



(Please scan this QR Code to view the Draft Red Herring Prospectus)



**Draft Red Herring Prospectus**  
Dated : February 23, 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)  
**100% Book Built Offer**

## DIENSTEN TECH LIMITED

(Formerly known as JKT Consulting Limited)  
Corporate Identity Number : U74140DL2007PLC160160

Registered Office	Corporate Office	Contact Person	Telephone and Email	Website
7 <sup>th</sup> Floor, A-2, L.S.C., Masjid Moth, Greater Kailash-II, New Delhi – 110048	F-3, Sector-3, Noida, Uttar Pradesh- 201301, India	Ms. Vibha Wadhva	Tel: 011-40562187 Email: <a href="mailto:cs@jkdtd.com">cs@jkdtd.com</a>	<a href="http://www.dienstentech.com">www.dienstentech.com</a>
<b>PROMOTERS OF THE COMPANY</b>				
<b>M/S. J. K. TRADERS LIMITED, MR. ABHISHEK SINGHANIA, MR. VIPUL PRAKASH AND MS. TINA PRAKASH</b>				
<b>DETAILS OF THE ISSUE</b>				
Type	Fresh Issue Size	OFS Size (by No. of Shares or by amount in Rs.)	Total Issue Size	Eligibility
Fresh Issue	22,08,000* Equity Shares aggregating to Rs. [●] Lakhs	Nil	Rs. [●] Lakhs	The Issue is being made pursuant to Regulation 229 and 253(1) of Chapter IX of the SEBI (ICDR) Regulations. For details in relation to share reservation please see 'Issue Structure' on page 258 of this Draft Red Herring Prospectus.
Details of Offer for Sale by Selling Shareholders and their average cost of acquisition – <i>Not Applicable</i> , as the entire issue constitutes Fresh Issue of Equity Shares.				
<b>RISK IN RELATION TO THE FIRST ISSUE</b>				
The face value of each Equity Share is Rs. 10/-. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated under "Basis for Offer Price" beginning on page 76, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.				
<b>GENERAL RISKS</b>				
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 25.				
<b>ISSUER'S ABSOLUTE RESPONSIBILITY</b>				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the issuer and the Issue which is material in the context of the Issue, that the information contained in the 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 make 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.				
<b>LISTING</b>				
The Equity Shares of our Company offered through this 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. Our Company has received an approval letter dated [●] from National Stock Exchange of India Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Offer, National Stock Exchange of India Limited shall be the Designated Stock Exchange.				
<b>BOOK RUNNING LEAD MANAGER</b>				
NAME AND LOGO	CONTACT PERSON		EMAIL & TELEPHONE	
 <b>Corporate Professionals</b> Corporate Professionals Capital Private Limited	Ms. Anjali Aggarwal		Tel: 011-40622230/ 40622251 Email: <a href="mailto:dtl.ipo@indiacp.com">dtl.ipo@indiacp.com</a>	
<b>REGISTRAR TO THE ISSUE</b>				
NAME AND LOGO	CONTACT PERSON		EMAIL & TELEPHONE	
 <b>KFINTECH</b> EXPERIENCE TRANSFORMATION KFin Technologies Limited	Mr. M. Murali Krishna		Tel: +91 4067162222/ 18003094001 E-mail: <a href="mailto:dtl.ipo@kfintech.com">dtl.ipo@kfintech.com</a>	
<b>BID/ OFFER PERIOD</b>				
Anchor portion Opens/Closes on <sup>(1)</sup>	Bid/Offer Opens on		Bid/Offer Closes on <sup>(2)</sup>	
[●]	[●]		[●]	

\*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment.

(1) Our Company in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be One Working Day prior to the Bid/Offer Opening Date.

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



## DIENSTEN TECH LIMITED

(Formerly known as JKT Consulting Limited)

Our Company was originally incorporated as a public company under the Companies Act, 1956 in the name and style of "JKT Consulting Limited" bearing Corporate Identification Number U74140DL2007PLC160160 dated March 06, 2007, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently the name of our Company was changed to "Diensten Tech Limited" pursuant to fresh certificate of incorporation issued by the Registrar of Companies, Delhi, dated May 11, 2021. For further details of change of name and change of registered office of our Company, please refer to section titled "History and Certain Other Corporate Matters" beginning on page 116 of this Draft Red Herring Prospectus.

**Corporate Identification Number:** U74140DL2007PLC160160  
**Registered Office:** 7<sup>th</sup> Floor, A-2, L.S.C., Masjid Moth, Greater Kailash-II, New Delhi-110048  
**Corporate Office:** F-3, Sector-3, Noida, Uttar Pradesh-201301, India  
**Website:** [www.dienstentech.com](http://www.dienstentech.com), **E-mail:** [cs@jkdtd.com](mailto:cs@jkdtd.com); **Tel:** 011-40562187  
**Company Secretary and Compliance Officer:** Ms. Vibha Wadhva

**PROMOTERS : M/S. J. K. TRADERS LIMITED, MR. ABHISHEK SINGHANIA, MR. VIPUL PRAKASH AND MS. TINA PRAKASH**

### THE ISSUE

INITIAL PUBLIC ISSUE OF UP TO 22,08,000\* EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF DIENSTEN TECH LIMITED ("COMPANY") FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. [●]/- PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO RS. [●]/- LAKHS OF WHICH UP TO 1,10,400\* EQUITY SHARES OF FACE VALUE OF RS. [●]/- EACH FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●]/- PER EQUITY SHARE AGGREGATING TO RS. [●] 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 20,97,600\* EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT A PRICE OF RS. [●]/- PER EQUITY SHARE AGGREGATING TO RS. [●] IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.73% AND 25.39% 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 BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (WHICH ARE WIDELY HINDI DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI DAILY NEWSPAPER, HINDI BEING THE REGIONAL LANGUAGE OF DELHI WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE. THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH AND THE ISSUE PRICE OF RS. [●]/- IS [●] TIMES OF THE FACE VALUE.

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, 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% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% 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% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% 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, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 243.

### RISKS IN RELATION TO FIRST ISSUE

The face value of each Equity Share is Rs. 10/-. The Floor Price, Cap Price and Offer Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated under "Basis for Offer Price" beginning on page 76, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended, or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 25.

### ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the issuer and the Issue which is material in the context of the Issue, that the information contained in the 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 make 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 of our Company offered through this 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. Our Company has received an approval letter dated [●] from National Stock Exchange of India Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange of India Limited. For the purpose of this Offer, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

### BOOK RUNNING LEAD MANAGER

**Corporate Professionals**  
Corporate Professionals Capital Private Limited  
D-28, South Extension Part-I, New Delhi-110049, India  
Tel: 011-40622230/ 40622251;  
Email: [dtl.ipo@indiapcp.com](mailto:dtl.ipo@indiapcp.com); Investor grievance Email: [mb@indiapcp.com](mailto:mb@indiapcp.com)  
Website: [www.corporateprofessionals.com](http://www.corporateprofessionals.com)  
Contact person: Ms Anjali Aggarwal,  
SEBI Registration No.: INM000011435  
CIN: U74899DL2000PTC104508

### REGISTRAR TO THE ISSUE

**KFINTECH**  
KFin Technologies Limited  
Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally  
Hyderabad, Rangareddi - 500032, Telangana, India  
Tel: +91 4067162222/18003094001  
Email : [dtl.ipo@kfintech.com](mailto:dtl.ipo@kfintech.com); Website: [www.kfintech.com](http://www.kfintech.com)  
Contact Person : Mr. M. Murali Krishna  
SEBI Registration No.: INR000000221  
CIN : L72400TG2017PLC117649

### BID/ OFFER PERIOD

Anchor portion Opens/Closes on <sup>(1)</sup>	Bid/Offer Opens on	Bid/Offer Closes on <sup>(2)</sup>
[●]	[●]	[●]

\*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and finalization of Basis of Allotment.

(1) Our Company in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

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

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, guidelines or policies shall be to such legislations, acts, regulations, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation framed from time to time under that provision. The words and expressions used in this Draft Red Herring but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations framed thereunder. Notwithstanding the foregoing, the terms used in “Our Industry”, “Key Industry Regulations and Policies”, “Statement of Tax Benefits”, “Financial Statements as Restated”, “Outstanding Litigation and Material Developments”, “Issue Procedure” and “Main Provisions of Articles of Association” on pages 85, 108, 82, 157, 208, 243 and 289, respectively, shall have the meaning ascribed to them in the relevant section.*

#### Company Related Terms

Terms	Description
“Diensten Tech” “DTL”, “We” or “us” or “our Company” or “the Issuer” or “the Company”	Unless the context otherwise requires, refers to Diensten Tech Limited, a company incorporated under the Companies Act, 1956, vide Corporate Identity Number U74140DL2007PLC160160 and having registered office at 7 <sup>th</sup> Floor, A-2, L.S.C., Masjid Moth, Greater Kailash-II, New Delhi – 110048, India.
Promoters or Our Promoters	J. K. Traders Limited, Mr. Abhishek Singhania, Mr. Vipul Prakash and Ms. Tina Prakash.
Promoter Group	The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, which is provided in the chapter titled “Our Promoters Group”. For further details refer page 149 of this Draft Red Herring Prospectus.
Articles / Articles of Association/ AoA	Unless the context otherwise requires, refers to the Articles of Association of Diensten Tech Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 120 of this Draft Red Herring Prospectus.
Auditors	The Statutory Auditors of our Company, being M/s S.R. Dinodia & Co. LLP, Chartered Accountants.
Board of Directors / Board/ Director(s)	The Board of Directors of Diensten Tech Limited, including all duly constituted Committees thereof.
Chairman	The Chairman of the board of directors of our Company.
Chief Executive Officer	The Chief Executive Officer of our Company being Mr. Siva Prasad Nanduri.
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Sumant Kuthiala.
Companies Act	The Companies Act, 2013 including provisions of the Companies Act, 1956, to the extent not repealed.

<b>Terms</b>	<b>Description</b>
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms.Vibha Wadhva.
Corporate Office	The Corporate office of our company which is located at F-3, Sector-3, Noida, India, Uttar Pradesh-201301, India.
Depositories Act	The Depositories Act, 1956, as amended from time to time.
Equity Shares	Equity Shares of our Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company.
Group Companies	The group companies of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board in terms of the Materiality Policy and as set forth in “ <i>Our Group Companies</i> ” on page 151 of this Draft Red Herring Prospectus.
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled “ <i>Our Management</i> ” on page 120 of this Draft Red Herring Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Diensten Tech Limited.
Non Residents	A person resident outside India, as defined under FEMA.
NRIs / Non Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign (Registration and Regulation) Regulations, 2000.
Peer Reviewed Auditor	M/s. V. N. Purohit & Co., Chartered Accountants, being Peer reviewed auditor, holding a valid peer review certificate as mentioned in the section titled “General Information” beginning on page 47 of this Draft Red Herring Prospectus.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Registered Office	The Registered of our company which is located at 7 <sup>th</sup> Floor, A-2, L.S.C., Masjid Moth, Greater Kailash-II, New Delhi – 110048, India.
Restated Financial Statements	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities as at December 31, 2023, and March 31 2023, 2022 and 2021 and the restated statements of Profit and Loss and the restated Cash Flows Statement for the period ended December 31, 2023, March 31, 2023, 2022 and 2021 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Draft Red Herring Prospectus (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC	Registrar of Companies Delhi.
SCRA	Securities Contracts (Regulation) Act, 1956.

Terms	Description
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and 2011, as amended from time to time.
Stock Exchange	Unless the context requires otherwise, refers to, the SME Platform of National Stock Exchange of India Limited (NSE Emerge).

### Offer Related Terms

Terms	Description
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 a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	The successful Bidder to whom the Equity Shares are being / have been allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least Rs. 200 lakhs
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Anchor Investor Bid/ Issue Period	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager.
Anchor Investor 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

Terms	Description
	discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI (ICDR) Regulations.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Bidder	Any prospective investor(s) / Bidder (s) in this Issue who apply(ies) through the ASBA process except Anchor Investor.
ASBA Form/ Bid cum Application	An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus or the Prospectus.
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being ICICI Bank Limited.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled “Issue Procedure” beginning on page 275 of this Draft Red Herring Prospectus.
Bid	An indication to make an issue during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail



Terms	Description
	Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and [●] of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB's and Sponsor Bank, as required under the SEBI ICDR Regulations.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in 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, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders.
Bidder/ Applicant	Any prospective investor who makes a bid pursuant to the terms of the Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor.
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	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 Corporate Professionals Capital Private Limited, SEBI Registered Category I Merchant Banker.
Broker Centers	Broker Centers notified by the Stock Exchanges, where the investors can submit the Bid-cum 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.
Business Day	Monday to Friday (except public holidays).
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

Terms	Description
	designated Stock Exchange.
Cap Price	The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Bid-cum-Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as applicable, in terms of the Red Herring Prospectus and the Prospectus, after the finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are

Terms	Description
	available on the websites of the Stock Exchange i.e. <a href="http://www.nseindia.com">www.nseindia.com</a> .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	SME Platform of National Stock Exchange of India Limited (“NSE Emerge”).
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated February 23, 2024, as being filed with NSE Emerge.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalized and below which no Bids will be accepted.
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Manager.
Issue Agreement	The agreement dated February 19, 2024 between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The Price at which the Equity Shares are being issued by our Company under the Prospectus being Rs. [●] per Equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “Objects of the Issue” beginning on page 69 of this Draft Red Herring Prospectus.
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public	The Initial Public Issue of upto 22,08,000* Equity shares of Rs. 10/- each at issue price of Rs. [●]/- per Equity share, including a premium of Rs. [●]/- per equity share aggregating to ₹ [●] lakhs.

<b>Terms</b>	<b>Description</b>
Offering/ IPO	<i>*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment.</i>
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Lot Size	[●]
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	Market Makers appointed by our Company from time to time. [●], who have agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement entered into between the Book Running Lead Manager, Market Maker and our Company dated [●].
Market Maker Reservation	The Reserved Portion of 1,10,400* Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs. [●]/- per Equity Share aggregating Rs.[●] Lakh for the Market Maker in this Issue. <i>*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment.</i>
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Offer	The Issue (excluding the Market Maker Reservation Portion) of 20,97,600* Equity Shares of Rs. 10/- each of Issuer at Rs. [●]/-(including share premium of Rs. [●]) per Equity Share aggregating to Rs. [●] Lakh. <i>*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment.</i>
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 69 of this Draft Red Herring Prospectus.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Bidders	All Bidders that are not QIBs, RIBs or Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares, for an amount of more than Rs. 200,000 (but not including NRIs other than Eligible NRIs).
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 Rs. [●] and the maximum price

Terms	Description
	(Cap Price) of Rs. [●] 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.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. [●] by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The ‘no-lien’ and ‘non-interest bearing’ account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being ICICI Bank Limited.
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar/ Registrar to the Offer	Registrar to the Offer being KFin Technologies Limited. For more information please refer “General Information” on page 47 of this Draft Red Herring Prospectus.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000.
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html</a> or at such other website as may be prescribed by SEBI from time to time.

<b>Terms</b>	<b>Description</b>
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case being ICICI Bank Limited.
Underwriter	Underwriter to this Issue is [●].
Underwriting Agreement	The agreement dated [●] entered into between [●] and our Company
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 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) (III) of the SEBI ICDR Regulations.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Draft Red Herring Prospectus are open for business: <ol style="list-style-type: none"> <li>1. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Draft Red Herring Prospectus are open for business</li> <li>2. In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in</li> </ol>

Terms	Description
	accordance with circular issued by SEBI.

### Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
NSE	National Stock Exchange of India Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries Of India
MAPIN	Market Participants and Investors' Integrated Database
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NPV	Net Present Value

NRE Account	Non Resident External Account
NRI	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
RII	Retail Individual Investors
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
STT	Securities Transaction Tax
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.

