. The company should have a track record of at least 3 years.

Our Company was originally incorporated as Private Limited, under the Companies Act, 2013 (“Companies Act”) in the name and style of “HCIN Network Private Limited” on August 02nd, 2019 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Delhi, Subsequently, our Company was converted into a public limited company and the name of our Company was changed from “HCIN Network Private Limited” to “HCIN Network Limited” vide Special Resolution dated June 16th, 2024. The status of the Company was changed to public limited and the fresh certificate of incorporation consequent to conversion was issued on August 22nd, 2024 by the Registrar of Companies, Delhi. Therefore, we are in compliance with criteria of having track record of 3 years.

B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(Amount ₹ in Lakh)

Particulars	For the period ended 30 th June, 2024	For the financial year ended on		
		March 31 st , 2024	March 31 st , 2023	March 31 st , 2022
Operating Profit (earnings before interest, depreciation and tax) from operations*	336.61	841.44	49.40	33.05
Net Worth as per Restated Financial Statement**	2,425.59	1,766.51	113.69	13.45

*The above values are excluding revelation reserves;

** The Net worth is based on the Restated Financial Statements was calculated as Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & (loss) – Revaluation Reserve - Preliminary Expenses to the extent not written-off.)

4. The company has positive Free Cash Flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application.

(Amount ₹ in Lakh)

Particulars	For the F.Y. March 31 st , 2024	For the F.Y. March 31 st , 2023	For the F.Y. March 31 st , 2022
Net cash flow from operations-(A)	(134.71)	(153.28)	(99.27)
Purchase of Fixed Assets-(B)	(42.95)	(70.98)	(31.32)
Net-Borrowings-(C)	1,013.86	261.83	119.95
Post tax Interest expenses-(D)	(95.02)	(0.27)	(1.58)
Free Cash Flow to Equity (A+B+C+D)	741.17	37.31	(12.23)

5. Other Requirements:

We confirm that:

- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- There is no winding up petition against the company, which has been admitted by the NCLT/ Court or a liquidator has not been appointed.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.
- None of the Issues managed by BRLM are returned by NSE in last six months from the date of this Draft Red Herring

Prospectus.

- v. None of our Promoters or Directors has been declared as fugitive economic offender under Economic Offenders Act, 2018.
- vi. It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.

To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- tripartite agreement dated March 06th, 2024 with CDSL, our Company and Registrar to the Issue;
- tripartite agreement dated March 26th, 2024 with NSDL, our Company and Registrar to the Issue;
- The Company's shares bear an ISIN: INE0U7Y01019.

vii. The Company has a website: www.hicomindia.in.

6. Disclosures:

We confirm that:

- i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting companies of the Company.
- ii. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting Company(ies) during the past three years.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. This Issue is 100% underwritten by the BRLM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by BRLM, please refer to Section titled "**General Information**" beginning on page no. 44 of this Draft Red Herring Prospectus.
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares issued in the Initial Public Offer. For details of the market making arrangement, see Section titled "**General Information**" beginning on page no. 44 of this Draft Red Herring Prospectus.
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to 50 (fifty), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 8 (eight) 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 8 (eight) days, be liable to repay such application money, with interest at rate of 15% (fifteen per cent) per annum and within such time as disclosed in the issue document and lead manager shall ensure the same.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Red Herring Prospectus/Prospectus through BRLM immediately up on filling of the Red Herring Prospectus/Prospectus with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

SEBI DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS

PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~ ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT / OFFER DOCUMENT, THE LEAD MANAGER(S) IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER(S) SWASTIKA INVESTMART LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~ DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER(S) ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~.”

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, MUMBAI, IN TERMS OF SECTION 26, 30 AND SECTION 33 OF THE COMPANIES ACT, 2013.

DISCLAIMER CLAUSE OF THE NSE

The copy of the Draft Red Herring Prospectus is submitted to NSE. Post scrutiny of the Draft Red Herring Prospectus, the Disclaimer Clause as intimated by NSE to us is read as under:

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: [●] dated [●] permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

CAUTION – DISCLAIMER FROM OUR COMPANY, THE BOOK RUNNING LEAD MANAGER

Our Company, the BRLM accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company’s instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Agreement entered between the BRLM and our Company on September 12th, 2024 and the Underwriting Agreement dated September 23rd, 2024 entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by our Company and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our

Company, our Promoter Group, Group Entities, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not offer, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters 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 of our company.

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 authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub - account registered with SEBI which is a foreign corporate or go reign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares issued hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this 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.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Red Herring Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. Persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING OF DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS / PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

A soft copy of Red Herring Prospectus will be file with SEBI. However, SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Red Herring

Prospectus / Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19th, 2018, a copy of the Red Herring Prospectus / Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus / Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the RoC Office situated A) 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019.

LISTING

Application is to be made to the Emerge Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the basis of allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from NSE for using its name in this offer document for listing our shares on the Emerge Platform of NSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, the Company shall refund through verifiable means the entire monies received within 4 (four) days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within 4 (four) day 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 15% (fifteen per cent) per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within 3 (Three) 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:

- (a). makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b). makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c). Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ₹10 (Ten) Lakh rupees or 1% (One per cent.) of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than 6 (Six) months but which may extend to 10 (Ten) years (provided that where the fraud involves public interest, such term shall not be less than 3 (Three) years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (Three) times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ₹10 (Ten) Lakh rupees or 1% (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 5 (Five) years or with fine which may extend to ₹50 (Fifty) Lakh rupees or with both.

CONSENTS

Consents in writing of (a) Our Directors, Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Our Banker(s) to the Company; (b) Book Running Lead Manager, Registrar to the Issue, Banker(s) to the Issue*, Legal Advisor to the Issue, Underwriter(s) to the Issue*, Syndicate Member to the Issue* and Market Maker to the Issue* to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus/Prospectus for registration with the RoC.

*The aforesaid will be appointed prior to filing of Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.

Above consents will be filed along with a copy of the Red Herring Prospectus/Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s S. N. Shah & Associates, Chartered Accountant have provided their written consent to act as Peer Review Auditor to the company dated September 20th, 2024 and inclusion of Statement of Tax Benefits dated November 11th, 2024 by the Statutory Auditor i.e. M/s Sheetal Gattani & Associates, Chartered Accountants in this Draft Red Herring Prospectus.

Further, such consents and reports have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

EXPERT OPINION

Except for report and certificates from Peer Review Auditors on financial matter and Legal advisor to the company on Legal matters, we have not obtained any other expert opinions.

PREVIOUS PUBLIC OR RIGHTS ISSUE

There have been no public or rights issue by our Company during the last five years.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

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.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 54 of this Draft Red Herring Prospectus, our Company has not issued any equity shares in last three years.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Swastika Investmart Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30th, 2015, issued by SEBI, please refer Annexure “A” to this Draft Red Herring Prospectus and the website of Book Running Lead Manager at www.swastika.co.in.

Track Record of the public issues managed by Lead manager as specified in Circular reference CIR/MIRSD/1/2012 dated January 10th, 2012 issued by the SEBI; please see the website of Book Running Lead manager i.e. www.swastika.co.in.

ANNEXURE – A

TABLE 1

S. No.	Issue Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30 th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90 th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180 th Calendar Days from Listing
1.	Sonu Infratech Limited	8.64	36.00	May 17 th , 2022	37.50	-63.15* (-5.53)**	-6.67* (+8.85)**	+1.33* (+12.73)**
2.	Cyber Media Research and Services	14.04	180.00	October 10 th , 2022	245.25	-18.45* (+5.31)**	-18.45* (+4.99)**	-28.43* (+2.22)**

S. No.	Issue Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30 th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90 th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180 th Calendar Days from Listing
	Limited							
3.	Infinium Pharmachem Limited	25.25	135.00	April 17 th , 2023	141.50	+89.61* (+2.68)**	+88.69* (+10.49)**	+80.25* (+11.44)**
4.	Service Care Limited	20.68	67.00	July 26 th , 2023	70.50	-15.04* (-2.59)**	-18.44* (-3.32)**	-10.57* (+9.32)**
5.	Saroja Pharma Industries India Limited	9.11	84.00	September 13 th , 2023	65.00	-8.46* (-1.59)**	-12.31* (+4.17)**	-36.00* (+11.27)**
6.	Shree Marutinandan Tubes Limited	14.30	143.00	January 19 th , 2024	200.00	+103.45* (+1.43)**	+25.55* (+1.12)**	+5.00* (+13.48)**
7.	Sai Swami Metals and Alloys Limited	15.00	60.00	May 08 th , 2024	114.00	-55.31* (+4.39)**	-55.26* (+6.98)**	-53.51* (+7.24)**
8.	TBI Corn Limited	44.94	94.00	June 07 th , 2024	198.00	+82.70* (+4.42)**	+19.24* (+3.67)**	-
9.	Bulkcorp International Limited	20.78	105.00	August 06 th , 2024	130.00	-13.81* (+3.67)	-17.69* (+3.03)**	-
10.	Ideal Technoplast Industries Limited	16.03	121.00	August 28 th , 2024	132.10	-26.57* (+4.50)	-	-
11.	Resourceful Automobile Limited	11.99	117.00	August 29 th , 2024	117.00	-45.04* (+4.18)**	-	-
12.	Aditya Ultra Steel Limited	45.88	62.00	September 16 th , 2024	69.90	-22.53* (-1.62)**	-	-
13.	United Heat Transfer Limited	29.99	59.00	October 29 th , 2024	60.95	-	-	-

Note:

*The Base price to calculate +/- % Change in Closing Price, 30th/90th/180thCalendar Days from Listing is the “Opening Price” at the Date of Listing.

**The Base price to calculate +/- % Change in Closing Benchmark, 30th/90th/180thCalendar Days from Listing is the “Closing Price” at the Date of Listing.