*Notwithstanding the foregoing:*

- In the section titled 'Main Provisions of the Articles of Association' beginning on page number 289 of the Draft Red Herring Prospectus , defined terms shall have the meaning given to such terms in that section;*
- In the chapters titled 'Summary of Offer Documents' and 'Our Business' beginning on page numbers 17 and 99 respectively, of the Draft Red Herring Prospectus , defined terms shall have the meaning given to such terms in that section;*
- In the section titled 'Risk Factors' beginning on page number 25 of the Draft Red Herring Prospectus , defined terms shall have the meaning given to such terms in that section;*
- In the chapter titled 'Statement of Tax Benefits' beginning on page number 82 of the Draft Red Herring Prospectus , defined terms shall have the meaning given to such terms in that section;*
- In the chapter titled 'Management's Discussion and Analysis of Financial Conditions and Results of Operations' beginning on page number 199 of the Draft Red Herring Prospectus , defined terms shall have the meaning given to such terms in that section.*



## **PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA**

### **Financial Data**

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements, as Restated' beginning on page 157 this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements, as Restated' beginning on page 157 of this Draft Red Herring Prospectus.

### **Currency and units of presentation**

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

### **Industry and Market Data**

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

## 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.*

*These forward looking statements can generally be identified by words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:*

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

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled 'Risk Factors', 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page numbers 25, 99 and 199, respectively of this Draft Red Herring Prospectus.



Forward looking statements reflects views as of the date of the Draft Red Herring Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the Book Running Lead Manager, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Book Running Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

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## SECTION II - SUMMARY OF OFFER DOCUMENTS

### SUMMARY OF OUR BUSINESS OVERVIEW

We started our business under the name of JKT Consulting Limited with consulting services in the area of SAP Software/ SAP Training Centers and Domain Consulting Services. From the year 2014-15 onwards, we started shifting our business focus towards Information Technology Consultancy, Training, Software Sale, Software AMC and related services as our core business. To further strengthen the said domain, our Company entered into a Business Transfer Agreement dated April 30, 2022 with JK Technosoft Limited. Pursuant to this Agreement, we have acquired Professional Services & Training (PS & T) business from JK Technosoft Limited with effect from April 01, 2022. For details of Revenue from Operations you are requested to refer Restated Financial Information of the Company on page 157 of this Draft Red Herring Prospectus.

### SUMMARY OF OUR INDUSTRY

The IT & BPM sector has become one of the most significant growth catalysts for the Indian economy, contributing significantly to the country's GDP and public welfare. The IT industry accounted for 7.4% of India's GDP in FY22, and it is expected to contribute 10% to India's GDP by 2025. Cumulatively, ISF's over 110 member companies added 2.32 lakh jobs in the past four quarters, i.e. during the period from October 2022 to September 2023, which includes the 78,000 new jobs in July-September, it stated. As on September 30, 2022, ISF member companies represented 14 lakh flexi staffing workers. Lohit Bhatia, President, ISF said the Indian staffing industry anticipated a steep rise in demand during the first lockdown-free festive season and provided the formal workforce the different industries required. "Overall industry shows resilient growth with new employment mobilized in July-September (2022) at 20 per cent year-on-year.

### PROMOTERS

The promoters of our Company are J. K. Traders Limited, Mr. Abhishek Singhania, Mr. Vipul Prakash and Ms. Tina Prakash. For detailed information, please refer chapter titled "Our Promoters" on page number 142 of this Draft Red Herring Prospectus.

### ISSUE SIZE

The Issue size comprises of fresh issuance of up to 22,08,000\* Equity Shares of face value of ₹ 10/- each fully paid-up equity shares of the Company for cash at price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating ₹ [●].

*\*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment.*

### OBJECTS OF THE ISSUE

Our Company intends to utilize the Net proceeds of the Issue for the following objects:

S. N.	Particulars	Amount (In Rs. Lakh)
1	Payment of liability raised against outstanding payment of consideration for "Professional Services and Training Division" business acquired from J K Technosoft Limited, vide Business Transfer	381.03

	Agreement Dated April 30, 2022.	
2	Working Capital Requirement	1,176.97
3	General Corporate Purposes	[●]
	<b>Total</b>	[●]

**AGGREGATE PRE-ISSUE SHAREHOLDING OF THE PROMOTER AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE ISSUER**

#	Name of share holder	Pre issue	
		No. of equity shares	As a % of Issued Capital
<b>Promoters</b>			
1	J.K. Traders Limited	41,15,792	68.00
2	Mr. Vipul Prakash	8,32,239	13.75
3	Ms. Tina Prakash	8,32,239	13.75
4	Mr. Abhishek Singhania	1	Negligible
<b>Total - A</b>		<b>57,80,271</b>	<b>95.50</b>
<b>Promoter Group</b>			
5	-	-	-
<b>Total - B</b>		-	-
<b>Grand Total (A+B)</b>		<b>57,80,271</b>	<b>95.50</b>

**SUMMARY OF FINANCIAL INFORMATION**

*(Rs. In Lakh except EPS)*

Particulars	As on December 31, 2023	For the year ended March 31		
		2023	2022	2021
Share Capital	605.26	605.26	336.26	86.00
Net Worth	253.34	425.05	139.99	-111.72
Revenue (Operational)	2,608.09	3,752.68	72.41	523.20
Profit after Tax	(171.70)	16.06	1.45	117.07
Earnings per share				
- Basic	(2.84)*	0.29	0.16	13.61
- Diluted	(2.84)*	0.29	0.16	13.61
Net Asset Value per Equity Share (in Rs.)**	4.19	7.02	15.90	(12.99)
Total borrowings				
- Long Term	1,015.00	-	-	-
- Short Term	832.67	280.00	-	344.12

\*EPS Not Annualized

\*\*On the basis of Weighted Average Capital

**Reasons for Loss in the period ended on December 31, 2023.**

**Industry Slowdown and Client Onboarding Challenges:** The IT and professional services industry experienced a global slowdown in the first half of FY 2023-24. Our critical clients halted the hiring of new employees, causing a significant decline in fresh onboarding opportunities. This slowdown has significantly impacted our gross additions and put strain to manpower suppliers like us.

**Strategic Operational Changes and Leadership Transition:** Following a comprehensive review of our operations, DTL made strategic decisions to enhance efficiency and value. This included hiring key

employees like Mr. Siva Prasad Nanduri as our CEO. Additionally, we underwent significant changes such as expanding our office space, and transitioning to a stronger in-house team starting from June, albeit at increased costs.

**Increased Overheads and Future Investment Strategy:** As a result of the aforementioned changes, our Selling, General & Administrative overheads (SGA) significantly rose, impacting our bottom line. Despite this, the company views these expenses as necessary investments that will yield benefits in the upcoming financial years, beginning FY 24-25.

## QUALIFICATIONS OF AUDITORS

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

## SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

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

*(Rs. in Lakh)*

Nature of Cases	Number of Cases	Amount Involved*
<b>Issuer Company</b>		
Direct Tax		
E-Proceedings	4	Not Ascertainable
<b>Promoters</b>		
<b>J K Traders Limited</b>		
Direct Tax		
E-Proceedings	1	Not Ascertainable
<b>Abhishek Singhania</b>		
Direct Tax		
Outstanding Demand	1	0.035**
Civil Proceedings		
Against Promoters	3	Not Ascertainable
<b>Vipul Prakash</b>		
Direct Tax		
Outstanding Demand	3	31.53
<b>Tina Prakash</b>		
Direct Tax		
Outstanding Demand	1	0.0042
<b>Directors (Other than Promoters)</b>		
<b>Sanjay Kumar Jain</b>		
Direct Tax		
E-Proceedings	2	Not Ascertainable
<b>Sunaina Primlani Gera</b>		
Direct Tax		
Outstanding Demand	2	15.54***
<b>Satish Chandra Gupta</b>		
Actions by statutory/regulatory authorities	1	Not Ascertainable

\*To the extent quantifiable excluding interest and penalty thereon

\*\* The same has been paid by the assessee vide challan no. 00199 dated November 09, 2022 but it still shows on the Income Tax Website

\*\*\* Amount of Rs. 14,39,420/- has been paid by the assessee vide challan no. 11140 dated August 28, 2023.

For further details, please refer chapter titled “Outstanding Litigations & Material Developments” beginning on page 208 of this Draft Red Herring Prospectus.

## RISK FACTORS

For details relating to risk factors, please refer section titled “Risk Factors” beginning on page 25 of this Draft Red Herring Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

The following is a summary table of our contingent liabilities derived from the Restated Financial Statements:

(Amount in Rs. Lakh)

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
<b>Contingent liabilities in respect of:</b>				
UP Trade Tax Department has raised demand FY-2013-2014. The Company appealed against this demand to higher authority of UP Tax Department. The Company appealed against this demand to higher authority of UP Tax Department. A reduction of Rs. 3.72 Lakhs was granted by Additional Commissioner, UP Tax Department, against the demand of Rs. 7.091 Lakhs by their order dated July 01, 2022. Fixed Deposits for Rs. 0.76 (Rs. 0.54 as on March 31, 2023), pledged with UP Trade Tax Department against pending litigations.	2.83	2.83	6.06	6.06
<b>Commitments (to the extent not provided for) :-</b>				
Estimated value of contracts in capital account remaining to be executed (Net of capital advances)	605.00	Nil	Nil	Nil
Counter Guarantee given by bankers	0.76	0.54	1.08	2.83
<b>Total</b>	<b>608.59</b>	<b>3.37</b>	<b>7.14</b>	<b>8.89</b>

For further details of our contingent liabilities please refer “Note 3 - Notes on Restated Financial Information” on page 157 of this Draft Red Herring Prospectus.

## SUMMARY OF RELATED PARTY TRANSACTIONS

List of related parties & relationships, where control exists.

Nature of Relationship		Name of Related Parties			
	Nature of Relationship	31-12-23	31-03-23	31-03-22	31-03-21
1	Holding company	JK Traders Limited	JK Traders Limited (w.e.f. 29.03.22)	JK Traders Limited (w.e.f. 29.03.22)	JK Technosoft Limited
		-----	JK Technosoft Limited (ceased to be holding w.e.f. 29.03.2022)	JK Technosoft Limited (ceased to be holding w.e.f. 29.03.2022)	-----
2	Key Management Personnel	Abhishek Singhania (Director)	Abhishek Singhania (Director)	Abhishek Singhania (Director)	Abhishek Singhania (Director)
		Satish Chandra Gupta (Director)	Satish Chandra Gupta (Director)	Satish Chandra Gupta	Satish Chandra Gupta (Director)

Nature of Relationship		Name of Related Parties			
			(Director)		
	Vedang Hari Singhania (Director)-Resigned w.e.f. 14.02.2022	Vedang Hari Singhania (Director)-Resigned w.e.f. 14.02.2022	Vedang Hari Singhania (Director)-Resigned w.e.f. 14.02.2022	Vedang Hari Singhania (Director)	
	Sanjay Kumar Jain (Director) w.e.f. 14.02.2022	Sanjay Kumar Jain (Director) w.e.f. 14.02.2022	Sanjay Kumar Jain (Director) w.e.f. 14.02.2022	Babu Abraham(Director)-Resigned on 01.03.2021	
	Vipul Prakash (Director) w.e.f. 14.02.2022 (Managing Director w.e.f 30.05.2022	Vipul Prakash (Director) w.e.f. 14.02.2022	Vipul Prakash (Director) w.e.f. 14.02.2022		
	Sunaina Primlani Gera (Director) w.e.f. 02.09.2022	Suniana Premlani Gera (Director)	-----	-----	
	Kanika Vaswani (Director) w.e.f. 02.09.2022	Kanika Vaswani (Director)	-----	-----	
	Vibha Wadhwa (Company Secretary) w.e.f. 22.12.2022	Vibha Wadhwa (Company Secretary) w.e.f. 22.12.2022	-----	-----	
	-----	Viney (Company Secretary)(from 02.09.2022 to 22.12.2022)	-----	-----	
	Manoj Kumar (CEO) (from 19.10.2022 to 01.06.2023)(Additional Director) w.e.f 24.08.2023	Manoj Kumar (CEO) w.e.f. 09.10.2022	-----	-----	
	Shiva Prasad Nanduri (CEO) w.e.f. 10.06.2023	-----	-----	-----	
	Sumant Kuthiala (CEO) w.e.f 22.12.2022	Sumant Kuthiala (CEO) w.e.f 22.12.2022			
<b>3</b>	<b>Relatives of Key Management Personnel</b>	-----	Tina Prakash (Wife of Vipul Prakash(Director))	-----	-----
<b>4</b>	<b>Enterprises where Significant Influence exist by Key Management Personnel or their Relatives</b>	JK Technosoft Limited	JK Technosoft Limited	-----	-----
		JK Education Foundation	JK Education Foundation	-----	-----
		J. K. Cotton Limited	J. K. Cotton Limited		
		J K Consultancy and Services Pvt. Ltd.	J K Consultancy and Services Pvt. Ltd.		
		Translink Consulting Pvt. Ltd.	Translink Consulting Pvt. Ltd.	-----	-----
		Jaykey Enterprises	-----	-----	-----



Nature of Relationship	Name of Related Parties			
		Limited		
	Genext Estates Pvt. Ltd.	-----	-----	-----
	WOW Softech Pvt. Ltd.	-----	-----	-----

**Transactions with Related Parties**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
<b>Holding company</b>				
<b>M/s JK Traders Limited</b>				
Allotment of Equity Shares	-	182.92	-	-
<b>Key Management Personnel</b>				
<b>Mr. Vipul Prakash</b>				
Allotment of Equity Shares	-	36.99	-	-
<b>Mr. Manoj Kumar</b>				
Reimbursement of Expenses	0.75	0.53	-	-
Consultancy Services	6.00	-	-	-
Remuneration	26.97	29.06	-	-
<b>Mr. Vibha Wadhwa</b>				
Reimbursement of Expenses	-	0.00	-	-
Remuneration	5.14	1.93	-	-
<b>Mr. Siva Prasad Nanduri</b>				
Reimbursement of Expenses	1.51	-	-	-
Remuneration	156.35	-	-	-
<b>Mr. Sumant Kuthiala</b>				
Reimbursement of Expenses	0.02	-	-	-
Remuneration	10.47	1.95	-	-
<b>Mr. Viney</b>				
Remuneration	-	2.16	-	-
<b>Mrs. Sunaina Primlani Gera</b>				
Director Fee	1.00	0.25	-	-
<b>Mrs. Kanika Vaswani</b>				
Director Fee	1.00	0.25	-	-
<b>Relatives of Key Management Personnel</b>				
<b>Mrs. Tina Prakash</b>				
Allotment of Equity Shares	-	36.99	-	-
<b>Enterprises where Significant Influence exist by Key Management Personnel or their Relatives</b>				
<b>M/s JK Technosoft Limited</b>				
Sale of Services/ Product	519.41	1,580.40	-	-
Interest accrued	-	-	16.18	-
Interest Paid	16.54	16.55	51.28	35.10
Rent Paid	0.45	0.60	-	-
Received against Loans/ Advance	-	395.00	49.83	221.30
Repayment against Loans/ Advance	-	175.00	-	-
Loans/ Advances Given/Repaid	-	-	393.95	195.00
Reimbursement of Manpower & Other Cost	416.79	1,325.40	49.82	-
Acquisition Transfer of Gratuity/ Leave Encashment	-	160.97	-	-
Purchase of Intangible Assets	-	-	-	-
Purchase of Tangible Assets	-	572.98	-	-
<b>M/s JK Education Foundation</b>				
Rent Paid	0.09	0.14	-	-
Reimbursement of Expenses	-	0.00	-	-
<b>M/s JK Cotton Limited</b>				
Rent Paid	0.54	0.16	-	-
<b>M/s J K Consultancy &amp; Services Pvt. Ltd.</b>				

Sale of Tangible Assets & Intangible Assets		0.07	-	-	-
Reimbursement of Expenses		-	0.04	-	-
<b>M/s Translink Consulting Pvt. Ltd.</b>					
Interest Paid		1.91	1.30	-	-
Received against Loans/ Advance		40.00	100.00	-	-
Repayment against Loans/ Advance		100.00	40.00	-	-
<b>M/s Jaykey Enterprises Limited</b>					
Rent Paid		3.60	-	-	-
<b>M/s Genext Estates Pvt. Ltd.</b>					
Interest Paid		0.80	-	-	-
Received against Loans/ Advance		105.00	-	-	-
Repayment against Loans/ Advance		105.00	-	-	-
<b>M/s WOW Softech Pvt. Ltd.</b>					
Purchase of Services/ Product		4.29	-	-	-

\*Please refer "Note F" of the "Note 3 - Notes on Restated Financial Information" on page 157 of this Draft Red Herring Prospectus.

#### Related Parties Balances:

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
<b>Enterprises where Significant Influence exist by Key Management Personnel or their Relatives</b>				
<b>M/s JK Technosoft Limited</b>				
Short term borrowings	220.00	220.00	-	344.12
Other current liabilities	-	-	36.75	32.46
Payable as per Business Transfer Agreement	381.03	381.03	-	-
Payable against transfer of Employee Benefits	0.42	36.75	-	-
Trade receivable (Including Unbilled)	244.06	139.34	-	-
<b>M/s Translink Consulting Pvt. Ltd.</b>				
Short term borrowings	-	60.00	-	-
<b>M/s Jaykey Enterprises Limited</b>				
Trade Payable (Including unbilled)	3.89	-	-	-
<b>M/s J K Consultancy &amp; Services Pvt. Ltd.</b>				
Trade Payable (Including unbilled)	1.02	-	-	-

For detailed information of Related Party Transaction please refer "Note 3 - Notes on Restated Financial Information" on page 157 of this Draft Red Herring Prospectus.

#### FINANCING ARRANGEMENTS

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

#### WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTERS IN THE ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS \*

Name of shareholders	No. of Equity Shares held	Average cost of Acquisition (in Rs.)
J.K. Traders Limited	41,15,792	10
Mr. Vipul Prakash	8,32,239	10

Ms. Tina Prakash	8,32,239	10
------------------	----------	----

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

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

<b>Name of shareholders</b>	<b>No. of Equity Shares held</b>	<b>Average cost of Acquisition (in Rs.)</b>
J.K. Traders Limited	41,15,792	10
Mr. Vipul Prakash	8,32,239	10
Ms. Tina Prakash	8,32,239	10
Mr. Abhishek Singhania	1	10

*\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e., net of sale consideration is divided by net quantity of shares acquired in last one year. For further details, please refer to chapter titled “Capital Structure” beginning on Page 56 of this Draft Red Herring Prospectus.*

#### **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 ONE YEAR.**

Our Company has not issued shares for consideration other than cash during last one year.

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

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

#### **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS GRANTED BY SEBI**

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

### SECTION III- RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled ‘Our Business’ and ‘Management’s Discussion and Analysis of Financial Condition and Results of Operations’ beginning on page numbers 99 and 199, respectively, of this Draft Red Herring Prospectus as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled ‘Financial Information, as Restated’ beginning on page number 157 of this Draft Red Herring Prospectus.*

*If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Red Herring Prospectus were to occur, our business, 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 Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India, and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries. This Draft Red Herring Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Red Herring Prospectus. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.*

#### **Materiality**

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

1. Some events may not be material individually but may be material when considered collectively.
2. Some events may have an impact which is qualitative though not quantitative.
3. Some events may not be material at present but may have a material impact in the future.

#### **INTERNAL RISK FACTORS**

1. ***There are outstanding legal proceedings involving our Company, Promoters and Directors. Any adverse decision in such proceeding may have a material adverse effect on our business, results of operations and financial condition.***

There are certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. For the details of the cases please refer the chapter titled “Outstanding Litigations and Material Developments” beginning on page no. 208 of this Draft Red Herring Prospectus. A summary of the

pending civil and other proceedings involving Our Company, its Promoters, and its Directors are provided below:

*(Rs. in Lakh)*

Nature of Cases	Number of Cases	Amount Involved*
<b>Issuer Company</b>		
Direct Tax		
E-Proceedings	4	Not Ascertainable
<b>Promoters</b>		
<b>J K Traders Limited</b>		
Direct Tax		
E-Proceedings	1	Not Ascertainable
<b>Abhishek Singhania</b>		
Direct Tax		
Outstanding Demand	1	0.035**
Civil Proceedings		
Against Promoters	3	Not Ascertainable
<b>Vipul Prakash</b>		
Direct Tax		
Outstanding Demand	3	31.53
<b>Tina Prakash</b>		
Direct Tax		
Outstanding Demand	1	0.0042
<b>Directors (Other than Promoters)</b>		
<b>Sanjay Kumar Jain</b>		
Direct Tax		
E-Proceedings	2	Not Ascertainable
<b>Sunaina Primlani Gera</b>		
Direct Tax		
Outstanding Demand	2	15.54***
<b>Satish Chandra Gupta</b>		
Actions by statutory/regulatory authorities	1	Not Ascertainable

\*To the extent quantifiable excluding interest and penalty thereon

\*\* The same has been paid by the assessee vide challan no. 00199 dated November 09, 2022 but it still shows on the Income Tax Website

\*\*\* Amount of Rs. 14,39,420/- has been paid by the assessee vide challan no. 11140 dated August 28, 2023.

There is no certainty of positive or negative outcome of above mentioned proceedings. For details in relation to legal proceedings involving our Company, Promoters, Directors and Group Company/Entities see the chapter titled “Outstanding Litigation and Material Developments” on page 208 of this Draft Red Herring Prospectus.

**2. The Company has incurred Losses during the nine months period ended on December 31, 2023.**

We have incurred restated loss for the 9 months period ended on December 31, 2023 of Rs.171.70 Lakh. For further details, see “Management’s Discussion and Analysis of Financial Condition And Results Of Operation” on page number 199 of this Draft Red Herring Prospectus. There is no surety about the time frame by which we may be in position to recover from the losses and become profitable. Any failure to increase our revenue sufficiently to keep pace with our investments and other expenses could prevent us from achieving profitability or positive cash flow on a consistent basis. If we are unable to successfully address these risks and challenges as we encounter them, our business, cash flows, financial condition and

results of operations could be adversely affected. If we are unable to generate adequate revenue growth and manage our expenses and cash flows, we may continue to incur significant losses in the future.

- 3. Our top ten customers contribute approximately 88% of our revenues for the financial period ended December 31, 2023. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top ten clients contribute approximately 88% of our revenues for the financial period ended December 31, 2023. Any decline in our quality standards, growing competition and any change in the demand for our services by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

- 4. Significance of recruiting, training and retaining qualified and experienced personnel who meet the IT Professional Services requirements of our clients may adversely affect our reputation, business prospects and future financial performance.***

Operations and growth of our business is totally relying on the factor that we are able to find, test, train, update, retain and deploy skilled IT professionals as per needs of our clients. Attracting and retaining qualified personnel who possess the skills and experience necessary to meet the requirements of our clients is significant. For any organization's smooth business operations and growing financial performance its necessary that it is able to retain talented professionals else, it may be adversely affected. In addition, we must continually evaluate and upgrade our database of available qualified IT professionals through recruiting and training programs to keep pace with changing client needs and emerging technologies. Competition for individuals with proven professional skills and experience is intense, and we expect demand for such individuals to remain strong in the foreseeable future. In particular, our IT professional services business involves skilled personnel, and our success depends upon our ability to attract, develop, motivate and retain skilled manpower. Qualified personnel may not be available to us in sufficient numbers and on terms of employment acceptable to us. We may not be able to effectively meet the expectations of our clients due to our failure to identify personnel with the requisite skills, experience or other attributes, and our training programs may not succeed in developing effective skills in a timely manner or at all.

- 5. Our intellectual property rights may be infringed upon or we may infringe the intellectual property rights of third parties.***

As on date of this Draft Red Herring Prospectus our Logo is duly registered. For further details please refer chapter title "Our Business" on page number 99 of this Draft Red Herring Prospectus. However, there is no assurance that our Trademark/Wordmark will not be infringed upon. Depending on whether we are able to discover any such infringement of our Trademark/wordmark or successfully enforce our legal rights in the jurisdictions where such infringements may occur, our business and branding may suffer as a result of any misuse of our trademark/wordmark. In such circumstances, our reputation and business may

be adversely affected. Further, if we decide to pursue action against such infringements to protect our reputation, it could result in diversion of our resources and our financial results may be adversely affected. Similarly, we may also infringe the intellectual property rights of third parties in the use of our Trademark in our operations. Although we are not aware of any such infringement by us, there is no assurance that we will not infringe or have not infringed the intellectual property rights of any third party. In the event of any such infringement, we may be subject to our claims or actions and our business, reputation, financial condition, and results of operations may be adversely affected.

**6. *Our inability to cater to and suitably update and enhance our offerings may adversely affect our revenues and, thus, our business, results of operations and prospects.***

Our customers require variety of service offerings suited to different requirements. Our failure to introduce innovative service solutions on an on-going basis or to anticipate or to respond adequately to changing client requirements could adversely affect our business and financial results.

**7. *Our ability to retain the present number of customers serviced by us and attract new customers is heavily dependent upon various factors including our reputation and our ability to maintain a high level of service quality. Any failure by us to retain or attract customers may impact its business and revenues.***

We believe that our strong brand reputation has helped us to attract and retain our customers. As a result, our reputation and perception of our brands are critical to our business. Our business heavily relies on our reputation, quality and popularity of our service, our visibility and perception amongst customers. Therefore, it is important that we retain the trust placed on us by our customers. At the same time, we must also continue to attract more number of customers at a consistent rate. Though, we attempt to retain our position by maintaining and improve our service offerings yet failure on our part to maintain and enhance our reputation or services quality may act as an hindrance in attainment of our customers' retention and addition objectives which in turn may adversely impact our business and revenues.

**8. *Termination of agreements/arrangements with Customers, could negatively impact our revenues and profitability.***

Our business is dependent on the decisions and actions of our customers, and there are a number of factors relating to our clients that are outside our control that might result in the termination or surrender of their service contract or the loss of a client. Our business may be adversely affected if any of our contracts are terminated by our customers.

**9. *Our IT Professional Services business where we fulfill IT professional needs of our clients is subject to extensive government regulations, which may restrict the types of services we are permitted to offer or result in additional tax or other costs that reduce our revenues and earnings.***

Our IT Professional Services business where we fulfill IT professional needs of our clients is subject to complex laws and regulations. These laws and regulations cover the following such as Minimum Wages Act, ESI Act, CLRA Act, EPF Act and ID Act, Gratuity Act, which vary from state to state in India and are subject to change. These laws and regulations sometimes limit the size and growth of markets. Changes in laws or government regulations may result in prohibition or restriction of certain types of employment services we are permitted to offer, or the imposition of new or additional licensing or tax requirements that could reduce our revenues and earnings. The economic environment and pricing

pressure could negatively impact our revenues and operating results. In the event that the Government of India or the government of another country changes its tax policies in a manner that is adverse to us, our tax expense may materially increase, reducing our profitability. There can be no assurance that we will be able to increase the fees charged to our clients in a timely manner and by a sufficient amount to cover increased costs as a result of any changes in laws or government regulations. Further, labour laws in India are complex and subject to sporadic change, and non-compliance with any requirements thereunder may result in penalties, loss of business and damage to our reputation.

***10. We require a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of our business. Some of the approvals are required to be obtained by our Company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals to operate our business. Many of these approvals are granted for a fixed period of time and require renewal from time to time. Non-obtaining or non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. 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. Some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled "Key Industry Regulations and Policies" and "Government and Other Statutory Approvals" at pages 108 and 218 respectively of this Draft Red Herring Prospectus.

***11. Our Restated Financial Statements are Prepared and Signed by a Peer Reviewed Chartered Accountant who is not Statutory Auditor of our Company.***

Our Restated Financial Statements are prepared and signed by M/s. V. N. Purohit & Co., Chartered Accountants, the Peer Reviewed Chartered Accountants (FRN: 304040E), who is not the Statutory Auditor of our Company.

***12. The Company does not own the premises at which its registered office, Administrative Office and branch offices are located and the same has been taken on rent. Any termination of such rent agreement and/or non-renewal could adversely affect our operations.***

The property on which our registered office, administrative office and branch offices are situated are not owned by us and same has been taken on lease. Any termination of such Lease Deed whether due to any breach or otherwise or non-renewal thereof, can adversely affect the business operations. For further details, please refer to chapter titled 'Our Business beginning on page 99 of the Draft Red Herring Prospectus.

The Lease Deed of our Branch Office situated in Hyderabad and Maharashtra have expired and the Company is in the process of renewal of same. Although we have not been asked to vacate these offices.



**13. *There have been some instances of delayed filing of records and returns required to be filed by the Company with various regulatory authorities.***

There have been some instances of delayed filing by the Company in respect of the filings required to be made with regulatory authorities, including filings under Companies Act and Taxation Authorities. Till date, the Company has not received any notices from any authorities, 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.

**14. *Any disruption, downfall, slowdown or changes in Information Technology sector globally as well as in India may cause loss of business to our Company.***

Our Company is reliant on the demand from the software industry for a significant portion of our revenue. Any downturn in the software industry or an inability to increase or effectively manage our sales could have an adverse impact on our Company's business and results of operations. We are into the business of Information Technology ('IT') professional resourcing, IT Consultancy, IT Training and Software AMC therefore our revenues are highly dependent on our customers from the software industry and the loss of any of our customers from any industry which we cater to may adversely affect our sales and consequently on our business and results of operations. Further, in the event, there takes place a shift of practice of developing our software in-house in the software industries, it may have an adverse impact on the demand for our services.

**15. *Our business is mainly dependent on the stability of policies and economic condition of USA.***

The performance and growth of our business is necessarily dependent on the stability of policies and economic conditions of USA, which may be materially and adversely affected by political instability or regional conflicts, a general rise in interest rates, inflation, change in government policies, taxation, and economic slowdown elsewhere in the world or otherwise. Economic growth is affected by various factors including movements in key imports global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the economy of USA or a further increase in inflation could have a material adverse effect on our services and, as a result, on our business and financial results. Financial turmoil in USA and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability, including the financial crisis and deterioration of credit conditions in the USA, could also have a negative impact on our business.

**16. *Any disruption in our information technology systems may adversely affect our business, results of operations and prospects.***

We depend extensively on the capacity and reliability of our information technology systems, which are subject to damage or incapacitation by natural disasters, human error, power loss, sabotage, computer viruses, hacking, acts of terrorism and similar events or the loss of support services from third parties. Considering the nature of our business and the industry in which we operate, it is imperative for us to have a robust information technology platform. If our data capturing, processing and sharing cannot be integrated and/ or we experience any defect or disruption in the use of, or damage to, our information

technology systems, it may adversely affect our operations and thereby our business and financial condition.

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

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

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

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

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

Post this Issue, our Promoters and Promoter Group will collectively own approximately 70% of our post issue equity share capital. As a result, our Promoters, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over the Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company. In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

***20. Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters remain associated with us.***

Through this Issue our Company propose to get listed on the SME Platform of NSE and further increase its service base in order to take the Company to the next level of operational and financial strength. Our Company will be severely dependent on its promoters to effectively implement its growth strategies. Our

Promoters have been actively involved in the day to day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all. Financial impact of the previously mentioned risk cannot be reasonably quantified.

***21. Our success depends largely on our senior management and our ability to attract and retain our key personnel.***

Our success depends on the continued services and performance of our key employees. Competition for senior employees in the industry is intense and we may not be able to retain our existing senior team members or attract and retain new senior team members in the future. The loss of any member of our key team may adversely affect our business, results of operations and financial condition. We do not maintain key man's life insurance for our Promoters, senior members of our management team or other key personnel.

***22. In addition to normal remuneration or benefits and reimbursement of expenses, our Promoters, our Directors and Key Managerial Personnel are interested in our Company to the extent of their shareholding, and dividend entitlements etc.***

Our Promoters, Directors and Key Management Personnel are deemed to be interested to the extent of the Equity Shares held by them, or their relatives, dividend entitlements, and benefits deriving from the directorship in Diensten Tech Limited. Our Promoters are interested in the transactions entered into the Company and its Promoter Group. For further information, please refer to the section titled "Our Promoter", "Capital Structure", "Our Management" and "Related Party Transactions", beginning on pages 142, 56, 120 and 155 respectively of this Draft Red Herring Prospectus.