*** All the above IPOs mentioned are on SME platform of BSE SME or NSE Emerge only.

SUMMARY STATEMENT OF DISCLOSURE

TABLE 2

Financial Year	Total No. of IPOs	Total Funds Raised (Rs. in Cr.)	Nos. of IPO trading at discount as on 30 th calendar day from listing date	Nos. of IPO trading at premium as on 30 th calendar day from listing date	Nos. of IPO trading at discount as on 180 th calendar day from listing date	Nos. of IPO trading at premium as on 180 th calendar day from listing date
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			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	2	22.69	1	-	1	-	-	-	-	1	-	-	-	1
2023-24	4	69.34	-	-	2	2	-	-	-	1	1	1	-	1
2024-25	7	184.61	1	2	2	1	-	-	1	-	-	-	-	-

PROMIS VIS-A-VIS PERFORMANCE

Since, neither our Company nor our Promoters' Group Companies/Entities have made any previous rights or public issues during last five years, Promise vis-a-vis Performance is not applicable.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchange.

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 15th, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16th, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2nd, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 (three) months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 (Fifteen) days, failing which the concerned SCSB would have to pay interest at the rate of 15% (Fifteen) per annum for any delay beyond this period of 15 (Fifteen) days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 (Hundred) per day or 15% (Fifteen) 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 (Hundred) per day or 15% (Fifteen) 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, application number, number of Equity Shares applied for, amount paid on 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 applicant, application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17th, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18th, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Draft Red Herring Prospectus - Notes for Compliance.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee comprising of:

Name of the Directors	Status in Committee	Nature of Directorship
Mr. Hannu Goyal	Chairman	Independent Director
Mr. Sukhbir Singh Bhatia	Member	Non-Executive Director
Mr. Vikas	Member	Chairman and Managing Director

Our Company has appointed Mr. Puneet Vaidya as the Company Secretary and Compliance Officer who may be contacted in case of any pre-Issue or post-Issue related problems at the following address:

Mr. Puneet Vaidya;

C/o.: HCIN Networks Limited;

Address: D-75, Opp. Lok Seva Hospital, Kamla Nehru Nagar, 1st, Extension, Jodhpur - 342001, Rajasthan.

Telephone No.: +91- 98805-77817;

Web site: www.hicomindia.in;

E-Mail: cs@hicomindia.com;

Till date of this Draft Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

PUBLIC ISSUE EXPENSES

The total expenses of the Issue are estimated to be approximately ₹ [●] Lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

Expenses	Expenses (₹ in Lakh)	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Book Running Lead Manger Fees	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable Advertising and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor and Legal Advisor	[●]	[●]	[●]
Fees Payable to Market Maker	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees, underwriting fees and miscellaneous expenses)	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	100.00	[●]

FEES PAYABLE TO BOOK RUNNER LEAD MANAGER TO THE ISSUE

The total fees payable to the Book Runner Lead Manager will be as per the Engagement Letter, a copy of which is available for inspection at the Registered Office of our Company.

FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable to the Registrar to the Issue, for processing of application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

FEES PAYABLE TO OTHERS

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor, Peer Review Auditor, Market Maker and

Advertiser, etc. will be as per the terms of their respective engagement letters.

COMMISSION PAYABLE TO SCSBS

1. SCSBs will be entitled to a processing fee of ₹ 10/- per Application Form for processing of the Application Forms only for the Successful Allotments procured by other Application Collecting Intermediary and submitted to them;
2. Selling commission payable to Registered Broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be 0.01% on the Allotment Amount;
3. No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them;
4. Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹50,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹50,000/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.
5. 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 02nd, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16th, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20th, 2022;
6. Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “**Capital Structure**” beginning on page no. 54 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

LISTED VENTURES OF PROMOTER

There are no listed ventures of our Company as on date of filing of this Draft Red Herring Prospectus.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Red Herring Prospectus.

CHANGES IN AUDITORS

Except as stated below, there has been no change in the Auditors of our Company during the last three years:

Name of Auditor	Appointment/Resignation	Date of Appointment / Resignation	Reason
M/s. Sheetal Gattani & Associates, Chartered Accountants;* Address: A-302, CASA Ansal Apartment, JP Nagar 3 rd Phase, Bannerghatta Road, Bangalore – Karnataka – KA-560078. Email Id: agarwalmantri@gmail.com; Membership Number: 412702; Peer Review: NA.	Appointment	December 31 st , 2020	Appointed at the 1 st AGM Until the conclusion of 5 th Annual general meeting to be held in 2025.

*Company has appointed M/s. Sheetal Gattani & Associates, Chartered Accountants vide Shareholder Resolution dated 30th December 2020, but in ADT-1 company has mentioned wrong date i.e. “Period of account for which appointed” 02/08/2019 to 31/03/2024. Instead of 01/04/2020 to 31/03/2025.

*The Company has appointed M/s. Sheetal Gattani & Associates, Chartered Accountants vide Shareholder Resolution dated 30th December 2020, but in ADT-1 company inadvertently mentioned the name of Partner in place of name of the firm.

CAPITALIZATION OF RESERVES OR PROFITS DURING LAST THREE YEARS

Our Company has not capitalized Reserves or Profits during last three years.

REVALUATION OF ASSETS DURING THE LAST THREE YEARS

Our Company has not revalued its assets during last 3 three years.

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SECTION XIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2018, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the FIPB, the RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

For details in relation to Issue expenses, see “*Objects of the Issue*” and “*Other Regulatory and Statutory Disclosures*” on page nos. 79 and 173, respectively.

THE ISSUE

The Issue comprises of a Fresh Issue by our Company.

AUTHORITY FOR THE ISSUE

The present Public Issue of upto 55,00,000 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on August 23rd, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on September 16th, 2024 in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013.

RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to “*Description of Equity Shares and Terms of The Articles of Association*” on page no. 225 of the Draft Red Herring Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to “*Dividend Policy*” on page no. 150 of the Draft Red Herring Prospectus.

FACE VALUE, ISSUE PRICE AND PRICE BAND

The face value of each Equity Share is ₹10/- and the Floor Price is ₹[●]/- per Equity Share and the Cap Price is ₹[●]/- per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM, and will be advertised, at least Two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national

daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company 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 the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to Section titled **“Description of Equity Shares and Terms of The Articles of Association”** beginning on page no. 225 of this Draft Red Herring Prospectus.

ALLOTMENT ONLY IN DEMATERIALIZED FORM

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

1. Tripartite agreement dated March 26th, 2024 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
2. Tripartite agreement dated March 06th, 2024 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

MINIMUM APPLICATION VALUE, 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 and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

MINIMUM NUMBER OF ALLOTTEES

In accordance with Regulation 268 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.

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:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the 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 OPERATION OF SUBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON	[●]	ISSUE CLOSSES ON	[●]
ANCHOR INVESTOR BID/ISSUE*	[●]		

*The Company may, in consultation with the BRLM, 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.

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with NSE	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 NSE	On or before [●]

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

The above time table is indicative and does not constitute any obligation on our Company. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE is taken within 3 (Three) Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

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. On the Bid/ Issue Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidders on Bid/ Issue Closing Date may be 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 5:00 p.m. (IST) on the Bid/ Issue Closing Date. All times 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 are liable for any failure in uploading the Bid-Cum-Application Forms due to faults in any software/hardware system or otherwise.

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

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

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/ Issue Period shall be extended for at least 1 (One) additional Working Day after such revision, subject to the Bid/ Issue Period not exceeding 10 (Ten) Working Days. Any revision in Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of syndicate members.

MINIMUM SUBSCRIPTION

In accordance with Regulation 260(1) of the SEBI (ICDR) Regulations, our Fresh Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than Rs. 1,00,000 (Rupees One Lakh) per application.

If the Issuer does not receive the subscription of 100% of the Issue through this Issue document including devolvement of Underwriter within 60 (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 4 (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 4 (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 15% (fifteen per cent) per annum.

In accordance with SEBI ICDR Regulations, the minimum number of allottees in this 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 amounts in the ASBA Account shall be unblocked forthwith.

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.

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 Exchange.

APPLICATION BY ELIGIBLE NRIS, FPIS OR VCFS REGISTERED WITH SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

AS PER THE EXTENT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the Pre-Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the section titled “*Capital Structure*” beginning on page no. 54 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 sub-heading “*Description of Equity Shares and Terms of The Articles of Association*” on page no. 225 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ALLOTMENT OF SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

MIGRATION TO MAIN BOARD

In accordance with the NSE Circular dated March 10, 2014, which is further revised vide circular no. NSE/SME/37551 dated April 18, 2018, NSE/SME/47077 dated January 21, 2021 and NSE/SME/56427 dated April 20, 2023, our Company will have to be mandatorily listed and traded on the SME Platform of the NSE for a period of 3 (Three) years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main

board of NSE from the SME Exchange on a later date subject to the following:

- The paid-up equity capital of the company shall not be less than ₹10 crores and the capitalisation of the company's equity shall not be less than ₹25 crores**
***Explanation for this purpose, capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange for 3 months preceding the application date) and the post issue number of equity shares.*
- The Company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
- The Company should have been listed on SME platform of the Exchange for at least 3 years.
- The Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/or No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
- The Company has not received any winding up petition admitted by a NCLT.
- The net worth* of the Company should be at least ₹75 crores.
**Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.*
- Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1,000.
- The Company desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:
 - a. The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.
 - b. Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.
 - c. Redressal mechanism of Investor grievance.
 - d. PAN and DIN no. of Director(s) of the Company.
 - e. Change in Control of a Company/Utilisation of funds raised from public.

MARKET MAKING

The shares offered through this Issue are proposed to be listed on the SME platform of NSE, wherein the BRLM 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 BRLM and the Market Maker please refer to “**General Information**” details of the Market Making Arrangements for this Issue on page no. 44 of this Draft Red Herring Prospectus.

In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012, it has been decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

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

Further, the Market Maker shall give (2) Two way quotes till it reaches the upper limit threshold, thereafter it has the option to give only sell quotes. Two (2) way quotes shall be resumed the moment inventory reaches the prescribed re-entry threshold.