***23. There may be potential conflict of interests between our Company and entity promoted by our Promoters cum Director.***

Our Company is engaged in the business of Information Technology ('IT') professional resourcing, IT Consultancy, IT Training and Software AMC and our Promoter cum Managing Director Mr. Vipul Prakash is owner and is also on the Board of Directors of various other ventures which is engaged in the same business activity. Further, we have not executed any Non-Compete Agreement with these organizations to not to engage in businesses similar to that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our other Promoter Group Entities in such circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour our Group Entities in which our Promoters have interests. There can be no assurance that our Promoters/Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our business, results of operations and financial condition. For further details please refer to chapter titled "Our Group Companies" beginning on page 151 of this Draft Red Herring Prospectus.

***24. The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is to be done as per the provisions of applicable law.***

The fund requirement and deployment, as mentioned in the “Objects of the Issue” on page 69 of this Draft Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter “Objects of the Issue” will be done only in accordance with the applicable legal provisions. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter “Objects of the Issue” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

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

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

- 26. *Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details regarding our dividend policy, please see “Dividend Policy” on page 156 of this Draft Red Herring Prospectus.

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

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing

shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

***28. Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed expansion, as detailed in the section titled “Objects of the Issue” is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

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

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we were not required to incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management’s attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange, if any, could lead to imposition of penalties, including suspension of trading in shares of the Company.

***30. Third party industry and statistical data in this Draft Red Herring Prospectus may be incomplete, incorrect or unreliable.***

We have not independently verified data from industry and other publications contained herein and although we believe these sources to be reliable, we cannot assure you 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 caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

***31. Our Company has had negative cash flows from its operating activities, investing activities as well as financing activities in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.***

Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under.

(Rs. In Lakh)

Particulars	April 01, 2023 to December 31, 2023	For the year ended on March		
		2023	2022	2021
Net Cash Generated from Operating Activities	(495.65)	(266.97)	38.50	171.63
Net Cash Generated From Investing Activities	(1,081.89)	(209.59)	14.22	(1.08)
Net Cash Generated from Financing Activities	1,516.96	516.03	(110.04)	(99.75)

**Issue related risk**

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

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

- 33. *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.

- 34. *We may not be successful in implementing our business strategies.***

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

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

We are exposed to counter party credit risk in the usual course of our business dealings with our clients or other counterparties who may delay or fail to make payments or perform their other contractual obligations. The financial condition of our clients, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions. We cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect

the whole or any part of any overdue payments. Any material non-payment or non-performance by our clients, business partners, suppliers or other counterparties could affect our financial condition, results of operations and cash flows. For further details of our business and clients, please refer chapter titled “Our Business” and “Management Discussion & Analysis of Financial Conditions and Result of Operation” beginning on page 99 & 199 of this Draft Red Herring Prospectus.

***36. Our business is significantly affected by fluctuations in general economic activity, such as recent effects of COVID 19 viruses.***

Our core business is providing skilled IT Professional experts to complete our client’s projects. Demand for these services is significantly affected by the general level of commercial activity and economic conditions in the regions and sectors in which we operate. An economic downturn in a region or sector in which we operate may adversely affect our operations in that region or sector, as the use of temporary employees may decrease or fewer permanent employees may be hired. Many of our Company’s top clients are multi-national corporations, and a downturn in the global markets may adversely affect their operations, thereby affecting our business, financial conditions or results of operations. When economic activity increases, temporary employees or contract workers are often added before full-time employees are hired. During period of economic downturn, however, many companies reduce their use of temporary employees before laying off full-time employees. We may also experience more competitive pricing pressure during periods of economic downturn. Also, declining unemployment levels can make it harder for us to identify professionals to place with our clients. Any significant economic downturns, such as those in 2008, 2009 and 2020, in India or in the global markets could have a material adverse effect on our business, financial condition and results of operations.

***37. Unsecured loans have been taken by our Company which can be recalled by the lenders at any time.***

The unsecured loans amount standing in the financial statement of our Company as on December 31, 2023 is Rs.832.67 Lakh. The same loan can be recalled by the respective lenders at any point of time, if our Company fails in repaying the loan obtained by it, shall cause reputational loss to our Company. For details of Unsecured Loans please refer “Financial Statement as Restated” page number 157 of this Draft Red Herring Prospectus.

***38. We operate in highly competitive markets and our inability to compete effectively may lead to lower market share or reduced operating margins, and adversely affect our results of operations.***

India is our primary market and we face high competition in our business from local as well as nationwide players in our industry. Our key services are available from a large number of players providing same or similar services in our industry. Thus, factors affecting our competitive success include, amongst other things, price, demand for our services, and availability of input services, brand recognition and reliability. As a result, to remain competitive in our market, we must continuously strive to reduce our procurement and administrative costs and improve our operating efficiencies. If we fail to do so, our competitors may be able to provide their services at prices lower than our prices, which would have an adverse effect on our market share and results of operations. Our competitors vary in size, and may have better financial, marketing personnel and other resources than us and certain of our competitors have a longer history of established business and reputation in the Indian market as compared with us. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our services, which may result in a decline in our revenues and profitability.

**39. *Our growth will depend on our ability to build our brand and failure to do so will negatively impact our ability to effectively compete in this industry.***

We believe that we need to continue to build our brand, which will be critical for achieving widespread recognition of our services. Promoting and positioning our brand will depend largely on the success of our marketing efforts and our ability to provide high quality services. The brand promotion activities that we may undertake may not yield increased revenues, and even if they do, any increased revenues may not offset the expenses we incur in building our brand. If we are unable to promote and maintain our brand, our business, financial condition and results of operations could be adversely affected.

**40. *Our inability to manage growth could disrupt our business and reduce profitability.***

A principal component of our strategy is to continuously grow by expanding the capacity, size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

**41. *Any negative publicity or defect in service quality may cause the Company substantial costs which in turn could adversely affect our goodwill and our sales could be diminished.***

Like any other business our business also relies on our service quality which enables us to gain customer trust. In this scenario it is very crucial for us to always maintain positive image of the Company. Any unfavorable publicity regarding our Company, brand, or facility we provide or any other unpredicted events could affect our reputation and our results from operations. We currently carry no services liability insurance with respect to our services. Although we attempt to maintain quality standards, we cannot assure that all our services would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

**42. *There being no alternate arrangements for meeting our capital requirements for the Objects of the issue. Any shortfall in raising the same could adversely affect our growth plans, operations and financial performance.***

We meet our capital requirements through our bank finance, financial institutions, owned funds and internal accruals. There being no alternate arrangements for meeting our capital requirements for the Objects of the issue. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "Objects of the Issue" beginning on page 69 of this Draft Red Herring Prospectus.



***43. Industry information included in this Draft Red Herring Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical financial and other industry information is either complete or accurate.***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

***44. Our Company has entered into certain related party transactions and may continue to do so in the future.***

Our Company has entered into related party transactions with our Promoter(s), Directors, the Promoter Group and Group Companies in past financial years. While our Company believes that all such transactions have been conducted on the arms length basis, there can be no assurance that it could not have been achieved on more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. *For details, please refer to Notes to Restated Financial Information on page 157 of this Draft Red Herring Prospectus.*

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

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

***46. 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 Exchanges may fluctuate as a result of the factors, including:

- a. Volatility in the Indian and global capital market;
- b. Company's results of operations and financial performance;
- c. Performance of Company's competitors,
- d. Adverse media reports on Company or pertaining to our Industry;
- e. Changes in our estimates of performance or recommendations by financial analysts;
- f. Significant developments in India's economic and fiscal policies; and
- g. 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 has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. 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.

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

The Issue Price of our Equity Shares will be determined by Book Built method. This price is based on numerous factors (For further information, please refer chapter titled "Basis for Issue Price" beginning on page 76 of this Draft Red Herring Prospectus ) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

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

***48. Within the parameters as mentioned in the chapter titled 'Objects of this Issue' beginning on page 69 of this Draft Red Herring Prospectus , our Company's management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

The deployment of funds as stated in the "Objects of the Issue" beginning on page 69 of this Draft Red Herring Prospectus is entirely at our discretion and is not subject to monitoring by any independent agency. All the figures included under the "Objects of the Issue" are based on our own estimates. There has been no independent appraisal of the project. We have not entered into any definitive agreements to utilize a portion of the Issue.

**EXTERNAL RISK FACTORS*****49. Changes in the Government Policy could adversely affect economic conditions in India generally and our business in particular.***

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

***50. 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 effect on our business, financial condition and results of operations.***

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include Service tax, STT, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Imposition of any other taxes by the Central and the State Governments may adversely affect our results of operations.

***51. Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months is not subject to capital gains tax in India if securities transaction tax ("STT") is paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax. Any change in tax provisions may significantly impact your return on investments.

***53. 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, tsunami, 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.

**54. *Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

**55. *The requirements of being a publicly-listed company may strain our resources.***

We are not a publicly-listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. We may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition, results of operations, and cash flows. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

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

Under the Companies Act, a public company incorporated in India must Issue its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the laws of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be diluted.

## SECTION IV- INTRODUCTION

### THE ISSUE

<b>PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>	
Equity Shares Offered through Public Issue (1)	Issue of up-to 22,08,000* Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
<b>Out of which: (3)</b>	
<b>Issue Reserved for the Market Makers</b>	1,10,400* Equity Shares of face value of Rs. 10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
<b>Net Issue to the Public</b>	20,97,600* Equity Shares of face value of Rs. 10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
<b>Out of the Net Issue to the Public : (3)</b>	
<b>(A) QIB Portion</b>	Not more than [●] Equity Shares aggregating up-to Rs. [●] Lakhs.
(i) Anchor Investor Portion	Upto [●] Equity Shares aggregating up to Rs. [●] Lakhs.
(ii) Net QIB Portion ( <i>assuming Anchor Investor Portion is fully subscribed</i> )	Upto [●] Equity Shares aggregating up to Rs. [●] Lakhs.
<b>Out of the (ii) Net QIB Portion : (3)</b>	
a. Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares aggregating up to Rs. [●] Lakhs
b. Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares aggregating up to Rs. [●] Lakhs
<b>(B) Non-Institutional Portion</b>	Not less than [●] Equity Shares aggregating up to Rs. [●] Lakhs
<b>(C) Retail Portion</b>	Not less than [●] Equity Shares aggregating up to Rs. [●] Lakhs
<b>Pre and Post – Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	60,52,646 Equity Shares of face value of Rs. 10 each
Equity Shares outstanding after the Issue	Up-to 82,60,646* Equity Shares of face value Rs. 10 each
Use of Net Proceeds by our Company	Please see the chapter titled “Objects of the Issue” on page 69 of this Draft Red Herring Prospectus.

*\*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment.*

**Notes:**

- 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 (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 offered to the public for subscription.*
- The Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on January 29, 2024, and by our Shareholders pursuant to a resolution passed at the EGM held on January 29, 2024. This Issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section titled “Issue Structure” beginning on page no. 285 of this Draft Red Herring Prospectus.*

3) *As per the Regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended, as present issue is a Book Built issue the allocation is the net offer to the public category shall be made as follows:*

- a) Not less than Thirty five percent to retail individual investor;*
- b) Not less than Fifteen percent to non-institutional investor*
- c) Not more than fifty percent to qualified institutional buyers, five percent 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 the other category.*

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

*Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled "Issue Procedure" beginning on page 243 of this Draft Red Herring Prospectus.*

*Subject to valid Bids being received at or above the Offer 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 combination of categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law.*

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## SUMMARY OF OUR FINANCIAL INFORMATION

**Restated Statement of Assets and Liabilities**

**(Amount "Rs. in Lakhs", unless otherwise stated)**

Particulars	Note	As at			
		31-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
<b>I. Equity and Liabilities</b>					
<b>Shareholders' Funds</b>					
(a) Share capital	I.1	605.26	605.26	336.26	86.00
(b) Reserve and surplus	I.2	(351.92)	(180.21)	(196.27)	(197.72)
<b>Non- current liabilities</b>					
(a) Long term borrowings	I.3	1,015.00	-	-	-
(b) Other long-term liabilities	I.4	0.19	25.86	-	-
(c) Long term provisions	I.5	113.44	119.88	4.11	48.61
<b>Current liabilities</b>					
(a) Short term borrowings	I.6	832.67	280.00	-	344.12
(b) Trade payables	I.7				
- Total outstanding dues of micro enterprises and small enterprises, and		0.33	2.49	1.47	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		280.60	124.67	9.32	7.84
(c) Other current liabilities	I.8	496.02	507.16	48.21	74.41
(d) Short term provisions	I.9	28.30	19.70	0.56	6.98
<b>Total Equity and Liabilities</b>		<b>3,019.89</b>	<b>1,504.81</b>	<b>203.66</b>	<b>370.24</b>
<b>II. Assets</b>					
<b>Non- current assets</b>					
(a) Property, plant and equipment and intangible assets	I.10				
- Property, plant and equipment		34.33	16.50	0.38	0.47
- Intangible assets		371.99	458.32	-	-
- Intangible assets under development		43.86	-	-	-
(b) Deferred tax assets (net)	I.11	75.61	10.35	3.99	18.85
(c) Long term loans and advances	I.12	1,015.00	-	-	-
(d) Other non current assets	I.13	83.33	82.60	97.32	96.28
<b>Current assets</b>					
(a) Trade receivables	I.14	1,169.51	533.63	60.48	95.79
(b) Cash and cash equivalents	I.15	0.94	62.23	22.98	91.30
(c) Short term loans and advances	I.16	38.70	2.90	0.18	0.03
(d) Other current assets	I.17	186.62	338.28	18.33	67.52
<b>Total Assets</b>		<b>3,019.89</b>	<b>1,504.81</b>	<b>203.66</b>	<b>370.24</b>

**Restated Statement of Profit & Loss**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars		Note No.	From 01-04-2023 to 31-12-2023	For Year ended 31-03-2023	For Year ended 31-03-2022	For Year ended 31-03-2021
I	Revenue from operations	II.1	2,608.09	3,752.68	72.41	523.20
II	Other income	II.2	12.83	7.63	4.12	1.86
III	<b>Total income (I+II)</b>		<b>2,620.92</b>	<b>3,760.31</b>	<b>76.53</b>	<b>525.06</b>
IV	<u>Expenses:</u>					
	Purchases of stock-in-trade	II.3	13.04	11.56	-	-
	Changes in inventories of stock-in-trade		-	-	-	-
	Employee benefit expenses	II.4	1,764.82	1,814.61	4.05	234.97
	Finance cost	II.5	37.26	17.85	16.18	38.46
	Depreciation and amortization	I.10	91.73	116.63	0.09	0.25
	Other expenses	II.6	948.65	1,777.27	49.83	87.91
	<b>Total expenses</b>		<b>2,855.50</b>	<b>3,737.92</b>	<b>70.15</b>	<b>361.59</b>
V	Profit before exceptional items and extraordinary items and tax		<b>-234.58</b>	<b>22.39</b>	<b>6.38</b>	<b>163.47</b>
VI	Exceptional Items and extra ordinary item		-	-	-	-
VII	<b>Profit/(Loss) before Tax (V-VI)</b>		<b>-234.58</b>	<b>22.39</b>	<b>6.38</b>	<b>163.47</b>
	Tax expenses:					
	- Current Tax		-	12.69	3.40	27.29
	- Tax adjustments for earlier year		2.38	-	0.83	0.50
	- MAT Credit Entitlement		-	-	-	-14.84
	- Deferred Tax		-65.26	-6.36	0.70	33.45
VIII	<b>Total tax expenses</b>		<b>-62.88</b>	<b>6.33</b>	<b>4.93</b>	<b>46.40</b>
IX	<b>Profit/(Loss) for the period (VII-VIII)</b>		<b>-171.70</b>	<b>16.06</b>	<b>1.45</b>	<b>117.07</b>
X	Earnings per Equity Share:	II.7				
	Number of Share					
	(1) Basic (Rs.)		-2.84*	0.29	0.16	13.61
	(2) Diluted (Rs.)		-2.84*	0.29	0.16	13.61

\*EPS Not Annualized

Note : Please refer "Reasons for Loss in the period ended on December 31, 2023" on page number 18 of this Draft Redd Herring Prospectus.



**Restated Statement of Cash Flows**

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	For the year/ period ended on			
	31-12-23	31-03-23	31-03-22	31-03-21
<b>A. Cash Flow from Operating Activities</b>				
Profit Before Tax	-234.58	22.39	6.38	163.47
Adjustment For:				
Depreciation & Amortization	91.73	116.63	0.09	0.25
Loss/(Profit) on Sale of PPE and intangible assets	0.58	-0.13	-	-
Liabilities Written back	-	-0.43	-	-
Unrealised Foreign exchange (gain)/loss	-0.19	-	-	-
PPE and intangible assets Written Off	-	-	-	4.18
Bad Debt written off	-	-	-	16.31
Interest Expenses	37.26	17.85	16.18	38.46
Interest Income	-0.07	-0.11	-0.68	-0.86
Operating profit before working capital changes	<b>-105.27</b>	<b>156.20</b>	<b>21.97</b>	<b>221.80</b>
Adjustments For:				
(Increase)/Decrease in Trade Receivable	-635.69	-473.15	53.52	-3.31
(Increase)/decrease in Loans, advances and other assets	-87.44	-25.43	41.08	3.98
Increase/(decrease) in Trade Payable	153.76	116.80	0.90	-8.18
Increase/(decrease) in Current Liabilities & Provisions	-34.64	238.70	-74.74	-14.87
Cash Generated from operations	<b>-709.29</b>	<b>13.12</b>	<b>42.73</b>	<b>199.43</b>
Less: Direct Tax Paid	-216.03	280.09	3.40	27.29
Less: Tax Adjustment for earlier years	2.38	-	0.83	0.50
<b>Net Cash Flow from Operating Activities (A)</b>	<b>-495.64</b>	<b>-266.97</b>	<b>38.50</b>	<b>171.63</b>
<b>B. Cash Flow From Investing Activities</b>				
Purchase of PPE and intangible assets	-70.61	-591.07	-	-
Proceeds from Sale of PPE and intangible assets	2.93	0.13	-	-
Increase/(decrease) in Payable towards BTA	-	381.03	-	-
Interest Income	0.07	0.11	0.68	0.86
(Increase)/Decrease in Capital Advances	-1,015.00	-	-	-
Fixed Deposit placed with banks having original maturity over three months- closing	-0.76	-1.48	-1.86	-15.40
Fixed Deposit with banks matured having original maturity over three months- opening	1.48	1.71	15.40	13.46
<b>Net Cash flow from Investing Activities</b>	<b>-1,081.89</b>	<b>-209.59</b>	<b>14.22</b>	<b>-1.08</b>
<b>C. Cash flow from Financing Activities</b>				
Proceeds (Repayment) of short term borrowings	552.67	280.00	(344.12)	(61.30)
Proceeds (Repayment) of Long term borrowings	1,015.00	-	-	-
Increase of share Capital	-	269.01	250.26	-
Expenses for Proposed Initial Public Offer	(13.45)	(15.13)	-	-
Interest Paid	(37.26)	(17.85)	(16.18)	(38.45)
<b>Net cash generated from/(used in) financing activities</b>	<b>1,516.96</b>	<b>516.03</b>	<b>-110.04</b>	<b>-99.75</b>
<b>D. Increase/(decrease) in cash and cash equivalent (A+B+C)</b>	<b>-60.57</b>	<b>39.48</b>	<b>-57.31</b>	<b>70.79</b>
Add: Cash & Cash Equivalent at the beginning of the year	60.75	21.27	78.58	7.79
<b>E. Cash &amp; Cash Equivalent at the end of the year</b>	<b>0.18</b>	<b>60.75</b>	<b>21.27</b>	<b>78.58</b>
Components of Cash & Cash Equivalents				
Cash on hand	-	-	-	0.08
Balances with banks	0.18	60.75	21.27	78.50
<b>Total cash &amp; cash equivalents</b>	<b>0.18</b>	<b>60.75</b>	<b>21.27</b>	<b>78.58</b>
Add: Fixed Deposit with banks having original maturity over three months	0.76	1.48	1.71	12.72
<b>Cash &amp; cash equivalents (Note I.15)</b>	<b>0.94</b>	<b>62.23</b>	<b>22.98</b>	<b>91.30</b>

## GENERAL INFORMATION

Our Company was originally incorporated as a public company under the Companies Act, 1956 in the name and style of “JKT Consulting Limited” bearing Corporate Identification Number U74140DL2007PLC160160 dated March 06, 2007, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently the name of our Company was changed to “Dienstentech Limited” pursuant to fresh certificate of incorporation issued by the Registrar of Companies, Delhi, dated May 11, 2021.

### Brief Information on Company and Issue

<b>Registered Office</b>	Address : 7 <sup>th</sup> Floor, A-2, L.S.C., Masjid Moth, Greater Kailash-II, New Delhi - 110048 Tel: 011-40562187, Fax: N.A., Website: <a href="http://www.dienstentech.com">www.dienstentech.com</a> , E-mail : <a href="mailto:cs@jkdtl.com">cs@jkdtl.com</a>
<b>Corporate Office</b>	Address : F-3, Sector-3, Noida, Uttar Pradesh - 201301 Tel : 0120-4606200/6300, Fax: N.A. Email : <a href="mailto:cs@jkdtl.com">cs@jkdtl.com</a>
<b>Date of Incorporation</b>	March 06, 2007
<b>Company Registration Number</b>	U74140DL2007PLC160160
<b>Company Category</b>	Company Limited by Shares
<b>Registrar of Company</b>	Registrar of Companies, NCT Delhi and Haryana 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019 Phone: 011-26235707, 26235708, 26235709; Fax: 011-26235702 Email: <a href="mailto:roc.delhi@mca.gov.in">roc.delhi@mca.gov.in</a>
<b>Company Secretary and Compliance Officer</b>	Ms. Vibha Wadhva Address : 7 <sup>th</sup> Floor, A-2, L.S.C., Masjid Moth, Greater Kailash-II, New Delhi - 110048 Tel: 011-40562187, Fax: N.A., Website: <a href="http://www.dienstentech.com">www.dienstentech.com</a> , E-mail : <a href="mailto:cs@jkdtl.com">cs@jkdtl.com</a>
<b>Chief Financial Officer</b>	Mr. Sumant Kuthiala Address : 7 <sup>th</sup> Floor, A-2, L.S.C., Masjid Moth, Greater Kailash-II, New Delhi - 110048 Tel: 011-40562187, Fax: N.A., Website: <a href="http://www.dienstentech.com">www.dienstentech.com</a> , E-mail : <a href="mailto:sumant.kuthiala@jkdtl.com">sumant.kuthiala@jkdtl.com</a>
<b>Designated Stock Exchange</b>	National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 Website: <a href="http://www.nseindia.com">www.nseindia.com</a>

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

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

<b>BOOK RUNNING LEAD MANAGER TO THE ISSUE</b>	<b>REGISTRAR TO THE ISSUE</b>
<p><b>Corporate Professionals Capital Private Limited</b>  CIN: U74899DL2000PTC104508  SEBI Registration No.: INM000011435  Address : D-28, South Extension Part-1, New Delhi-110049, India  Tel: 011-40622230/ 40622200;  Email: <a href="mailto:dtl.ipo@indiacp.com">dtl.ipo@indiacp.com</a>;  Investor grievance e-mail: <a href="mailto:mb@indiacp.com">mb@indiacp.com</a>  Website: <a href="http://www.corporateprofessionals.com">www.corporateprofessionals.com</a>  Contact person: Ms. Anjali Aggarwal</p>	<p><b>KFin Technologies Limited</b>  CIN : L72400TG2017PLC117649  SEBI Registration Number:INR000000221  Address : Selenium Tower B, Plot 31 &amp; 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi-500032, Telangana, India  Telephone:+91 4067162222/18003094001  E-mail : <a href="mailto:dtl.ipo@kfintech.com">dtl.ipo@kfintech.com</a>;  Investor Grievance ID: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>  Website: <a href="http://www.kfintech.com">www.kfintech.com</a>  Contact Person: Mr. M. Murali Krishna</p>
<b>PRINCIPAL BANKERS TO THE COMPANY</b>	<b>LEGAL ADVISOR TO THE COMPANY</b>
<p><b>ICICI Bank Limited</b>  Address : ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara-390007  Tel: +91-265-6722286; Fax: N.A.  Email: <a href="mailto:rahul.sr@icicibank.com">rahul.sr@icicibank.com</a>,  <a href="mailto:astha.chauhan@icicibank.com">astha.chauhan@icicibank.com</a>  Contact Person : Mr. Rahul Srivastava  Website: <a href="http://www.icicibank.com">www.icicibank.com</a></p>	<p><b>M/s MV Kini, Law Firm</b>  Address :Kini House, 6/39, Jangpura-B, New Delhi - 110014  Tel: + 91-11-24371038/39/40, +91-9899016169  Facsimile: +91-11-24379484  Email: <a href="mailto:corporatedelhi@mvkini.com">corporatedelhi@mvkini.com</a>  Contact Person: Ms. Vidisha Krishan</p>
<b>MARKET MAKER</b>	<b>BANKER TO THE ISSUE &amp; SPONSOR BANK</b>
<p>[•]</p>	<p>ICICI Bank Limited  SEBI Registration Number: INBI000000004  Address: Capital Market Division, 5<sup>th</sup> Floor, HT Parekh Marg, Churchgate, Mumbai-400020  Tele. No.:022- 68052182  Fax No. : NA  E-mail: <a href="mailto:ipocmg@icicibank.com">ipocmg@icicibank.com</a>  Website: <a href="http://www.icicibank.com">www.icicibank.com</a>  Contact Person: Mr. Varun Badai</p>
<b>STATUTORY AUDITORS OF THE COMPANY</b>	<b>PEER REVIEW AUDITOR OF THE COMPANY*</b>
<p><b>M/s S. R. Dinodia &amp; Co. LLP</b>  Address: K-9, Connaught Place, New Delhi-110001  Tel. No: 011-43703300; Fax No.: NA  Email: <a href="mailto:srdinodia@srdinodia.com">srdinodia@srdinodia.com</a>  Website: <a href="http://www.srdinodia.com">www.srdinodia.com</a>  Contact Person: Mr. Sandeep Dinodia  FRN : 001478N/N500005  Membership No, : 083689</p>	<p><b>M/s V. N. Purohit &amp; Co. (Chartered Accountants)</b>  Address: 214, New Delhi House, 2<sup>nd</sup> Floor, 27 Barakhamba Road, New Delhi-110001  Tel. No.: +91 11 43596011  Email: <a href="mailto:delhi@vnp.in">delhi@vnp.in</a>; Website: <a href="http://www.vnpaudit.com">www.vnpaudit.com</a>  Contact Peron: Mr. O. P. Pareek  FRN: 304040E  Membership No.: 014238  Peer Review Reg. No. : 012784</p>

*\*In accordance with the SEBI ICDR Regulations, we have appointed M/s. V. N. Purohit & Co. (Chartered Accountants), (FRN: 304040E) as Peer Review Auditor for restatement of financial statements for the year ended March 31, 2023, March 31, 2022, and March 31, 2021 and for stub period ending on December 31, 2023.*

## DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

#	Name	Age	DIN	Designation	Address
1.	Mr. Abhishek Singhania	50	00087844	Director	J. K. House-3, Barakhamba Road, New Delhi, Delhi, India- 110001
2.	Mr. Sanjay Kumar Jain	57	01014176	Director	263 SFS Hauz Khas Appt. Hauz Khas, New Delhi- 110016
3.	Mr. Vipul Prakash	50	01334649	Managing Director	204/1, Neb Valley, Sainik Farms, Neb Sarai, New Delhi -110068
4.	Mr. Satish Chandra Gupta	79	01595040	Director	B-47, Sector-36, Gautam Buddha Nagar, Noida, Uttar Pradesh-201301
5.	Ms. Sunaina Primlani Gera	53	07763740	Independent Director	Bungalow No. A-9, Padma Vilas Enclaves, Wanowari, Pune, Maharashtra-411040
6.	Ms. Kanika Vaswani	46	09321205	Independent Director	H.No-75 Ground Floor, Vinoba Puri, Lajpat Nagar-2, South Delhi, New Delhi- 110024
7.	Mr. Manoj Kumar	55	10277198	Director	C2C-204- C-2C Block, Pocket-2, Janakpuri B-1, Rajouri Garden, New Delhi- 110058

*For further details of our Directors, please refer chapter titled “Our Management” beginning on page 120 of this Draft Red Herring Prospectus.*

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

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

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

**SELF-CERTIFIED SYNDICATE BANKS**

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

**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=yes&intmId=41>

**SYNDICATE SCSB BRANCHES**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI

(<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism, is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

**REGISTERED BROKERS**

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

**BROKERS TO THE ISSUE**

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

**REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS**

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

**COLLECTING DEPOSITORY PARTICIPANTS**

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

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

Since Corporate Professionals Capital Private Limited is the sole Book Running Lead Manager to this Issue, a statement of inter-se allocation of responsibilities amongst Book Running Lead Manager is not required.

**CREDIT RATING**

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

**IPO GRADING**

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

**EXPERT OPINION**

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

Our Company has received written consents dated February 12, 2024, and February 15, 2024, from Peer Review Auditor namely, M/s V.N. Purohit & Co., Chartered Accountants and M/s MV Kini, Law Firm, respectively, to include their name in the Offer Document. The Peer Review Auditor M/s V.N. Purohit & Co., Chartered Accountants has given their expert opinion, as included in this offer document, in relation to the Restated Financial Information, the examination report dated February 12, 2024, on the same, and the statement of Special Tax Benefits dated February 12, 2024. Further, M/s MV Kini, Law Firm has given their expert opinion, as included in this offer document, in relation to the Outstanding Litigations and Material Developments, Government and other approvals and Other regulatory and statutory disclosures, dated February 23, 2024. Aforementioned consents have not been withdrawn as on the date of this Offer Document. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

**DEBENTURE TRUSTEE**

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

**GREEN SHOE OPTION**

No Green Shoe Option is applicable for this Issue.

**APPRAISAL AND MONITORING AGENCY**

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

**BOOK BUILDING PROCESS**

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Draft Red Herring Prospectus/ Red Herring Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLM, and will be advertised in [●] editions of the English national newspaper, [●] editions of the Hindi national newspaper, and [●] editions in Regional newspaper where our Registered Office is located, each with wide circulation, at least two working days prior to the Bid/ Offer Opening Date. The Offer Price shall be finalized after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Offer through UPI in the ASBA process. 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/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.

Each Bidder by submitting a Bid in Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company has appointed the BRLM to manage this Issue and procure Bids for this Issue. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Offer.

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

For further details, please refer to the chapters titled “Issue Structure” and “Issue Procedure” beginning on pages 285 and 243, respectively of this Draft Red Herring Prospectus.

## **ILLUSTRATION OF BOOK BUILDING PROCESS AND THE PRICE DISCOVERY PROCESS**

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled “Issue Procedure” on page 243 of this Draft Red Herring Prospectus.

## **UNDERWRITING AGREEMENT**

Our Company and BRLM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

<b>Name, Address, Telephone, Fax, and Email of the Underwriter</b>	<b>Indicative No. of Equity Shares to be Underwritten</b>	<b>Amount Underwritten (Rs. in Lakh)</b>	<b>% of the Total Issue Size Underwritten</b>
[●] Address: [●] Telephone: [●] Email: [●] Website: [●] Contact Person: Mr. [●] SEBI Registration No. [●]	[●]	[●]	[●]

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

## FILING OF DRAFT RED HERRING PROSPECTUS

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

A copy of the Red Herring Prospectus and Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be filed with the Registrar of Companies, Delhi situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019 at least (3) three working days prior from the date of opening of the Issue.

## CHANGE IN THE AUDITOR DURING LAST 3 YEARS

Except as stated below, there have been no changes in our Company's auditors in the last three (3) years.