In view of the Market Maker obligation, there shall be no exemption/threshold on downside. However, in the event the

Market Maker exhausts its inventory through market making process on the platform of the exchange, the concerned stock exchange may intimate the same to SEBI after due verification.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) All Editions of English National Newspaper, [●]; (ii) All editions of Hindi National Newspaper, [●] and (iii) [●] edition of Regional Newspaper, [●] each with wide circulation. In the pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/ Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part - A of Schedule X of the SEBI Regulations.

The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the BRLM 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. 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 and regulations.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Delhi.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and 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.

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 and Upto ₹ 25 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 SME Platform of National Stock Exchange of India Limited i.e. NSE EMERGE). For further details regarding the salient features and terms of such an Issue please refer chapter titled “*Terms of The Issue*” and “*Issue Procedure*” on page nos. 185 and 196 of this Draft Red Herring Prospectus.

This Issue comprise of upto 55,00,000 Equity Shares of Face Value of ₹10/- 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”). 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.

Particulars ⁽¹⁾	Market Maker Reservation Portion	QIBs ⁽²⁾	Non Institutional Applicants	Retail Individual Investors
Number of Equity Shares	Upto [●] Equity Shares.	Not more than [●] Equity Shares.	Not less than [●] Equity Shares.	Not less than [●] Equity Shares.
Percentage of Issue Size available for allocation	[●]% of the Issue Size.	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of Net Issue.	Not less than 35% of Net Issue.
Basis of Allotment ⁽³⁾	Firm Allotment	Proportionate as follows: Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and 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. Up to 60% of QIB Portion (of upto [●] Equity Shares) may be allocated on a discretionary basis to	Proportionate	Proportionate

Particulars ⁽¹⁾	Market Maker Reservation Portion	QIBs ⁽²⁾	Non Institutional Applicants	Retail Individual Investors
		Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.		
Mode of Bid	Only through the ASBA process.	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment.	Through ASBA process through banks or by using UPI ID for payment.
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares.	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000.	Such number of Equity Shares 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 Bid	[●] 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 in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000.
Mode of Allotment	Compulsorily in dematerialized mode.			
Trading Lot	[●] Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares.
Terms of payment	<p>In case of all Other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.</p> <p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽⁴⁾</p>			
Mode of Bid	Only through the ASBA process (except for Anchor Investors).			

Notes:

- (1) This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time;
- (2) Our Company in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 Lakhs and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor

Investors.

- (3) *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 offer 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.*
- (4) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws;*
- (5) *Anchor Investors are not permitted to use the ASBA process;*
- (6) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investors Application Forms provided that any difference between the Anchor Investors Allocation Price and the Anchor Investors Issue Price shall be payable by the Anchor Investors Pay-In Date as indicated in the CAN;*
- (7) *SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders. Accordingly, Stock Exchanges shall, for all categories of Bidders viz. QIBs, NIBs and RIBs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

WITHDRAWAL OF THE ISSUE

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the BRLM reserves the right not to proceed with the Issue at any time before the Bid/ Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The BRLM, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within 1 (One) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the filling of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with RoC.

BID/ISSUE PROGRAMME

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

Note - Our Company in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors Bid/Issue Period shall be 1 (One) Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

Bids 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 at the Bidding Centres mentioned in the Bid cum Application Form. Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of bids;
- b) A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants;
- c) A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of bids 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 bid cum application form of that Bidder may be taken as the final data for the purpose of allotment. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

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ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“General Information Document”) and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section “PART B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“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 Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

With effect from July 1, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications 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”), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, 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.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the Issue has been undertaken under UPI Phase II, till any further notice issued by SEBI. Accordingly, the Issue has been considered to be made under UPI Phase II, till any further notice issued by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5,00,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 01, 2023 and mandatory on or after December 01, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to 3 (Three) Working Days. This shall be applicable voluntarily for all public issues opening on or after September 01, 2023 and shall be mandatory for all public issues opening on or after December 01, 2023. This issue will be made under UPI Phase II of the UPI Circulars.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of National Stock Exchange of India Limited (“NSE EMERGE”) to act as intermediaries for submitting Application Forms are provided on www.nseindia.com. For details on their designated branches for submitting Application Forms, please see the above mentioned website of Platform of National Stock Exchange of India Limited (“NSE EMERGE”).

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company, BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company, BRLM would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus and the Red Herring Prospectus.

This section applies to all the Bidders, please note that all the Bidders are required to make payment of the Full Application Amount along with the Bid Cum Application Form.

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 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 dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be allotted to all successful bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the bidders’ depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

Phased implementation of Unified Payments Interface:

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 03, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no.

SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be 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 RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from 6 (Six) Working Days to up to 3 (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 Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 01, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be 6 (Six) Working Days.

Phase II: This phase has become applicable from July 01, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be 6 (Six) Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 (“T+3 Notification”). In this phase, the time duration from public issue closure to listing has been reduced to 3 (Three) Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/ Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issuer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details or authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Issue through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Issue is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Issue through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

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 NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

*Electronic Bid cum Application Form will also be available for download on the website of the NSE (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 intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – “Designated Intermediaries”).

S. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock Exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails Investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stockexchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

AVAILABILITY OF DRAFT RED HERRING PROSPECTUS AND BID CUM APPLICATION FORMS

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

WHO CAN APPLY?

As per the existing RBI 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 08, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No. 20/2000-RB dated May 03, 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 to case basis. OCBs may invest in this Issue provided it obtains prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, 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. Applicants are requested to refer to the Draft Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

- d) QIBs;
- e) Mutual Funds registered with SEBI;
- f) 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;
- g) 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);
- h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
- k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- l) Foreign Venture Capital Investors registered with the SEBI;
- m) 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;
- n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- p) Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- r) 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;
- s) Insurance funds set up and managed by army, navy or air force of the Union of India;
- t) Multilateral and bilateral development financial institution;
- u) Eligible QFIs;
- v) Insurance funds set up and managed by army, navy or air force of the Union of India;
- w) Insurance funds set up and managed by the Department of Posts, India;
- x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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 Issuer 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 Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company 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 Marathi edition of regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least 2 (Two) Working Days prior to the bid / issue opening date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of 3 (Three) Working Days and shall not exceed 10 (Ten) Working Days. The Bid/ Issue Period maybe extended, if required, by an additional 1 (One) Working Days, subject to the total Bid/ Issue Period not exceeding 10 (Ten) 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 Marathi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the BRLM.
- b) During the Bid/ Issue Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept bids from anchor investors and ASBA bidders in specified cities and it shall have the right to vet the bids during the bid/ issue period in accordance with the terms of the Draft Red Herring Prospectus. ASBA bidders should approach the designated branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a 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”.
- e) Except in relation to the bids received from the anchor investors, 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.
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. 1 (One) Working Day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “**Issue Procedure**” beginning on page no. 196 of this Draft Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder

on request.

- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a) Our Company in consultation with the 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 the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

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.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

OPTION TO SUBSCRIBE IN THE ISSUE

- a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c) A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held.
- d) by him/her/it under the relevant regulations/statutory guidelines and applicable law.

INFORMATION FOR THE BIDDERS

1. Our Company and the BRLM shall declare the Issue Opening Date and Issue Closing Date in the 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.

2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (Three) Working Days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the BRLM, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the 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.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 Lakhs.
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

- 4) Bidding for Anchor Investors will open 1 (One) Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 5) Our Company 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:
 - where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, maximum of 2 (two) Anchor Investors;
 - where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but upto ₹2,500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than ₹2,500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor 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.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) 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 ELIGIBLE NRI'S

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the 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. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI 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.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub-account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

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 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue 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 an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation 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.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

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.

BIDS BY HUFS

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 Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY SYSTEMATICALLY IMPORTANT NON BANKING FINANCIAL COMPANIES

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

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 reserves the right to reject any bid without assigning any reason thereof.

Limited liability partnerships can participate in the Issue only through the ASBA process.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares Issued to the public.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company.

Provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific

funds.

- No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications, provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The "IRDA Investment Regulations"), are broadly set forth below:

- a. Equity shares of a Company: the least of 10% of the investee Company's subscribed capital (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 belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

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. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹25 Crores, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a. With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b. With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c. With respect to applications made by provident funds with minimum corpus of ₹25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
- d. With respect to Applications 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 Application Form.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS

In case of Bids made by provident funds with minimum corpus of ₹25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' 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 if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make

- (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and
- (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSB'S

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the 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.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) BIDDERS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the BRLM 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 Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

PAYMENT MECHANISM

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail 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 BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: “[●] IPO - Anchor Account - R”.
- b. In case of Non - Resident Anchor Investors: “[●] IPO - Anchor Account - NR”.
- c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

ELECTRONIC REGISTRATION OF APPLICATIONS

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 5:00 p.m. of 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 BRLM nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to:
 - (i) The applications accepted by any Designated Intermediaries;
 - (ii) The applications uploaded by any Designated Intermediaries; or
 - (iii) The applications accepted but not uploaded by any Designated Intermediaries.
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off - line electronic registration of applications subject to the condition that they will subsequently upload the off - line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the BRLM on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

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 a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
 9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
 10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
 11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
 12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in anyway be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLM are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
 13. The Designated Intermediaries will be given time till 5:00 p.m. on 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

- a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b. Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

WITHDRAWAL OF BIDS

- a. RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b. The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

PRICE DISCOVERY AND ALLOCATION

- a. Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize

the Issue Price and the Anchor Investor Issue Price.

- b. The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c. Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and 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.
- d. In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.
- e. In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f. Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

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

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
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.

SIGNING OF UNDERWRITING AGREEMENT AND REGISTERING OF RED HERRING PROSPECTUS/PROSPECTUS WITH ROC

- a. Our company has entered into an Underwriting Agreement dated September 23rd, 2024.
- b. A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

PRE - ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid/ Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part - A of Schedule - X of the SEBI Regulations.

ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS

Our Company will Issue a statutory advertisement after the filing of the Red Herring Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/ Issue period and withdraw their Bids until Bid/ Issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

1. 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;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the 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;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. 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;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the 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;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;

21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. 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 via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. 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 Applicant;
14. 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;
15. 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);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

OTHER INSTRUCTIONS FOR THE BIDDERS JOINT BIDS

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

MULTIPLE BIDS

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

INVESTOR GRIEVANCE

In case of any Pre - Issue or Post Issue related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

NOMINATION FACILITY TO BIDDERS

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

SUBMISSION OF BIDS

- a. During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b. In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c. For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the Draft Read Herring Prospectus.

GROUNDINGS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm assuch shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Draft Red Herring Prospectus;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the Draft Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/ Issue Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an 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 Draft Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Draft Red Herring Prospectus.
- b) Under-Subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Draft Red Herring Prospectus. 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.

Flow of Events from the closure of bidding period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees:

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.

- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advise the SCSBs to debit or unblock the respective accounts.

BASIS OF ALLOTMENT

a. For Retail Individual Bidders:

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregated 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.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non-Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] 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.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or Red Herring Prospectus / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the 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;
- 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 Bidders.
 - Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

d. 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:
 - a 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 ₹25 crores; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to ₹25 crores and an additional 10 such investors for every additional ₹25 crores or part thereof, shall be permitted, subject to a minimum allotment of ₹1 crores per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:
- Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:
- Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.
- e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed:

Issue:

In the event of the Issue being Over-Subscribed, the Issuer may 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 Draft Red Herring Prospectus.

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 Designated Person of NSE - the Designated Stock Exchange in addition to BRLM 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 BRLM or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.
- 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 2 (Two) Working Days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within 1 (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 2 (Two) 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 and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect 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 and NSE i.e. www.nseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (Two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 (Three) Working Days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) Working Days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) Working Days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who”

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

Undertakings by Our Company

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within 3 (Three) Working Days from Issue Closure date;
- 3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 2 (Two) Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That our Promoter 's contribution in full has already been brought in;
- 6) That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Issue the Bid/ Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within 2 (Two) Days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the Issue after the Bid/ Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The BRLM undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL:

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Tripartite Agreement dated March 26th, 2024 between NSDL, the Company and the Registrar to the Issue;
- b. Tripartite Agreement dated March 06th, 2024 between CDSL, the Company and the Registrar to the Issue.

The Company's equity shares bear an ISIN No.: INE0U7Y01019

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) (“DPIIT”), issued the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of e-commerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post issue paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government of India, OCBs cannot participate in this issue. See **“Issue Procedure”** beginning on page no. 196 of this Draft Red Herring Prospectus.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See **“Issue Procedure”** beginning on page no.196 of this Draft Red Herring Prospectus.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-Debt Rules. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Issue Period.

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

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

SECTION XIV- DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

1. CONSTITUTION OF THE COMPANY

a. Table “F” not to apply but company to be governed by these Articles

No regulations contained in Table “F” of Schedule I to the Companies Act, 2013 (“Table F”) as are applicable to a public company limited by shares, shall apply to the Company except: (a) so far as they are not inconsistent with any of the provisions contained in these articles or modifications thereof; or (b) to the extent that there is no specific provision in these articles. In case of any conflict between the provisions of these articles and table F, the provisions of these articles shall prevail.

b. Applicability of Stock Exchange Regulations

Notwithstanding anything contained herein in these Articles, any inconsistency as to clause or time stipulated therein with the regulations and conditions of listing agreement of applicable stock exchanges, where the shares/securities of the Company are listed, shall stand modified so as to be consistent with the regulations and conditions of the listing agreement as amended from time to time.

Where any regulations and conditions as modified from time to time of any recognized stock exchange/s, which are required to be stipulated and included in the articles of association of a company at the time of listing of shares / securities or thereafter, these Articles shall stand to have been modified or amended so as to include such regulation and condition without further requirement of alteration of the Articles of Association of the Company.

DEFINITIONS AND INTERPRETATION

In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context:

THE ACT

“The Act” means the Companies Act, 2013 and the rules and regulations prescribed thereunder, as now enacted or as amended from time to time and shall include any statutory modification or re-enactment thereof for the time being in force.

ARTICLES

The “Articles” or “Articles of Association” means these articles of association of the Company or as altered from time to time.

BOARD OR BOARD OF DIRECTORS

“Board” or “Board of Directors” means the board of directors of the Company, as constituted from time to time.

CHAIRMAN

“The Chairman” means the Chairman of the Board of Directors

COMPANY OR THE COMPANY OR THIS COMPANY

“Company” or “The Company” or “This Company” means ²HCIN NETWORKS LIMITED.

RULES

Rules means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

LAW

“Law/Laws” shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental Authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.

MONTH

“Month” means a calendar month.

PERSONS

“Person” or “person” shall mean any natural person, limited or unlimited liability company, body corporate or corporation, limited liability partnership, partnership (whether limited or unlimited), proprietorship, voluntary association, joint venture, unincorporated organization Hindu undivided family, trust, union, association, government or any agency or political subdivision thereof or any other entity, whether incorporated or not, that whether acting in an individual, fiduciary or other capacity may be treated as a person under applicable law.

GENDER

Words importing one gender also include the other gender(s).

SINGULAR NUMBER

Words importing the singular number include, where the context admits or requires, the plural number, and vice versa.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SEBI

“SEBI” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992.

SEBI LISTING REGULATIONS

“SEBI LISTING REGULATIONS” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.

SECURITY” OR “SECURITIES

“SECURITY” OR “SECURITIES” shall mean any Share (including Equity Shares), scrips, stocks, bonds, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable securities.

SHARES” OR SHARES

“Shares” or “shares” shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

SHAREHOLDER OR SHAREHOLDER OR MEMBER

“Shareholder” or “shareholder” or “member” shall mean any shareholder of the Company, from time to time.

SHAREHOLDERS’ MEETING

“Shareholders’ Meeting” shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.

STOCK EXCHANGES

“Stock Exchanges” shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

EXPRESSION IN THE ACT TO BEAR THE SAME MEANING IN ARTICLES

Unless the context otherwise requires, words and expressions contained in these Articles shall bear the same meaning as in the Act. In these Articles, all capitalized items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined.

Words and expressions occurring, but not defined, in these Articles and defined in the Act, SCRA, SEBI Act or regulations/notifications/circulars issued by SEBI (from time to time) shall have the same meanings respectively assigned to them thereunder or in any statutory.

2. PUBLIC COMPANY

The company is a public company as defined in Section 2(71) of the Act.

3. POWER TO PAY COMMISSION IN CONNECTION WITH SECURITIES ISSUED

- a) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
- b) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act and the Rules.
- c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

4. BROKERAGE

The Company may on any issue of shares, debentures or any other securities pay such brokerage or commission as may be prescribed under the Act.

5. CAPITAL, SHARES AND CERTIFICATES

The Authorized Share Capital of the Company is as stated in the **Clause V** of the Memorandum of Association with the rights, privileges and conditions attached thereto as provided in law for the time being in force with powers to the Company to issue share capital as provided under Section 43 of the Act and Applicable Law and divide share capital for the time being of the Company into several classes / kinds (being those specified in the Act) and to attach thereto respectively such preferential, qualified, differential or special rights, privileges or conditions as may be determined by or in accordance with the law or the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the law for the time being in force or provided by the Articles of Association of the Company.

Subject to the provision of the Act and Rules Applicable Law and these articles, the Board may issue and allot shares, in such proportion and in the capital of the Company in consideration of payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business or as sweat equity or ESOP or any other scheme and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than cash and if so issued shall be deemed to be fully paid or partly paid up shares as the case may be or otherwise dispose of the same or any of them to such person in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

a. Increase of Capital by the Company

The Company in general meeting may from time to time, by ordinary resolution, increase the capital by creation of new shares and of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at a general meeting of the Company in conformity with Sections 47 of the Act.

b. Issue of Securities

Subject to the provisions of the Act and the rules and other applicable laws the Company shall have the right to issue any kind of shares/ securities / warrants having such rights as to conversion, redemption or otherwise and other terms and conditions and for consideration in cash or in consideration of any property or asset of any kind wherever sold or transferred goods or machinery supplied or for services rendered to the Company in the conduct

of its business.

c. Preference Shares

Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more class which are liable to be redeemed or converted into equity shares on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules.

d. Shares under the control of the Board

Subject to the Section 62 of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions either at a premium or at par or at a discount (subject to the compliance with the provision of Section 53 of the Act) and at such times as it may from time to time think fit and proper, and with full power of the sanction of the Company in General Meeting, to give to any Person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board thinks fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and is so issued, shall be deemed to be fully paid up shares.

Provided that the option or right to call of shares shall not be given to any persons except with the sanction of the Company in General Meeting.

e. Purchase / Buy Back of Shares

Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other laws for the time being in force, the Company shall be entitled to purchase its own shares or other specified securities on such terms as deemed fit by way of a buy- back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the applicable Laws.

f. Reduction of capital

The Company may (subject to the provisions of Section 52, 55, 66, 67 and/or other applicable provisions, if any, of the Act) from time to time by special resolution, reduce (a) its share capital, (b) any capital redemption reserve account, or (c) any share premium account (d) any other reserve in the nature of share capital in any manner and with and subject to any incidents, authorise the consent required by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. The Article is not to derogate from any power the Company would have if it were omitted.

g. Consolidation, Division, Sub-Division and Cancellation of Shares

Subject to the provisions of the Article and Section 61 of the Act, the Company in general meeting may from time to time by an ordinary resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows that is to say:

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (c) Cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. The cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of share capital within the meaning of the Act.

h. Modification of Rights

- (i) Whenever the capital, by reason of the issue of shares including preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act, be varied, modified, commuted, affected or abrogated, or dealt with, with the consent in writing of the holders of not less than three-fourths of the issued capital of that

class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to general meetings shall, mutatis mutandis, apply to every such meeting. This Article is not to derogate from any power the Company would have if this Article was omitted.