Details of Auditor	Date of Change	Reason for Change
<b>M/s SNMG &amp; Co.</b> Address: F-378, Sarita Vihar, New Delhi- 110076 Tel: 011- 29948663/29948664 Email : <a href="mailto:gargrk58@gmail.com">gargrk58@gmail.com</a> Website : <a href="http://snmg.co.in/">http://snmg.co.in/</a> FRN : 04921N Contact Person : Rakesh Kumar	August 17, 2022	Due to internal restructuring of the Auditor Firm.
<b>M/s SR Dinodia &amp; Co. LLP</b> Address: K-9, Connaught Place, New Delhi-110001 Tel. No: 011-43703300 Fax No.: 011-41513666 Email: <a href="mailto:srdinodia@srdinodia.com">srdinodia@srdinodia.com</a> Website: <a href="http://www.srdinodia.com">www.srdinodia.com</a> Contact Person: Mr. Sandeep Dinodia FRN : 001478N/N500005	September 09, 2022	Appointment as Statutory Auditor of the Company for period of April 1, 2022 to March 31, 2023
	September 26, 2022	Appointment as Statutory Auditor of the Company for period of April 1, 2022 to March 31, 2027

## WITHDRAWAL OF THE ISSUE

Our company in consultation with the BRLM, reserves the right to not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform NSE Emerge on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from NSE Emerge, which our Company shall apply for after Allotment. If our Company withdraws the Issue



after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus.

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

Our Company and the Book Running Lead Manager have entered into a tripartite agreement dated [●] with [●], the Market Maker for this Issue, duly registered with NSE to fulfill the obligations of Market Making.

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE Emerge and SEBI from time to time.
3. The minimum depth of the quote shall be Rs.1,00,000. However, the investors with holdings of value less than Rs.1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. On the first day of the listing, there will be pre-opening session (call auction) and 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.
7. The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager 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 Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market

Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Makers:** SME Platform of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value- At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** SME Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Makers from time to time.

11. **Price Band and Spreads:**

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

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 Rs. 20 Crore	25%	24%
Rs.20 Crore to Rs.50 Crore	20%	19%
Rs.50 Crore To Rs.80 Crore	15%	14%
Above Rs.80 Crore	12%	11%

The Marketing 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.

*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.*

## CAPITAL STRUCTURE

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

**Rs. in Lakhs except per share amount**

#	Particulars	Aggregate nominal value	Aggregate value at Offer Price
A.	<b>Authorised Share Capital</b>		
	1,00,00,000 Equity Shares of Rs.10/- each	1,000.00	-
B.	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	60,52,646 Equity Shares of Rs.10/- each	605.26	-
C.	<b>Present Issue in terms of the Draft Red Herring Prospectus</b>		
	Offer of 22,08,000* Equity Shares of Face Value Rs.10/- each at a Price of Rs.[●]/-per Equity Share	220.80	[●]
	<b>Consisting of:</b>		
	<b>C.1 - Reservation for Market Maker</b>		
	1,10,400* Equity Shares of Rs.10/- each at a price of Rs. [●]/- per Equity Share reserved as Market Maker Portion.	11.04	110.40
	<b>C.2 - Net Issue to the Public</b>		
	20,97,600* Equity Shares of Rs.10/- each at a price of Rs. [●]/- per Equity Share.	209.76	2,097.60
	<b>Out of the Net Issue to the Public</b>		
	<b>C.2.1. - Allocation to Qualified Institutional Buyer:</b>		
	[●] Equity Shares of Rs.10/- each at a price of Rs. [●] per Equity Share.	[●]	[●]
	<b>Of Which:</b>		
	<b>a. Anchor Investor Portion</b>		
	Upto [●] Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakhs	[●]	[●]
	<b>b. Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)</b>		
	Upto [●] Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakhs.	[●]	[●]
<b>Of Which:</b>			
<b>i. Available for allocation to Mutual Funds only (5% of the Net QIB Portion)</b>			
Upto [●] Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakhs	[●]	[●]	
<b>ii. Balance of QIB Portion for all QIBs including Mutual Funds</b>			
Upto [●] Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakhs	[●]	[●]	
<b>C.2.2. - Allocation to Retail Individual Investors</b>			
[●] Equity Shares of Rs.10/- each at a price of Rs. [●] /- per Equity Share shall be available for allocation for Investors applying for a	[●]	[●]	

	value of up to Rs.2.00 Lakhs.		
	<b>C.2.3. - Allocation to Non-Institutional Investors</b>		
	[●] Equity Shares of Rs.10/- each at a price of Rs. [●] /- per Equity Share shall be available for allocation for Investors applying for a value of above Rs.2.00 Lakhs.	[●]	[●]
<b>D.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	82,60,646* Equity Shares of Rs. 10/- each	826.06	NA
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		-
	After the Issue		[●]

\*Number of Shares to be issued may vary depending upon the adjustment of Lot Size upon finalization of Issue Price and Basis of Allotment.

The present issue has been authorized by our Board of Directors vide a resolution passed at its meeting held on dated January 29, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on January 29, 2024.

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

## NOTES TO THE CAPITAL STRUCTURE

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

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

S. N.	Date	No. of Shares	Face Value (in Rs.)	Cumulative No. of Shares	Cumulative Authorised Share Capital (in Rs.)	Whether AGM/EGM
1.	On Inception	5,00,000	10	5,00,000	50,00,000	N. A.
2.	March 25, 2008	5,00,000	10	10,00,000	1,00,00,000	EGM
3.	March 10, 2022	90,00,000	10	1,00,00,000	10,00,00,000	EGM

### 2. History of Equity Share Capital of our Company

Note	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)	Cumulative Securities premium (Rs.)
I.	On Inception	50,000	10	10	Cash	Subscription to MOA	50,000	5,00,000	Nil
II.	August 22, 2007	3,50,000	10	10	Cash	Preferential Allotment	4,00,000	40,00,000	Nil
III.	December	60,000	10	10	Other	Preferential	4,60,000	46,00,000	Nil

Not e	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)	Cumulative Securities premium (Rs.)
	28, 2007				than Cash	Allotment for Professional Services			
IV.	March 25, 2008	4,00,000	10	10	Cash	Preferential Allotment	8,60,000	86,00,000	Nil
V.	March 29, 2022	25,02,583	10	10	Cash	Rights Issue	33,62,583	3,36,25,830	Nil
VI.	May 30, 2022	26,90,063	10	10	Cash	Rights Issue	60,52,646	6,05,26,460	Nil

**Note:**

- I. Initial Subscribers to Memorandum of Association hold 50,000 Equity Shares each of face value of Rs.10/- fully paid up at issue price of Rs.10/- each, as per the details given below:

S. N.	Name of Allottees	No. of Shares Allotted
1.	Mr. Abhishek Singhania	44,000
2.	Mr. Satish Chandra	1,000
3.	Mr. Shyam Verma	1,000
4.	Mr. Rajender Kumar Kamra	1,000
5.	Mr. Yuvraj Bahadur	1,000
6.	Mr. Rajiv Mittal	1,000
7.	Mr. Purendra Kishore	1,000
	<b>Total</b>	<b>50,000</b>

- II. The Company thereafter allotted 3,50,000 Equity shares of at issue price of Rs.10/- each, for cash consideration on August 22, 2007 by way of preferential allotment as per the details given below:

S. N.	Name of Allottees	No. of Shares Allotted
1.	JK Technosoft Limited	3,50,000
	<b>Total</b>	<b>3,50,000</b>

- III. The Company thereafter allotted 60,000 Equity shares at issue price of Rs.10/- each, for consideration other than cash against Professional Services by Mr. Purendra Kishore on December 28, 2007 by way of preferential allotment as per the details given below:

S. N.	Name of Allottees	No. of Shares Allotted
1.	Mr. Purendra Kishore	60,000
	<b>Total</b>	<b>60,000</b>

- IV. The Company thereafter allotted 4,00,000 Equity shares at issue price of Rs.10/- each, for cash consideration on March 25, 2008 by way of preferential allotment as per the details given below:

S. N.	Name of Allottees	No. of Shares Allotted
1.	JK Technosoft Limited	4,00,000
	<b>Total</b>	<b>4,00,000</b>

- V. The Company thereafter allotted 25,02,583 Equity shares at issue price of Rs.10/- each, for cash consideration on March 29, 2022 by way of Rights Issue of Shares as per the details given below:

S. N.	Name of Allottees	No. of Shares Allotted
1.	JK Traders Limited	14,26,557
2.	Mr. Vipul Prakash	4,62,355
3.	Ms. Tina Prakash	4,62,355
4.	Mr. Manoj Kumar	67,252
5.	Mr. Sanjay Kumar Jain	42,032
6.	Mr. Maneesh Mansingka	42,032
	<b>Total</b>	<b>25,02,583</b>

- VI. The Company thereafter allotted 26,90,063 Equity shares at issue price of Rs.10/- each, for cash consideration on May 30, 2022 by way of Rights Issue as per the details given below:

S. N.	Name of Allottees	No. of Shares Allotted
1.	JK Traders Limited	18,29,241
2.	Mr. Vipul Prakash	3,69,884
3.	Ms. Tina Prakash	3,69,884
4.	Mr. Manoj Kumar	53,802
5.	Mr. Sanjay Kumar Jain	33,626
6.	Mr. Maneesh Mansingka	33,626
	<b>Total</b>	<b>26,90,063</b>

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### 3. Shareholding of the Promoters of our Company

As on the date of this Draft Red Herring Prospectus, our Promoters – JK Traders Limited, Mr. Vipul Prakash, Ms. Tina Prakash and Mr. Abhishek Singhania holds total 57,80,271 Equity Shares representing 95.50% of the pre-issue paid up share capital of our Company.

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

Date of Allotment / acquisition / transaction and when made fully paid up	Nature of acquisition (Allotment/ Disposal/ Acquisition)	Number of Equity Shares	Face Value per Equity Share (in Rs.)	Issue/ Transfer price per Equity Share (in Rs.)	Consideration (cash/ other than cash)	Name of Transferor / Transferee	% of pre issue capital of Cumulative Shares	% of post issue capital of Cumulative Shares
<b>JK Traders Limited</b>								
29-03-2022	Rights Issue	14,26,557	10	10	Cash	-	23.57	17.29
29-03-2022	Acquisition	8,59,994	10	10	Cash	JK Technosoft Limited	37.78	27.71
30-05-2022	Rights Issue	18,29,241	10	10	Cash	-	68.00	49.87
<b>Mr. Vipul Prakash</b>								
29-03-2022	Rights Issue	4,62,355	10	10	Cash	-	7.64	5.60
30-05-2022	Rights Issue	3,69,884	10	10	Cash	-	13.75	10.08
<b>Mr. Abhishek Singhania</b>								
06-Mar-2007	Incorporation	44,000	10	10	Cash	-	0.73	0.53
31-Aug-2009	Disposal	(44,000)	10	10	Cash	JK Technosoft Limited	-	-
31-Aug-2009	Acquisition *	1	Nil	Nil	-	JK Technosoft Limited	-	-
<b>Ms. Tina Prakash</b>								
29-03-2022	Rights Issue	4,62,355	10	10	Cash	-	7.64	5.60
30-05-2022	Rights Issue	3,69,884	10	10	Cash	-	13.75	10.08

\* One share was held by Mr. Abhishek Singhania in representative capacity, being JK Technosoft Limited acting as beneficial owners for this One Share. Pursuant to a Share Transfer Agreement dated March 29, 2022 JK Technosoft Limited has transferred its shareholding i.e., 8,59,994 Equity Shares of the Company to JK Traders Limited, and resulting in Mr. Abhishek Singhania becoming registered and beneficial owner of this One Share w.e.f. March 29, 2022.

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

#### 4. Our shareholding pattern

The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this Draft Red Herring Prospectus:

Category Code	Category of shareholder	No. Of shareholder	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding as a % of total no. of shares (calculated as per SCR R, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Under lying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total share s held (B)	No. (a)	As a % of total share s held (B)	
								Class X	Class Y	Total								
I	II	III	IV	V	VI	VII= IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV
(A)	Promoters and Promoter Group	4	57,80,271	-	-	57,80,271	95.50	57,80,271	-	57,80,271	95.50	-	95.50	-	-	-	-	57,80,271
(B)	Public	8	2,72,375	-	-	2,72,375	4.50	2,72,375	-	2,72,375	4.50	-	4.50	-	-	-	-	2,72,371
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>12</b>	<b>60,52,646</b>	-	-	<b>60,52,646</b>	<b>100</b>	<b>60,52,646</b>	-	<b>60,52,646</b>	<b>100</b>	-	<b>100</b>	-	-	-	-	<b>60,52,642</b>

\*As on the date of this Draft Red Herring Prospectus, 1 Equity Shares holds 1 vote.



Note:

- PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.
  - Our Company will file the shareholding pattern of the Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.
  - All Pre-IPO equity shares of our company will be locked-in as per the regulations of SEBI ICDR Regulations prior to listing of shares on EMERGE Platform of NSE.
  - In terms of regulation 230(1)(d) of SEBI ICDR Regulation, all specified securities held by promoters are in dematerialized form.
5. As on the date of this Draft Red Herring Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.
6. Following are the details of the holding of securities of persons belonging to the category “Promoter and Promoter Group” and public before and after the Issue:

#	Name of share holder	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
<b>Promoters</b>					
1	J.K. Traders Limited	41,15,792	68.00	41,15,792	49.82
2	Mr. Vipul Prakash	8,32,239	13.75	8,32,239	10.07
3	Mr. Abhishek Singhania	1	Negligible	1	Negligible
4	Ms. Tina Prakash	8,32,239	13.75	8,32,239	10.07
<b>Total - A</b>		<b>57,80,271</b>	<b>95.50</b>	<b>57,80,271</b>	<b>69.97</b>
<b>Promoter Group</b>					
-	-	-	-	-	-
<b>Total - B</b>		-	-	-	-
<b>Public</b>					
5	Mr. Manoj Kumar	1,21,054	2.00	1,21,054	1.47
6	Mr. Maneesh Mansingka	75,658	1.25	75,658	0.92
7	Mr. Sanjay Kumar Jain	75,658	1.25	75,658	0.92
8	Mr. Satish Chandra Gupta	1	Negligible	1	Negligible
9	Mr. Shyam Verma	1	Negligible	1	Negligible
10	Mr. R.K. Kamra	1	Negligible	1	Negligible
11	Mr. Yuvraj Bahadur	1	Negligible	1	Negligible
12	Mr. Rajiv Mittal	1	Negligible	1	Negligible
13	IPO	-	-	22,08,000	26.73
<b>Total-C</b>		<b>2,72,375</b>	<b>4.50</b>	<b>24,80,375</b>	<b>29.73</b>
<b>Grand Total (A+B+C)</b>		<b>60,52,646</b>	<b>100.00</b>	<b>82,60,646</b>	<b>100.00</b>

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
J. K. Traders Limited	41,15,792	10
Mr. Vipul Prakash	8,32,239	10

Mr. Abhishek Singhania	1	10
Ms. Tina Prakash	8,32,239	10

#### 8. Details of Major Shareholders:

(A) List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date of this Draft Red Herring Prospectus :

#	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	J. K. Traders Limited	41,15,792	68.00
2.	Mr. Vipul Prakash	8,32,239	13.75
3.	Mrs. Tina Prakash	8,32,239	13.75
4.	Mr. Manoj Kumar	1,21,054	2.00
5.	Mr. Maneesh Mansingka	75,658	1.25
6.	Mr. Sanjay Kumar Jain	75,658	1.25
	<b>Total</b>	<b>60,52,640</b>	<b>99.99</b>

(B) List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date two years prior to the date of this Draft Red Herring Prospectus :

#	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	JK Technosoft Limited	8,59,994	99.99
	<b>Total</b>	<b>8,59,994</b>	<b>99.99</b>

(C) List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date one year prior to the date of this Draft Red Herring Prospectus :

#	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	JK Technosoft Limited	8,59,994	99.99
	<b>Total</b>	<b>8,59,994</b>	<b>99.99</b>

(D) List of Shareholders holding 1% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Draft Red Herring Prospectus :

#	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	J. K. Traders Limited	41,15,792	68.00
2.	Mr. Vipul Prakash	8,32,239	13.75
3.	Mrs. Tina Prakash	8,32,239	13.75
4.	Mr. Manoj Kumar	1,21,054	2.00
5.	Mr. Maneesh Mansingka	75,658	1.25
6.	Mr. Sanjay Kumar Jain	75,658	1.25
	<b>Total</b>	<b>60,52,640</b>	<b>99.99</b>

\*The Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus.