- (ii) The rights conferred upon the holders of the shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking paripassu there with. This Article, is not to derogate from any power the Company would have if this Article was omitted.

i. Issue of Further Shares Not to Affect Rights of Existing Members

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith. This Article is not to derogate from any power the Company would have if this Article was omitted.

j. Further Issue of Shares/Securities

A further issue of shares/securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer, private placement, rights issue, bonus issue, pursuant to employee stock options, sweat equity or in any other manner as permitted by the Act and at such time as the Board may from time-to-time think fit.

k. Issue of Shares to Employees

Subject to applicable rules and regulation, the Board may issue and allot shares/securities as sweat equity or under employees stock option scheme. The Board is authorised absolutely at its sole discretion to determine the terms and conditions of issue of such shares and modify the same from time to time.

l. Liability of Members

Every member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such amounts, at such time or times, and in such manner as the Board of Directors shall from time to time, in accordance with the Company's regulations, require or fix for the payment thereof.

m. Registers to be Maintained by the Company

The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act:

- (I) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India.
- (II) A register of Debenture holders; and
- (III) A register of any other security holders.

The Company may keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.

The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

n. Share Certificates

- (a) The Company shall cause to be kept a register of members in accordance with Section 88 of the Act and the Depositories Act, with the details of the shares held in Dematerialized forms in any medium as may be permitted by law including in any form of electronic medium.

Every person whose name is entered as a member in the register of members shall be entitled to receive,

within two months after allotment (or within such other period as the conditions of issue shall provide), or within fifteen days after the application for the registration of transfer or transmission is received by the Company, without payment, certificate for all the shares registered in his name, every share certificate specifying the name of the person in whose favour it is issued, the share certificate number and the distinctive number(s) of the shares to which it relates and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in cases of issue of bonus shares provided that if the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence.

- (b) Certificate of title to shares shall be issued and shall be signed in conformity with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of share certificates and maintenance of books and documents relating to issue of share certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within two months after the allotment unless the conditions of issue of shares provide otherwise.
- (c) Any two or more joint allottees or holders of share shall, for the purpose of this Article, be treated as a single member and the certificate of any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of the certificate for a share to one of several joint shareholders shall be sufficient delivery to all such holder.

o. Fractional Certificates

- (a) If and whenever, as a result of issue of new shares on consolidation or sub-division of shares, any member becomes entitled to any fractional part of a share, the Board may subject to the provisions of the Act and these Articles and to the directions, if any, of the Company in General Meeting: -
 - (i) Issue to such member fractional certificate or certificates representing such fractional part. Such fractional certificate or certificates shall not be registered, nor shall they bear any dividend until exchanged with other fractional certificates for an entire share. The Directors may, however, fix the time within which such fractional certificates are to be exchanged for an entire share and may extend such time and if at the expiry of such time, any fractional certificates shall be deemed to be canceled and the Directors shall sell the shares represented by such canceled fractional certificates for the best price reasonably obtainable or
 - (ii) Sell the shares represented by all such fractional parts for the best price reasonably obtainable.
- (b) In the event of any shares being sold, in pursuance of sub-clause (a) above, the Company shall pay and distribute to and amongst the persons entitled, in due proportion the net sale proceeds thereof.
- (c) For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the same.
- (d) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
- (e) Notwithstanding the above, the Board shall have power to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares/securities becoming distributable in fractions.

p. Renewal of Share Certificate

No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn, or old, decrepit, worn out, or where the pages on the reverse for recording transfers have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, decrepit

or worn out or where the pages on the reverse for recording transfers have been fully utilised.

Provided further that in case of any share certificate being lost or destroyed or if there be no further space on the bank for endorsement of transfer, the Company may issue a duplicate certificate in place of the certificate so lost or destroyed on such terms as to evidence out of pocket expenses in regard to investigation of such evidence and on execution of indemnity as the Board may determine.

The Company shall issue certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn out certificates or receipts or advices, as applicable within a period of thirty days from the date of such lodgement.

Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulation or requirements of any stock exchanges or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

q. Company not bound to recognize any Interest in Share other than Registered Holder

Except as ordered by a Court of competent jurisdiction or as by law required the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles expressly provided) any right in respect of a share other than an absolute right thereto/ in accordance with these Articles, in the person whose name appears in the Register of Members as holder of shares or whose name appears as the beneficial owner of the shares in the records of the depository, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

6. COMPANY ENTITLED TO DEMATERIALISE ITS SHARES AND SECURITIES

Notwithstanding anything contained in the Articles of Association, the Company shall be entitled to dematerialize its shares, debenture and other securities in a dematerialised form held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.

If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.

The Company shall further be entitled to maintain a Register of Members with the details of members holding shares/securities both in material and dematerialised form in any media as permitted by law including any form of electronic media.

7. GENERAL AUTHORITY

Where in the Act, it has been provided that a company shall have any right, privilege or authority or that a company could carry out any transactions only if such company is so authorized by its articles of association, in every such case this Articles of Association hereby authorizes and empowers the Company, its Board, its Directors and/or its members to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific provision in that behalf herein. Following are a few illustrations of such rights, privileges, authorities and transactions as set out with relevant Section numbers from the Act:

Section 40: to pay commission on issue of shares and debentures

Section 43: to issue shares with differential voting rights

Section 48: to alter rights of holders of special class of shares

Section 50: to accept amount on share capital although not called up

Section 51: to pay dividend in proportion to amount paid-up
Section 55: to issue preference shares.
Section 61: to alter the share capital of the company
Section 42: to issue shares on preferential basis
Section 62: to further issue shares/securities
Section 63: to issue bonus shares
Section 68: to buy back the shares of the Company
Section 88: to keep foreign register of members of debenture holders
Section 161: to appoint additional, alternate and nominee directors

The above authority does not include rights, privileges and authorities under Section 163 of the Act.

Wherever in the Act (originally frame or amended from time to time), it has been provided that the Company shall have any exemptions or that the Company shall be exempted only if the same is governed by its Articles, then in that case this Article authorizes and empowers the Company to have such exemptions and to carry such transactions as have been permitted by the Act while remain exempted, without there being any specific Article in that behalf and authorize the Board of Directors to frame rules, regulations or guidelines, if required, at any time.

8. CALLS

a. BOARD MAY MAKE CALLS

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, by a resolution passed at a meeting of the Board (and not by a circular resolution) make such calls as it thinks fit upon the members in respect of moneys unpaid on the shares, whether on account of the nominal value of the shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine at any time.

b. NOTICE OF CALLS

At least Fourteen (14) days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid provided that before the time for payment of such call, the Board may revoke or postpone the same.

c. CALLS TO TAKE EFFECT FROM THE DATE OF RESOLUTION

A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board of Directors and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board of Directors.

d. CALLS ON SHARES OF SAME CLASS TO BE ON UNIFORM BASIS

All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of different class having the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

e. BOARD MAY EXTEND TIME

The Board of Directors may, from time to time at its discretion, extend the time fixed for the payments of any call, and may extend such times as to all or any of the members who, on account of residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension as of right except as a matter of grace and favour.

f. AMOUNT PAYABLE AT FIXED TIME OR BY INSTALMENTS TO BE TREATED AS CALLS

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable by the person who for the time being and from time to time is or shall be the registered holder of the shares or legal representative of a deceased registered shareholder, as if it were a call

duly made by the Board and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.

g. Deposit and Call, etc. to be Debt Payable

The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall, immediately on the inscription of the name of the allottee in the register of members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

h. Interest on Call or Installment

If the sum payable in respect of any call or installment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at the rate as may be determined by the Board from the due date appointed for the payment thereof till the time of actual payment. However, the Board may waive payment of such interest wholly or in part. In case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.

i. Partial Payment not to Preclude Forfeiture

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time-to-time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

j. PAYMENT IN ANTICIPATION OF CALLS MAY CARRY INTEREST

- (a) The Board of Directors may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any member willing to advance the same, all or any part of the amount due upon the shares held by him beyond the sums actually called for and upon the moneys so paid in advance or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Company may pay or allow interest, at such rate as may be decided by the Board according to the provisions of the Act. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such members three months' notice in writing.
- (b) No member paying any such sum in advance shall be entitled to voting rights or dividend or to participate in profits in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles relating to calls on shares shall mutatis mutandis apply to any other securities including debentures of the Company.

9. LIEN

(a) Company to have Lien on Shares/ Debentures

The Company shall have a first and paramount lien upon all shares/debentures (other than fully paid up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not), called or payable at a fixed time in respect of such shares/debentures and no equitable interests in any such share/debentures shall be created except upon the footing and condition that this Article is to have full legal effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of shares/ debentures.

Unless otherwise agreed, the registration of a transfer of such shares/ debentures shall operate as a waiver of the Company's lien if any, on such shares/ debentures. PROVIDED THAT the Board of Directors may, at any time, declare any share/ debentures to be wholly or in part exempt from the provisions of this Article.

(b) As to Enforcing Lien by Sale

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same. PROVIDED THAT no sale shall be made:

- (a) Unless a sum in respect of which the lien exists is presently payable; or
- (b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. For the purpose of such sale the Board may cause to be issue a duplicate certificate in respect of such shares and may authorise one of the members to execute a transfer thereof on behalf of and in the name of such members.

(c) Transfer of Shares sold under Lien

- (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereto;
- (2) The Purchaser shall be registered as the holder of the shares comprised in any such transfer;
- (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
- (4) The Purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

(d) Application of proceeds of sale

- (1) The net proceeds of any such sale shall be received by the Company and applied in or towards such part of the amount in respect of which the lien exists as is presently payable, and
- (2) The residue, if any, shall be paid to the person entitled to the shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the share before the sale).

(e) Outsider's lien not to affect company's lien

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

10. JOINT HOLDERS

a. THE FIRST NAMED OF JOINT HOLDERS DEEMED SOLE HOLDER

If any share stands in the names of two or more persons, first named in the register shall, as regards receipts of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holder of a share shall, severally as well as jointly, be liable for the payment of all installments and calls due in respect of such share, and for all incidents thereof according to the Company's regulations.

Where two or more persons are registered as the holders of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefit of survivorship subject to the following and other provisions contained in these articles: -

b. NOT MORE THAN FOUR

- (a) The Company shall not be bound to register more than four persons as the holders of any share.
- (b) The joint holders of any share shall be liable severally as well as jointly for and in respect of all installments, calls and other payments which ought to be made in respect of such share.

c. TITLE OF SURVIVORS

On the death of any of such joint holder the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

d. RECEIPT OF ONE SUFFICIENT

Any one of such joint holders may give effectual receipts of any dividends or other moneys payable in respect of such share.

e. DELIVERY OF CERTIFICATE AND GIVING OF NOTICE

Only the person whose name stands first in the Register of Members as one of the joint holders of any share unless otherwise directed by all of them in writing shall be entitled to delivery of certificate relating to such share or to receive any documents from the Company and any document served on or sent to such person shall be deemed service on all the joint holders.

The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

11. FORFEITURE OF SHARES

a. IF MONEY PAYABLE ON SHARES NOT PAID NOTICE TO BE GIVEN TO MEMBER

If any member fails to pay any call or any installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

b. ALLOTMENT MONEY SHALL BE DEEMED TO BE A CALL

For the purpose of provisions of these presents relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

c. EFFECT OF NONPAYMENT OF SUMS

In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

d. FORM OF NOTICE

The notice shall name a day (not being less than fourteen(14) days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

e. IN DEFAULT OF PAYMENT SHARES TO BE FORFEITED

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given may at any time thereafter before payment of all calls or installments interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect by the forfeited shares and not actually paid before the forfeiture. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

f. NOTICE OF FORFEITURE TO A MEMBER

When any share shall have so forfeited, notice of the forfeiture shall be given to the member in whose name it stood

immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forth with be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

g. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY AND MAY BE SOLD ETC.

Any share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

h. CANCELLATION OF FORFEITURE

At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

i. MEMBER STILL LIABLE TO PAY MONEY OWING AT THE TIME OF FORFEITURE AND INTEREST

Any member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay, and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment, at such rate not exceeding twelve (12) per cent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if they think fit, but shall not be under any obligation so to do.

j. EFFECT OF FORFEITURE

The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in, and all claims and demands against the Company in respect of the share, and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

k. VALIDITY OF FORFEITURE

- 1) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration shall be conclusive evidence of the facts stated as against all persons claiming to be entitled to the share;
- 2) The Company may receive the consideration if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- 3) The person to whom such share, is sold, re-allotted or disposed of shall thereupon be registered as the holder of the share;
- 4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest and bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.
- 5) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the share.

l. CANCELLATION OF SHARE CERTIFICATES IN RESPECT OF FORFEITED SHARES

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue a new certificate in respect of the said shares to the persons entitled thereto.

m. VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's

name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares, the validity of the sale shall not be impeached by any person.

12. SURRENDER OF SHARES

The Board may, subject to the provisions of the Act, accept a surrender of any share from or for any member desirous of surrendering on such terms as they think fit.

The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

13. TRANSFER AND TRANSMISSION OF SHARES

a. INSTRUMENT OF TRANSFER TO BE EXECUTED BY TRANSFEROR AND TRANSFEREE

- 1) For shares in physical form, the instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.
- 2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 3) The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof.

b. BOARD MAY REFUSE TO REGISTER TRANSFER

Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a shareholder in the Company. Further, subject to the provisions of Section 56 of the Act and section 22A and other relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Board may, at its absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal shall not be affected by the circumstances that the proposed transferee is already a shareholder of the Company. The Board shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares / debentures in whatever lot shall not be refused.

c. BOARD MAY DECLINE TO RECOGNIZE INSTRUMENT OF TRANSFER

The Board may decline to recognize any instrument of transfer unless –

- a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
- b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c) the instrument of transfer is in respect of only one class of shares.
- d) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.
- e) Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they

apply to shares held in physical form subject to the provisions of the Depositories Act.

f) Certificate Number and other details of Securities in Depository:
Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository

d. TRANSFER OF SHARES WHEN SUSPENDED

On giving of previous notice of at least seven (7) days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty (30) days at any one time or for more than forty- five (45) days in the aggregate in any year.

e. TRANSFER OF PARTLY PAID SHARES

Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered, unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the date of receipt of the notice.

f. TRANSFER TO MINORS, ETC.

- (a) No share shall in any circumstances be transferred to an insolvent or a person of unsound mind.
- (b) A minor may be admitted and registered as a member of the Company in respect of any fully paid up share or shares in his or her name. The father or the mother of a minor or a guardian appointed by a competent court shall have a right to represent and act for the minor in all respects including voting and/or giving proxy in respect of any share or shares held by such minor.

g. THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF A TRANSFER

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the register of members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.

h. TITLE TO SHARES OF DECEASED MEMBER

The executors or administrators of a deceased member or the holder of a succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the names of such members, and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration, or Succession certificate, as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board may upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under this Article the name of any person, who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.

i. TITLE TO SHARES ON DEATH OF A MEMBER

On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.

j. ESTATE OF DECEASED MEMBER LIABLE

Nothing shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

k. TRANSMISSION CLAUSE

Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time-to-time properly be required by the Board and subject as hereinafter provided, elect, either –

- a) to be registered himself as holder of the share; or
- b) to make such transfer of the share as the deceased or insolvent member could have made.

l. INDEMNITY TO THE COMPANY

The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

m. BOARD'S RIGHT UNAFFECTED

The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

n. NO FEE ON TRANSFER OR TRANSMISSION

No fee shall be charged for registration of transfer, grant of probate, Succession Certificate and Letters of Administration, Certificates of Death or Marriage, Power of Attorney or similar other documents.

Notwithstanding anything contained in the Articles of Association, in the case of transfer of shares or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply.

The provisions of these Articles relating to transfer & transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

14. MEETINGS OF MEMBERS

a. ANNUAL GENERAL MEETING

The Company shall in each year holding addition to any other meetings, a general meeting as its annual general meeting, except in the case where any extension of time for holding any annual general meeting is granted/availed under applicable laws. Not more than 15 (fifteen) months shall elapse between the date of one annual general meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the registrar under the provisions of Section 96 of the Act to extend the time within which any annual general meeting may be held. Every annual general meeting shall be called during business hours on a day that is not a national holiday and shall be held either at the registered office or at some other place within the city in which the office of the Company is situated through video conferencing or audio-visual means or teleconferencing or physical or any other permitted mode, as the Board may determine.

b. EXTRAORDINARY GENERAL MEETING

All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

The Board may, whenever they think fit, convene an extra-ordinary general meeting.

The Board shall on the requisition of such number of members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary general meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply through video conferencing or audio-visual means or teleconferencing/permitted mode.

c. CALLING GENERAL MEETING

A general meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice

either in writing or through electronic/permitted mode in such manner as prescribed under the Act, provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode: (a) in the case of an annual general meeting, by not less than 95% (ninety-five percent) of the members entitled to vote at such meeting, and (b) in the case of any other general meeting, by members holding, majority in number of members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up share capital of the Company as gives a right to vote at such meeting. Provided further that where any member is entitled to vote only on some resolution or resolutions to be moved at a general meeting and not on the others, that member shall be taken into account for the abovementioned purposes, in respect of the former resolution(s) and not in respect of the latter.

Notice of every general meeting shall be given to the members and to such other person or persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.

The accidental omission to give notice of any meeting to or the non-receipt of any notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolutions passed thereat.

d. NATURE OF BUSINESS

The ordinary business of an annual general meeting shall be to receive and consider the financial statements and the report of the Board and of the auditors, to reappointment of Directors retiring by rotation, to appointment of auditors and to declare dividends. All other business transacted at such meeting and all business transacted at an extra ordinary meeting shall be deemed special.

e. QUORUM

- 1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- 3) The quorum for a general meeting shall be as provided in the Act.

f. CHAIRMAN OF GENERAL MEETING

The chairman of the Board shall be entitled to take the chair at every general meeting, whether annual or extraordinary. If there be no such chairman of the Board, or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the chair then the members present shall elect another Director as chairman, and if no Director be present or if all the Directors present decline to take the Chair, then the members present shall elect one of the members to be the chairman of that meeting.

g. BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILST CHAIR VACANT

No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.

h. CHAIRMAN MAY ADJOURN MEETING

- (1) The Chairman may, suomotu, adjourn the meeting from time to time and from place to place.
- (2) In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the general meeting shall stand adjourned to the same place and time 7 (seven) days later, provided that the agenda for such adjourned general meeting shall remain the same. The said general meeting if called by requisitionists under Section 100 of the Act (read with provisions of these Articles) shall stand cancelled.
- (3) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (4) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- (5) The required quorum at any adjourned general meeting shall be the same as that required at the original general meeting.
- (6) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

i. CHAIRMAN'S DECLARATION OF RESULT OF VOTING ON SHOW OF HANDS

A declaration by the Chairman that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of votes in favour or against such resolution.

j. CHAIRMAN'S CASTING VOTE

In the case of an equality of votes, the chairman shall both on a show of hands and a poll (if any) have a second or casting vote in addition to the vote or votes to which he may be entitled as a member.

k. VOTING THROUGH ELECTRONIC MEANS

A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

l. MEMBERS PAYING MONEY IN ADVANCE NOT TO BE ENTITLED TO VOTE IN RESPECT THEREOF

A member paying the whole or a part of the amount remaining unpaid on any share held by them although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

m. NUMBER OF VOTES TO WHICH MEMBER ENTITLED

- i) Subject to the provisions of the Act and these Articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every Member, shall be entitled to vote in the manner prescribed under the Act and Articles.
- ii) Subject to the provisions of this Act and this Articles any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
- iii) Any member shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

n. VOTING IN PERSON OR BY PROXY

The instrument appointing a proxy and/or the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or in the case of a poll, not less than 24 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.