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

9. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.
10. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price.
11. 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 have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
12. We have 12 (Twelve) shareholders as on the date of filing of the Draft Red Herring Prospectus.
13. As on the date of this Draft Red Herring Prospectus, our Promoters, Promoters Group and directors of our corporate promoter, hold total 58,55,930 Equity Shares representing 96.75% of the pre-issue paid up share capital of our Company.
14. There are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our directors and their immediate relatives within six months immediately preceding the date of filing of the Draft Red Herring Prospectus.
15. The members of the Promoters Group, the directors of our body corporate promoter, our Directors and the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing this Draft Red Herring Prospectus.
16. **Details of Promoter's Contribution locked in for three years:**  
As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, an aggregate of 20% of the post-Issue Capital shall be considered as Promoter's Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20% of the post-issue Equity Share Capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Draft Red Herring Prospectus until the completion of the lock-in period specified above.

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

*Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are*

*proposed to be utilised as stated in the offer document, is expected to commence.*

We further confirm that Minimum Promoters' Contribution of 20% 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 specified minimum lot 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 the Equity Shares held by our Promoters, which are locked in for a period of three years from the date of Allotment in the Offer are given below: -

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

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

We confirm that the minimum Promoters' contribution of 20% which is subject to lock-in for three years does/will not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;
- Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

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

***Equity Shares locked-in for one year***

As per the provisions of Regulation 238 (a) of SEBI (ICDR) Regulations, in addition to above Equity Shares that are locked-in for three years as the minimum Promoters' contribution, the balance pre-Issue Equity Share capital of our Company, i.e. [●] Equity Shares shall be locked in for a period of one year from the date of allotment in the Public Issue. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

***Pledge of Locked in Equity Shares:***

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

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

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

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

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

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

17. Our Company, our Promoters, our Directors and the Book Running Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
18. Except as detailed below our Company has not issued shares for consideration other than cash or out of revaluation of reserves, at any point of time since Incorporation.

Allotment of 60,000 equity shares for consideration other than cash against Professional Services by Mr.Purendra Kishore on December 28, 2007 by way of preferential allotment as per the details given

below:

<b>Date</b>	<b>Name of Allottees</b>	<b>No. of Shares Allotted</b>	<b>Face Value (Rs.)</b>	<b>Issue Price (Rs.)</b>	<b>Reasons for the Issue</b>	<b>Benefits accrued to the issuer</b>
December 28, 2007	Mr. Purendra Kishore	60,000	10	10	For Providing know-how and Strategic Management	Stability & Growth of Business

19. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.
20. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
21. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
22. There are no safety net arrangements for this public Offer.
23. An oversubscription to the extent of 10% of the Net Offer can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment.
24. 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 financial instruments into our Equity Shares.
25. All the Equity Shares of our Company are fully paid up as on the date of the Draft Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
26. As per RBI regulations, OCBs are not allowed to participate in this Issue.
27. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
28. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
29. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and NSE.
30. The Issue is being made through Book Building Method.

31. Book Running Lead Manager to the Issue viz. Corporate Professionals Capital Private Limited and its associates do not hold any Equity Shares of our Company.
32. Our Company has not raised any bridge loan against the proceeds of this Issue.
33. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
34. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
35. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this Draft Red Herring Prospectus, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
36. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
37. Our Promoters and the members of our Promoter Group will not participate in this Issue.
38. Our Company has not made any public issue since its incorporation.
39. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
40. For the details of transactions by our Company with our Promoter Group, Group Companies during the last three Fiscals i.e. 2021, 2022 and 2023, please refer to paragraph titled “*Related Party Transaction*” in the chapter titled ‘*Financial Information*’ beginning on page 157 of this Draft Red Herring Prospectus.
41. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “*Our Management*” beginning on page 120 of this Draft Red Herring Prospectus.

## OBJECTS OF THE ISSUE

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

### The objects of the Issue are:-

1. Payment of liability raised against outstanding payment of consideration for “Professional Services and Training Division” business acquired from J K Technosoft Limited, vide Business Transfer Agreement Dated April 30, 2022.
2. To meet out the Working Capital requirements of the Company;
3. To meet out the General Corporate Purposes; and
4. To meet out the Issue Expenses.

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

### Issue Proceeds:

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

(Rs. in lakhs)

Particulars	Amount
Gross Proceeds from this Issue	[●]
Less: Estimated Issue related expenses	[●]
<b>Total Net Proceeds</b>	<b>[●]</b>

### Fund Requirements

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

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

S. N.	Particulars	Amount (In Rs. Lakh)
1	Payment of liability raised against outstanding payment of consideration for “Professional Services and Training Division” business acquired from J K Technosoft Limited, vide Business Transfer Agreement Dated April 30, 2022.	381.03
2	Working Capital Requirement	1,176.97
3	General Corporate Purposes	[●]
4	Issue Expenses*	[●]
	<b>Total</b>	<b>[●]</b>



*\*The Company has received the Sources and Deployment Funds Certificate dated February 23, 2024, from M/s. S.R. Dinodia & Co. LLP, Chartered Accountants. The certificate states that the Company has deployed amounts aggregating Rs.28.78 Lakh till February 13, 2024 towards Issue Expenses.*

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

*\*The Company has received the certificate dated February 23, 2024 from M/s. S.R. Dinodia & Co. LLP, Chartered Accountants, confirming the availability of existing identifiable internal accruals to meet out the fund requirements for above mentioned objects, excluding the amount to be raised from the proposed Issue.*

***The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.***

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.

### **Details of Utilization of Issue Proceeds**

#### **1. Payment of liability raised against outstanding payment of consideration for “Professional Services and Training Division” business acquired from J K Technosoft Limited, vide Business Transfer Agreement Dated April 30, 2022.**

Our Company has acquired Professional Services and Training Division of JK Technosoft Limited vide Business Transfer Agreement (“BTA”) dated April 30, 2022 with effect from April 01, 2022. The business has been valued Rs. 567 Lakh vide valuation report dated April 30, 2022, provided by Registered Valuer Kzen Valtech Private Limited.

As per the abovementioned agreement, available as material agreement in the Chapter “Material Agreement” on page 303 of this Draft Red Herring Prospectus, the payments to be made in three tranches detailed as below:

Stage I. Consideration of Rs. 25 Lakh immediately on execution of agreement.

Stage II. The amount equivalent to 50% of the balance consideration after deducting Rs.25 Lakh paid at stage one, shall be paid to JK Technosoft on or before December 31, 2022.

Stage III. The balance amount after payments made at stage one and two shall be paid to JK Technosoft Limited on or before March 31, 2023.

Payment of Rs. 25 Lakh as required at Stage I, has been made on November 14, 2022. Due dates of payments at Stage II and Stage III has been extended to March 31, 2024 and April 30, 2024 respectively, vide Addendum to the Business Transfer Agreement dated August 31, 2023.

Please refer below table for details regarding total payment liability:

#	Particulars/Event	Amount in Lakhs.
1	Gross consideration pursuant to the BTA	567.00
2	Assets taken over pursuant to the Business Transfer vide the BTA	5.98
3	Total (1+2)	572.98
4	Adjustment for Gratuity and Leave Encashment liability taken over as per BTA in respect to Employees continuing to service DTL Contracts	160.97
5	Net Amount Outstanding as on September 30, 2022 (3-4)	412.00
6	Payment made on November 14, 2022 against the BTA consideration	25.00
7	Payment for Assets acquired vide BTA	5.98
8	Total Amount Paid (6+7)	30.98
<b>9</b>	<b>Outstanding as on December 31, 2023* (5-8)</b>	<b>381.03</b>

*\*Our Statutory Auditors M/s S.R. Dinodia & Co. LLP, vide their Certificate dated February 23, 2024, have confirmed that as on December 31, 2023, an amount aggregating to Rs.381.03 Lakh is outstanding against payment dues towards JK Technosoft Limited for Business Acquisition of Professional Services and Training Division.*

The outstanding payment of consideration as abovementioned shall be made out of issue proceeds to JK Technosoft Limited only. The ultimate beneficial owner of JK Technosoft Limited as per the provisions of the Companies Act, 2013, is Mr. Abhishek Singhanian.

## 2. Working Capital Requirements:

(Rs. In Lakhs)

Particulars	Mar-21	Mar-22	Sep-22	Mar-23	Dec-23	Mar-24
	12 M	12 M	6 M	12 M	9 M	12 M
	<b>(Audited)</b>					<b>Estimated</b>
<b>Current Assets</b>						
Trade Receivables (Note 1)	95.79	60.48	765.63	533.63	1169.51	1676.06
Cash & Cash Equivalents	91.3	22.98	90.12	62.23	0.94	-
Short Term Loan & Advances (Note 2)	0.03	0.18	10.50	2.90	38.70	-
Other Current Assets (Note 3)	67.52	18.33	158.22	338.28	186.62	273.97
<b>Total (A)</b>	<b>254.64</b>	<b>101.97</b>	<b>1,024.47</b>	<b>937.04</b>	<b>1,395.77</b>	<b>1,950.03</b>
<b>Current Liabilities</b>						
Trade Payables (Note 4)	7.84	10.69	193.97	127.16	280.93	35.83
Other Current Liabilities (Note 5)	74.41	48.21	574.21	507.16	496.02	28.88
Short Term Provisions (Note 6)	6.98	0.56	20.93	19.70	28.30	37.73

<b>Total (B)</b>	<b>89.23</b>	<b>59.46</b>	<b>789.11</b>	<b>654.02</b>	<b>805.25</b>	<b>102.44</b>
<b>Net Working Capital (A) - (B)</b>	<b>165.41</b>	<b>42.51</b>	<b>235.36</b>	<b>283.02</b>	<b>590.52</b>	<b>1847.59</b>
<b>Sources of Working Capital</b>						
Short Term Borrowings and Internal Accruals	165.41	42.51	235.36	283.02	590.52	670.62
IPO Proceeds	-	-	-	-	-	<b>1,176.97</b>

M=Months

### Key Assumptions:

- (1) *Trade Receivable:* The rise in estimated Trade Receivables of the Company from Rs. 533.63 Lakh in FY 23 to Rs. 1,676.06 Lakh is directly linked to an anticipated increase in our sales turnover for the fiscal year 2024. This uptick is a result of recent business acquisitions done by our Company. With these acquisitions, we expect a broader customer base and increased sales volume, leading to higher Trade Receivables as we await payment from customers. This growth reflects our strategic expansion efforts and underscores the importance of effective credit management as we navigate increased business activity. For details of Business Acquisitions please see chapter title “Our Business” on page number 99 of this Draft Red Herring Prospectus.
- (2) *Short Term Loans and Advances:* The estimated short-term loans and advances of the Company are expected to decrease from Rs. 3.9 Lakh in FY 23 to zero in FY 24, anticipating adjustments within the fiscal year. We target to clear these advances by the end of FY 24 and aims to streamline our financial position and optimize our cash flow management.
- (3) *Other Current Assets:* The decrease in the estimated Other Current Assets from Rs.335.45 Lakh in FY 23 to Rs.273.97 Lakh in FY 24 is because of the decreased rate of TDS from 10% to 2.8% along with the effect of increased Revenue.
- (4) *Trade Payables:* The decrease in the estimated Trade Payables from Rs.127.16 Lakh in FY 23 to Rs.35.83 Lakh in FY 24, is because the Company is expecting to make payment to vendors by the end of every month. Hence statutory payments are likely to comprise only trade payables.
- (5) *Other Current Liabilities:* The decrease in the estimated Other Current Liabilities from Rs.507.16 Lakh in FY 23 to Rs.28.88 Lakh in FY 24, is majorly because of repayment against the liabilities of outstanding BTA Consideration and repayment of other trade creditors.
- (6) *Short Term Provisions:* These include estimated amount as short term dues for leave encashment and Gratuity provision for the year.

### Holding Period

(in days)

Particulars	2020	2021	2022	2023	2024
No. of Days for Trade Payables	2	12	79	27	13
No. of Days for Trade Receivables	78	71	394	29	88

The total working capital requirements for FY 2024 is projected to be Rs. 1847.59 Lakh which will be met through the Net Proceeds to the extent of Rs. 1,176.97 Lakhs and the balance portion will be met through Internal Accruals/ Borrowings.

### 3. General Corporate Purpose

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

### 4. Issue Related Expenses

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others.

(Rs. In Lakh)

#	Particulars	Amount (Rs. in Lakhs)	% of Total Expenses	% of Total Issue size
1	Book Running Lead manager fees including underwriting commission.	[●]	[●]	[●]
2	Brokerage, selling commission and upload fees.	[●]	[●]	[●]
3	Registrars to the issue	[●]	[●]	[●]
4	Legal Advisors & Auditor Fees	[●]	[●]	[●]
5	Advertising and marketing expenses	[●]	[●]	[●]
6	Regulators including stock exchanges	[●]	[●]	[●]
7	Printing and distribution of issue stationary	[●]	[●]	[●]
8	Others, if any (to be specified).	[●]	[●]	[●]
<b>Total</b>		[●]		

### MEANS OF FINANCE

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

### APPRAISAL BY APPRAISING AGENCY

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

### SCHEDULE OF IMPLEMENTATION

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

(Rs. in Lakh)

S. No.	Particulars	Amount to be funded from Net Proceeds	Estimated Utilization of Net Proceeds (Financial Year 24)
1	Payment of liability raised against outstanding payment of consideration for “Professional Services and Training Division” business acquired from J K Technosoft Limited, vide Business Transfer Agreement Dated April 30, 2022.	381.03	381.03
2	Working Capital Requirement	1,176.97	1,176.97
3	General Corporate Purposes	[●]	[●]
<b>Total</b>		<b>[●]</b>	<b>[●]</b>

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

#### DEPLOYMENT OF FUNDS

The Company has received the Sources and Deployment Funds Certificate dated February 23, 2024 from M/s. S.R. Dinodia & Co. LLP, Chartered Accountants. The certificate states that the Company has deployed amounts aggregating Rs. 28.78 Lakh. Details of the deployment of funds as on February 13, 2024, as per the certificate are as follows:

(Rs. in Lakh)

Particulars	Total Funds required	Amount incurred till February 13, 2024	Source of Fund	Balance deployment during FY 23-24
Payment of liability raised against outstanding payment of consideration for “Professional Services and Training Division” business acquired from J K Technosoft Limited, vide Business Transfer Agreement Dated April 30, 2022.	381.03	NIL	NA	381.03
Working Capital Requirement	1,176.97	NIL	NA	1,176.97
General Corporate Purposes	[●]	NIL	NA	[●]
Issue Expenses	[●]	28.78	Internal Accruals	[●]
<b>Total</b>	<b>[●]</b>	<b>28.78</b>	<b>-</b>	<b>[●]</b>

#### INTERIM USE OF FUNDS

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said

interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

### **BRIDGE FINANCING FACILITIES**

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

### **MONITORING UTILIZATION OF FUNDS**

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

### **VARIATION IN OBJECTS**

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

### **OTHER CONFIRMATIONS**

No part of the issue proceeds will be paid as consideration to promoters, directors, key managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled ‘Our Promoters’, ‘Our Promoters Group’ and ‘Our Management’ as mentioned on page 142, 149 and 120 of this Draft Red Herring Prospectus.

*This space has been left blank intentionally.*

## BASIS FOR ISSUE PRICE

The investors should read the following summary with the section titled “Risk Factors”, the details about our Company under the section titled “Our Business” and its financial statements under the section titled “Financial Information” beginning on page 25, page 99 and page 157 respectively of this Draft Red Herring Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price of Rs. [●]/- per Equity Share has been determined by our Company, in consultation with the Book Running Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10/-and Issue Price is Rs. [●]/- per Equity Share.

### QUALITATIVE FACTORS

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

- Our clientele is diversified into various industries.
- We have Pan-India presence and our business is significantly scalable.
- We provide quality assured services and keep significant focus on customer satisfaction.
- We have experienced management which is supported by skilled professionals

For further details, please refer the section titled “Our Business” on page 99 of this Draft Red Herring Prospectus.