The proxy so appointed shall have no right to speak at the meeting.

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the

commencement of the meeting or adjourned meeting at which the proxy is used.

Unless specifically provided as part of terms of preference shares, the preference shares shall not confer on the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 47(2) of the Act.

o. MEMBERS IN ARREARS NOT TO VOTE

No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.

p. MINUTES OF PROCEEDINGS OF MEETINGS AND RESOLUTIONS PASSED BY POSTAL BALLOT

The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed under the Act and the Rules

q. INSPECTION OF MINUTE BOOKS OF GENERAL MEETING

The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

- a) be kept at the registered office of the Company; and
- b) be open to inspection of any member without charge, during 2 p.m. (IST) to 4.30 p.m. (IST) on all working days.

r. MEMBERS MAY OBTAIN COPY OF MINUTES

Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes of general meetings:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

s. POWERS TO ARRANGE SECURITY AT MEETINGS

The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

15. DIRECTORS

a. NUMBER OF DIRECTORS

- a) Until otherwise determined by a general meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (excluding Debenture Directors, Government Directors, Ex-officio Directors, if any) shall be not less than 3 and not more than 15. However, maximum number can exceed 15 by passing special resolution as required under the Act.
- b) The first Directors of the Company were
Jytoi Gaur
Anil Kumar
- (c) It shall not be necessary for a Director to hold any share in the Company.

b. DIRECTORS NOT LIABLE TO RETIRE BY ROTATION

The shareholders/ members shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation subject to compliance of the Act and the Rules made thereunder. Each of them shall be entitled to hold the office until he resigns on his own accord.

Subject to provisions of the relevant laws and these Articles, not less than 2/3rd of the total number of Directors for the time being shall be those whose period of office is liable for determination of retirement by rotation save as otherwise expressly provided in this Act, be appointed by the company in general meeting. For the purposes of this article, the total number of Directors shall not include independent directors, Nominee Director, whether appointed under the Act or any other law for the time being in force, on the Board.

The Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Further this will also be governed by the provisions of Listing Regulations.

A retiring Director shall be eligible for re-election.

c. SAME INDIVIDUAL MAY BE CHAIRPERSON AND MANAGING DIRECTOR/ CHIEF EXECUTIVE OFFICER

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

d. APPOINTMENT OF ALTERNATE DIRECTOR

The Board may appoint an Alternate Director to act for a Director (hereinafter called “the original Director”) during his absence for a period of not less than three months from the India which meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Board and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all powers and duties and authorities of the original Director. The Alternate Director appointed under this Article shall vacate office as and when original Director returns to the India. If the terms of office of the original Director is determined before he returns to the India, any provision in the Act or in this Article for the automatic re-appointment of retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

e. APPOINTMENT OF SPECIAL DIRECTOR

- (i) The Company shall, subject to the provisions of the Act, be entitled to agree with the Central or State Government, or any person, firm, corporation or authority that he or it shall have the right to appoint his or its nominees on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Special Directors. Special Directors shall be entitled to hold office until requested to retire by authority, person, firm or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office, whether upon request as aforesaid or by death, resignation or otherwise, the authority, person, firm or corporation who appointed such Special Director may, if the agreement so provides, appoint another Director in his place.
- (ii) The Special Directors, appointed under sub-clause (i) above, shall be entitled to hold office until requested to retire by the person, firm or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise, the person, firm or corporation who have appointed such special Director may appoint any other Director in his place. The Special Director may at any time by notice in writing to the Company resign his office. Subject as aforesaid a Special Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

f. APPOINTMENT OF DEBENTURE DIRECTORS

Any Trust Deed for securing debentures or debenture stocks may, if so agreed, provide for the appointment, from time to time, by the Trustees thereof, or by the holders of debentures or debenture stocks, of some person to be a Director and may empower such Trustees or holder of debentures or debentures stocks, from time to time, to remove and re-appoint any Director so appointed. The Director so appointed under this Article herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provision as may be agreed between the Company and the Trustees and all such provisions shall have

effect not withstanding any of the other provisions herein contained.

g. APPOINTMENT OF NOMINEE DIRECTORS

- (i) Notwithstanding anything to the contrary contained in these Articles, so long as any money remain owing by the Company to financial institutions, financing company or body or credit corporation, out of any loans granted by them to the Company or so long as the financial institution, financing company or body corporate or Credit Corporation (each of the financial institutions, financing company or body or credit corporation is hereinafter in this Article referred to as “The Corporation”) continue to hold debentures in the Company by direct subscription or private placement, or so long as the Corporation holds shares in the Company as result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, wholtime or non-wholtime, (which Directors or Directors is/are hereinafter referred to as “Nominee Director/s”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s in terms of the agreement executed with such Corporation/ provisions of the respective statute/ or otherwise agreed to by the Board.
- (ii) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation, such Nominee Director/s shall not be required to hold any share qualification in the Company. Also, at the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.
- (iii) The Nominee Director/s so appointed shall hold the said office only so long as any money remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the money owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of the Guarantee furnished by the Corporation.
- (iv) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend to General Meetings, Board Meetings and of the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- (v) The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, money or remuneration in any form is payable to the Directors of the Company, the fees, commission, money and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation.
- (vi) Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s. Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation or as per rules and regulations/or agreement entered into with such corporation
- (vii) In the event of the Nominee Director/s being appointed as Whole-time Director/s, such Nominee Director/s shall exercise such powers and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of the Company. Such Wholtime Director/s shall be entitled to receive such remuneration, fees, commission and money as may be approved by the Corporation.

h. DIRECTORS MAY FILL VACANCIES

The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall retain his office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.

i. APPOINTMENT OF ADDITIONAL DIRECTORS

The Directors shall also have power at any time and from time to time to appoint any other person to be a Director as an addition to the Board under Section 161 of the Act but so that the total number of Directors shall not at any time exceed the maximum fixed. Any person so appointed as an addition to the Board shall retain his office only upto the date of the ensuing annual general meeting or the last date of ensuing annual general meeting, whichever is earlier, but shall be eligible for election at such meeting.

j. APPOINTMENT OF OTHER DIRECTORS

The Board shall appoint Woman Director and Independent Director in the manner required under the provisions of Act and other applicable laws.

k. APPOINTMENT OF MANAGING DIRECTOR OR MANAGING DIRECTOR(S) OR WHOLE TIME DIRECTOR OR WHOLE TIME DIRECTOR(S)

Subject to the provisions of Section 196 / 203 and other applicable provisions of the Act and these Articles, the Board shall have power to appoint or reappoint from time to time Managing Director or Managing Directors or whole time Director or whole time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss or reappoint him or them from office and appoint another or others in his or their place or places.

16. REMUNERATION OF DIRECTORS

- 1) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- 2) The remuneration payable to the Directors, including any managing or whole-time director or manager, if any, shall be determined, in accordance with and subject to the provisions of the Act.
- 3) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel, sitting fees and other expenses properly incurred by them –
 - a) in attending, and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
 - b) in connection with the business of the Company
 - c) Subject to the provisions of the Act, every Director shall be paid out of the funds of the Company such sum as the Board may from time to time determine for attending every meeting of the Board or any committee of the Board, subject to the ceiling prescribed under the Act.
- 4) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

17. PROCEEDING OF THE BOARD OF DIRECTORS

a. MEETINGS OF DIRECTORS

- (a) The conducting of Meetings of the Board of Directors is governed by Secretarial Standards issued by ICSI and approved by the Ministry of Corporate Affairs.
- (b) A meeting of the Board of Directors shall be held at least four (4) times every year and not more than 120 days shall lapse between two (2) Board meetings.
- (c) No business shall be conducted at any meeting of the Directors unless a quorum is present. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means or any other means (to the extent permitted under the Act and the rules framed thereunder or otherwise provided by the Ministry of Corporate Affairs), in each case from time to time, shall also be counted for the purposes of quorum, provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who

are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.

- (d) If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.

b. WHEN MEETING TO BE CONVENED

- i) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
- ii) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

c. QUORUM

The quorum for the Board meeting shall be as provided above.

d. CHAIRMAN

The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his/her absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of the Directors to be Chairperson of the meeting.

e. QUESTIONS AT BOARD MEETING HOW DECIDED

Subject to provisions of the Act, questions arising at any meeting of the Board shall be decided by a simple majority of votes, and in case of equality of votes, the chairman shall have second or casting vote.

f. CIRCULAR RESOLUTION

Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held provided that a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any necessary papers, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

g. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING DEFECT IN APPOINTMENT

All acts, done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have been terminated.

Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then the first meeting held after such change, disclose his concern or interest in any company, companies or bodies corporate, firms or other associations of individuals which shall include the shareholding in such manner as may be prescribed under the Act and the rules framed thereunder.

h. GENERAL POWERS OF THE COMPANY VESTED IN BOARD

The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The Board shall also undertake the corporate social responsibility activities under the provisions of the Act.

The Board may at any time and from time to time by authority letter, board resolution, power of attorney or otherwise appoint any person or persons to be the authorized persons, delegates or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such periods and subject to such conditions as the Board may from time to time think fit, and may contain powers enabling such authorized persons, delegates or attorneys as aforesaid to sub-delegate/authorise all or any of the powers, authorities and discretions for the time being vested in them.

i. BORROWING POWERS

Subject to the provisions of the Act and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow money from time to time including but not limited to fund based and non-fund based credit facilities from Bankers and other eligible lenders, loans, fixed deposits etc. for the purpose of the business of the Company to be secured in such manner and upon such terms and conditions as the Board of Directors may think fit.

j. ISSUE OF DEBENTURES

The Board has power to issue debentures of various kinds from time to time.

The Board may, from time to time, at its discretion raise for the purpose of the Company's business such of money as they think fit. The Board may raise any such sums as aforesaid by the issue, at such price as it may think fit, of debentures of debentures-stock, either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Board may think expedient.

k. DELEGATE POWERS

Subject to the provisions of the Act including Section 179, as applicable, the Board may, from time to time, and at any time, delegate to any persons so appointed any of the powers, authorities, and discretions for the time being vested in the Board, other than its power to make calls or to make loans or borrow moneys; and to authorise the member for the time being of any such Local Board, or any of them, to fill up any vacancies therein and to act notwithstanding vacancies, and such appointment or delegation may be made on such terms subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.

18. BOARD MAY APPOINT COMMITTEES

- i) The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Act and of these Articles appoint committee of the Board, and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such committees of the Board either wholly or in part and either as to the persons or purposes, but every committee of the Board so formed shall in exercise of the powers so delegated confirms to any regulation that may from time to time be imposed on it by the Board of Directors. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect, as if done by the Board.
- ii) The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

a. CHAIRMAN OF COMMITTEE OF DIRECTORS

- i) Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed

a Chairperson of such Committee.

- ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

b. FUNCTIONING OF THE COMMITTEE

- 1) A Committee may meet and adjourn as it thinks fit.
- 2) Questions arising at any meeting of a Committee shall be determined by a simple majority of votes of the members present.
- 3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

19. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEFFINANCIAL OFFICER

Subject to the provisions of the Act;

- i) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
- ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

The Board shall have the power to appoint an individual as the chairperson of the Company as well as the managing director or chief executive officer of the Company at the same time.

A whole time director / chief financial officer / company secretary of the Company are severally authorised to sign any document or proceeding requiring authentication by the Company or any contract made by or on behalf of the Company.

Any provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

20. STATUTORY REGISTERS

The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company only by the persons entitled thereto under the Act, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. Subject to aforesaid the Board shall have a power to refuse inspection to any other person, at its discretion.

21. FOREIGN REGISTERS

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such Articles as it may think fit respecting the keeping of any such register. The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

22. DIVIDENDS AND RESERVE

- i. Company in general meeting may declare dividends.

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

ii. Interim dividends

Subject to the provisions of the Act, the Board may from time-to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

iii. Dividends only to be paid out of profits

The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company maybe properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time-to-time, think fit.

iv. Carry forward of profits

The Board may subject to provisions of the Act also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

v. Payments in Advance

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

vi. Dividends to be Apportioned

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

vii. No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom

The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

viii. Retention of dividends

The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

ix. Dividend how Remitted

A dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

x. Discharge to Company

Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

xi. Receipt of one holder sufficient

Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

xii. No interest on Dividends

No dividend shall bear interest against the Company.

xiii. Waiver of Dividends

The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

23. Winding up

The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).

24. Accounts

Subject to the provisions of the Act, the Company shall keep at its registered office, proper books of accounts and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting, provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board may decide and when the Board so decides the Company shall, within 7 (seven) days of the decision file with the registrar a notice in writing giving the full address of that other place, provided further that the Company may keep such books of accounts or other relevant papers in electronic mode in such manner as provided in Section 128 of the Act and the rules framed thereunder.

The Board shall be entitled from time to time to determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors. Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the business, affairs and financial position of the Company as any Director may reasonably require.

No member (not being a Director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board.

All the aforesaid books shall give a true and fair view of the Company's affairs with respect to the matters aforesaid and explain its transactions.

The books of accounts of the Company relating to past periods shall be preserved in good order in compliance with applicable laws.

25. Unpaid or unclaimed dividend

Where the Company has declared a dividend which has not been paid or the dividend warrant in respect thereof has not been posted or sent within thirty days from the date of declaration to any shareholder entitled to payment of the dividend, the Company shall transfer the total amount of dividend, which remained unpaid or unclaimed within seven days from the date of expiry of the said period of thirty days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "unpaid dividend account". No unclaimed dividend shall be forfeited by the Board before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases.

Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of Section 125 of the Act, viz. "investors education and protection fund".

26. INDEMNITY AND INSURANCE

Directors and officers right to indemnity

- (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity except such suits, proceedings, cost, charges, losses, damage and expenses, if any, that such director, manager, company secretary and officer shall incur or sustain, by or through his own willful neglect or default.
- (b) Subject as aforesaid, every director, managing director, manager, chief executive officer, chief financial officer, company secretary and officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which reliefs given to him by the Court.

Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the gross negligence, willful misconduct or bad faith acts or omissions of such director, managing director, manager, chief executive officer, chief financial officer, company secretary or officer.

27. INSURANCE

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and / or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

28. CAPITALISATION

- 1) The Company in General Meeting by Ordinary Resolution may, upon the recommendation of the Board, resolve:
 - (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts, or to the credit of the Profit and Loss Account or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause no. 2 amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause no. 3 either in or towards:-
 - (a) paying up any amount for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full un-issued shares of the Company to the allocated and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
 - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).
- (3) A share premium account and a Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid Bonus Shares.
- (4) the Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
- (5) Any agreement made under such authority shall be effective and binding on such members.

29. SECRECY CLAUSE

Every director, manager, auditor, secretary, treasurer, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required, by the Director, before and any time after entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions, operations, business and affairs of the Company and shall by such declaration pledge himself not

to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by law.

30. NO MEMBER TO ENTER THE PREMISES OF THE COMPANY WITHOUT PERMISSION

No member or other person (not being a Director) shall, without the prior written permission of the Chairperson of the Company or Managing Director be entitled to visit or inspect any property or premises of the Company or to require discovery of or any information respecting any detail of the Company's trading, operation or business, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Chairperson/Managing Director, it would be inexpedient in the interest of the Company to disclose.

- 31.** We, the several persons, whose name and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association:

SECTION XV – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than Two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the ROC for filling of the Red Herring Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at STS-524, 5th Floor, DLF Star Tower, Sector 30, NH-8, Silokhra II, Silokhra Road, Gurgaon- 122001. from the date of filing the Red Herring Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

A. MATERIAL CONTRACTS

1. Memorandum of understanding dated September 12th, 2024 between our Company and the Book Running Lead Manager;
2. Agreement dated March 07th, 2024 executed between our Company and the Registrar to the Issue;
3. Underwriting Agreement dated September 23rd, 2024 between our Company, the Book Running Lead Manager and Underwriters;
4. Market Making Agreement dated [●] between our Company, the Book Running Lead Manager and Market Maker;
5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated March 26th, 2024;
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated March 06th, 2024;
7. Syndicate Agreement dated [●] among our Company, the BRLM and Syndicate Member;
8. Banker's to the Issue Agreement dated [●] between our Company, the Book Running Lead Manager, Banker to the Issue, Sponser Bank and Refund Banker and the Registrar to the Issue.

B. MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation, Certificate of incorporation after conversion.
2. Board Resolution dated August 23rd, 2024, and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EoGM by the shareholders of our Company held on September 16th, 2024.
3. Statement of Tax Benefits dated November 11th, 2024 issued by our Statutory Auditors i.e. M/s. S. N. Shah & Associates, Chartered Accountants.
4. Copy of Restated Financial Statement along with Report from the peer review certified auditor i.e. M/s. S. N. Shah & Associates, Chartered Accountants for the period ended June 30th 2024 and the financial year ended on March 31st, 2024, 2023 and 2022 dated November 11th, 2024 included in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus.
5. Copy of Audited Financial Statement for the period ended June 30th 2024 and financial years ended on March 31st, 2024, 2023 and 2022.
6. Copy of Certificate from M/s Sheetal Gattani & Associates, Chartered Accountants dated [●], regarding the source and deployment of funds towards the objects of the offer.
7. Certificate on Key Performance Indicators issued by the M/s. S. N. Shah & Associates, Chartered Accountants dated November 11th, 2024 and Resolution of the Audit Committee for the approval of Key Performance Indicators dated November 11th, 2024.
8. Consent of Promoters, Board of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Bankers of our Company, Book Running Lead Manager to the Issue, Underwriter to the Issue, Market Maker to the Issue*, Syndicate Member*, Registrar to the Issue and Banker to the Issue*, to include their names in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus to act in their respective capacities.
**to be obtained prior to filling of Final Prospectus.*
9. Due Diligence Certificate from Book Running Lead Manager dated [●].
10. Approval from NSE vide letter dated [●] to use the name of NSE in the Red Herring Prospectus/ Prospectus for listing of Equity Shares on the NSE Emerge (SME Platform) of the National Stock Exchange of India Limited.

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHAIRMAN AND MANAGING DIRECTOR

Mr. Vikas
Chairman and Managing Director
DIN: 08188450

Place: Delhi
Date: November 14th, 2024

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE NON-EXECUTIVE DIRECTOR

Mr. Sukhbir Singh Bhatia
Non-Executive Director
DIN: 10434885

Place: Delhi
Date: November 14th, 2024

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE NON-EXECUTIVE DIRECTOR

Mrs. Shalini
Non-Executive Director
DIN: 08345226

Place: Delhi
Date: November 14th, 2024

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR

Mr. Ashish Grover
Independent Director
DIN: 10625734

Place: Delhi
Date: November 14th, 2024

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR

Mr. Hannu Goyal
Independent Director
DIN: 10626259

Place: Delhi
Date: November 14th, 2024

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER AND CHIEF EXECUTIVE OFFICER

Mr. Viswanathan
Chief Financial Officer and Chief Executive Officer

Place: Delhi
Date: November 14th, 2024

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Puneet Vaidya
Company Secretary & Compliance Officer

Place: Delhi

Date: November 14th, 2024