### QUANTITATIVE FACTORS

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price are as follows:

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

Period	Basic & Diluted EPS	Weight
2022-23	0.29	3
2021-22	0.16	2
2020-21	13.61	1
Weighted Average EPS		2.47
EPS for December 31, 2023*		(2.84)

(\*Not annualized)

#### Note:

- a) EPS Calculations have been done in accordance with following:  
*Basic Earning per share = Restated Profit after Tax available to equity/ Weighted Average Number of Equity Shares*  
*Diluted Earning per share = Restated Profit after Tax available to equity/ Weighted Average Number of Equity Shares*
- b) Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

2. **Price to Earnings (P/E) ratio in relation to Issue Price of Rs. [●]/- per Equity Share of face value Rs.10/- each fully paid up.**

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2022-23	[●]
P/E ratio based on the Weighted Average EPS, as restated	[●]

**Industry P/E**

Highest	[●]
Lowest	[●]
<b>Average</b>	[●]

*Note: Industry Peer may be modified for finalisation of Issue Price before filing Prospectus with ROC.*

3. **Return on Net Worth (RONW)**

Period	Return on Net Worth (%)	Weights
2022-23	3.78	3
2021-22	1.04	2
2020-21	(104.79)	1
<b>Weighted Average</b>		(15.23)
Return on Net Worth as on December 31, 2023*		(67.77)

*\*Not annualised*

**Note:**

- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights
- Net worth is aggregate value of the paid-up share capital of the Company and reserves and surplus, excluding revaluation reserves and attributable to equity holders.

4. **Net Asset Value per Equity Share**

Particulars	Net Asset Value (NAV) in Rs.
2022-23	7.02
2021-22	15.90
2020-21	(12.99)
NAV for December 31, 2023*	4.19
NAV Post-Issue	[●]
Issue Price	[●]

*\*Not annualized*

*Note: Net Asset Value has been calculated as per the following formula:*

*NAV = Net worth excluding preference share capital and revaluation reserve/Weighted Average number of Equity shares during the year or period*

5. **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 February 12, 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 this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s S.R. Dinodia & Co. LLP, Chartered Accountants, by their certificate dated February 23, 2024.

The KPIs of our Company have been disclosed in the sections titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 99 and 199, respectively. We have described and defined the KPIs as applicable in “Definitions and Abbreviations” on page 2 of this Draft Red Herring Prospectus.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the 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 the Company

(Amount in Lakhs except %ages)

Key Financial Performance	For period ended December 31, 2023*	For period ended 31-03-2023	For period ended 31-03-2022	For period ended 31-03-2021
Revenue from operations	2,608.09	3,752.68	72.41	523.20
EBITDA	(118.42)	149.24	18.53	200.32
EBITDA Margin (%)	(4.54)	3.98	25.59	38.29
PAT	(171.70)	16.06	1.45	117.07
PAT Margin (%)	(6.58)	0.43	2.00	22.38

\*Not Annualised

Note : Above computation is as per Audited Restated Financial Information for the years ended March 31, 2021 to March 31, 2023 and for the period ended December 31, 2023, audited by M/s V.N. Purohit & Co., vide their report dated February 12, 2024.

#### Notes:

- (1) Revenue from operation means revenue from sales, service and other operating revenues.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income.
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- (4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

Note : Please refer “Reasons for Loss in the period ended on December 31, 2023” on page number 18 of this Draft Red Herring Prospectus.

#### Explanation for KPI metrics

KPI	Explanations
Revenue from operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the 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 the 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 the business.

#### Explanations based on additions or dispositions to the business.

The Company started its business under the name of JKT Consulting Limited with consulting services in the area of SAP Software and Domain Consulting Services. It eventually started shifting focus towards Information Technology Consultancy, Training, Software Sale, Software AMC and related services as its core business. The Company entered into a Business Transfer agreement dated April 30, 2022 with JK Technosoft Limited. Pursuant to this agreement, it has acquired Professional Services & Training (PS & T) business from JK Technosoft Limited with effect from April 01, 2022. Further the Company has made following additions to its business:

#	Particulars
1	Acquisition of PS & T division of JK Technosoft Limited.
2	Execution of Business Transfer Agreement for Acquisition of Specific Customers from M/s Klaus IT Solutions Pvt Ltd.
3	Execution of Business Transfer Agreement for Acquisition of Specific Customers with M/s Skanda IT Solutions Private Limited.

Set forth below are the details of comparison of key performance of indicators with the listed industry peers:

(Amount in Lakhs except %ages)

Key Financial Performance	Diensten Tech Limited			ANI Integrated Services Limited			Integrated Personnel Services Limited		
	For period ended 31-03-2023	For period ended 31-03-2022	For period ended 31-03-2021	For period ended 31-03-2023	For period ended 31-03-2022	For period ended 31-03-2021	For period ended 31-03-2023	For period ended 31-03-2022	For period ended 31-03-2021
Revenue from operations**	3,752.68	72.41	523.20	15,729.86	14,332.05	10,177.32	16,873.20	14,270.00	11,884.44
EBITDA**	149.24	18.53	200.32	360.99	717.04	501.30	598.29	499.18	384.22
EBITDA Margin (%)	3.98	25.59	38.29	2.29	5.00	4.93	3.55	3.50	3.23
PAT**	16.06	1.45	117.07	246.62	545.98	464.68	335.37	274.90	155.54
PAT Margin (%)	0.43	2.00	22.38	1.57	3.81	4.57	1.99	1.93	1.31

\*Not Annualised

\*\*All the information for listed industry peers mentioned above are on a standalone basis and is sourced from their respective audited/ unaudited financial results and/or annual report.

#### Notes:

- (1) Revenue from operation means revenue from sales, service and other operating revenues.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income.
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- (4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

#### Weighted average cost of acquisition

- a) The details of the Equity Shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more that 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 ESOPs granted but not vested),

in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuance”) are as follows:

Date of Allotment	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	No. of Equity Shares allotted	Total Consideration (in Lakh)
March 29, 2022	10	10	Cash	Rights Issue	25,02,583	2,50,25,830
May 30, 2022	10	10	Cash	Rights Issue	26,90,063	2,69,00,630
Total					51,92,646	5,19,26,460
Weighted Average Cost of Acquisition (Total Consideration / Total No. of Shares Issued)					Rs. 10/-	

b) The price per share of the Company based on the secondary sale / acquisition of shares (equity shares):

Except mentioned 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), during the 18 months preceding the date of this certificate, 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	Name of Transferor	Name of Transferee	Number of Equity Shares	Face Value per Equity Share (in Rs.)	Transfer price per Equity Share (in Rs.)	Number of Equity Shares	Consideration (in Rs.)
29-03-2022	JK Traders Limited	JK Technosoft Limited	8,59,994	10	10	8,59,994	85,99,940
Total						8,59,994	85,99,940
Weighted Average Cost of Acquisition (Total Consideration / Total No. of Shares Issued)						Rs. 10/-	

c) Explanation for the Issue Price:

The price band/floor price/ offer price shall be determined by the issuer in consultation with the lead manager(s), on the basis of book-building

## 6. Comparison with industry peers:

There are no exact industry peers of the Company. However, following companies may be considered for a very broad comparison:

Name of the company	As on	Diensten Tech Limited	ANI Integrated Services Ltd	Integrated Personnel Services Ltd
Face Value (in Rs. per share)	31-03-23	10	10.00	10.00
CMP*	14-02-24	[●]	84.50	78.80
P/E Ratio	On the Basis of CMP and EPS on 31-03-23	[●]	33.14	13.80
RONW (%)	31-03-23	3.78	5.26	11.92

EPS (Rs. Per Share)	31-03-23	0.29	2.55	5.71
NAV(Rs. Per Share)	31-03-23	7.02	48.44	39.03
Total Income (Rs. In Lakhs)	31-03-23	3760.31	15,829.85	16,921.42

\*Source: www.bseindia.com, and www.nseindia.com

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

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## STATEMENT OF TAX BENEFITS

### Independent Auditor's Report on Statement of Special Tax Benefits

To,  
The Board of Directors,  
**Diensten Tech Limited**  
7<sup>th</sup> Floor, A-2, LSC, Masjid Moth,  
Greater Kailash-II, New Delhi - 110048

Dear Sirs,

**Sub: Statement of Possible Special Tax Benefits available to Diensten Tech Limited and its shareholders prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI Regulations") and the Companies Act, 2013 as amended (the "Act").**

With reference to proposed Issue and Offer of the Equity Shares of **Diensten Tech Limited** (hereinafter referred to as "the Company"), we are enclosing herewith a Statement stating the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 (read with Income Tax Rules, Circulars, notifications) as amended by the Finance Act, 2023 presently in force in India (together referred to as the "**Direct tax laws**") as applicable to the assessment year 2024-25 relevant to the financial year 2023-24, for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus and the Prospectus (collectively, the "Offer Document") for the proposed issue of shares. Several of these benefits are dependent upon the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the tax benefits will be dependent upon such conditions being fulfilled. Additionally, in respect of the Company benefits listed, the business imperatives faced by the Company in the future will also affect the benefits actually claimed.

The benefits discussed in the enclosed annexure covers only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits available to the Company or its Shareholders. The benefits discussed in the enclosed statement are neither exhaustive nor conclusive.

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

- the Company or its shareholders will continue to obtain these possible tax benefits in future; or
- the conditions prescribed for availing the possible tax benefits, where applicable, have been/would be met; and

The contents stated in the Annexure are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to specific tax implications arising out of participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

We shall not be liable to Company for 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 of intentional misconduct.

We conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (“Guidance Note”) Issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we only comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

The enclosed annexure is intended for your information and for inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

Thanking You  
Yours faithfully,

**For V.N. PUROHIT & CO.**  
**Chartered Accountants**  
Firm Regn. No. 304040E

**O.P. Pareek**  
Partner  
Membership No.: 014238  
UDIN: 24014238BKAVAN2300

Place: New Delhi  
Date: February 12, 2024

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**ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA**

Outlined below are the possible special tax benefits available to **Diensten Tech Limited (“the Company”)** and to its shareholders under the Direct Tax Laws in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfil.

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

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

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

There are no special tax benefits available to the shareholders of the Company.

**Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole/ first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

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## SECTION V- ABOUT THE COMPANY

### OUR INDUSTRY

*The information presented in this section has been extracted from publicly available information, data and statistics. This information, data and statistics has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified 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 “Financial Statements as Restated” and related notes beginning on page 25 and 157 respectively of this Draft Red Herring Prospectus before deciding to invest in our Equity Shares.*

### GLOBAL ECONOMIC OVERVIEW

- Global growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with the 2024 forecast 0.2 percentage point higher than that in the October 2023 World Economic Outlook (WEO) on account of greater-than-expected resilience in the United States and several large emerging market and developing economies, as well as fiscal support in China. The forecast for 2024–25 is, however, below the historical (2000–19) average of 3.8 percent, with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support amid high debt weighing on economic activity, and low underlying productivity growth. Inflation is falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8 percent in 2024 and to 4.4 percent in 2025, with the 2025 forecast revised down.
- With disinflation and steady growth, the likelihood of a hard landing has receded, and risks to global growth are broadly balanced. On the upside, faster disinflation could lead to further easing of financial conditions. Looser fiscal policy than necessary and than assumed in the projections could imply temporarily higher growth, but at the risk of a more costly adjustment later on. Stronger structural reform momentum could bolster productivity with positive cross-border spillovers. On the downside, new commodity price spikes from geopolitical shocks—including continued attacks in the Red Sea—and supply disruptions or more persistent underlying inflation could prolong tight monetary conditions. Deepening property sector woes in China or, elsewhere, a disruptive turn to tax hikes and spending cuts could also cause growth disappointments.
- Policymakers’ near-term challenge is to successfully manage the final descent of inflation to target, calibrating monetary policy in response to underlying inflation dynamics and—where wage and price pressures are clearly dissipating—adjusting to a less restrictive stance. At the same time, in many cases, with inflation declining and economies better able to absorb effects of fiscal tightening, a renewed focus on fiscal consolidation to rebuild budgetary capacity to deal with future shocks, raise revenue for new spending priorities, and curb the rise of public debt is needed. Targeted and carefully sequenced structural reforms would reinforce productivity growth and debt sustainability and accelerate convergence toward higher income levels. More efficient multilateral coordination is needed for, among other things, debt resolution, to avoid debt distress and create space for necessary investments, as well as to mitigate the effects of climate change.



- Global growth, estimated at 3.1 percent in 2023, is projected to remain at 3.1 percent in 2024 before rising modestly to 3.2 percent in 2025 (Table 1). Compared with that in the October 2023 WEO, the forecast for 2024 is about 0.2 percentage point higher, reflecting upgrades for China, the United States, and large emerging market and developing economies. Nevertheless, the projection for global growth in 2024 and 2025 is below the historical (2000–19) annual average of 3.8 percent, reflecting restrictive monetary policies and withdrawal of fiscal support, as well as low underlying productivity growth. Advanced economies are expected to see growth decline slightly in 2024 before rising in 2025, with a recovery in the euro area from low growth in 2023 and a moderation of growth in the United States. Emerging market and developing economies are expected to experience stable growth through 2024 and 2025, with regional differences.
- World trade growth is projected at 3.3 percent in 2024 and 3.6 percent in 2025, below its historical average growth rate of 4.9 percent. Rising trade distortions and geoeconomic fragmentation are expected to continue to weigh on the level of global trade. Countries imposed about 3,200 new restrictions on trade in 2022 and about 3,000 in 2023, up from about 1,100 in 2019, according to Global Trade Alert data.
- These forecasts are based on assumptions that fuel and nonfuel commodity prices will decline in 2024 and 2025 and that interest rates will decline in major economies. Annual average oil prices are projected to fall by about 2.3 percent in 2024, whereas nonfuel commodity prices are expected to fall by 0.9 percent. IMF staff projections are for policy rates to remain at current levels for the Federal Reserve, the European Central Bank, and the Bank of England until the second half of 2024, before gradually declining as inflation moves closer to targets. The Bank of Japan is projected to maintain an overall accommodative stance.

(Source : <https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024>)

## **INDIAN ECONOMIC OVERVIEW**

### **INTRODUCTION**

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Real GDP at constant prices (2011-12) in the first quarter of 2023–24 is estimated at Rs. 40.37 trillion (US\$ 484.94 billion), showing a growth of 7.8% as compared to the first quarter of 2022-23 estimated at Rs. 37.44 trillion (US\$ 449.74 billion). Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. In 2023-24 (April-September), India's service exports stood at US\$ 164.89 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-September) were estimated at US\$ 376.29 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in

monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-December 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

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

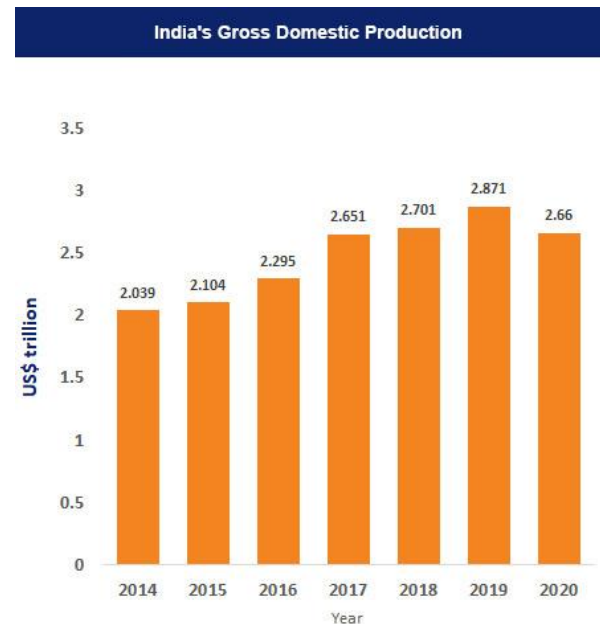
### MARKET SIZE

India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 301.75 trillion (US\$ 3.62 trillion) in 2023-24. Additionally, the Nominal GDP at current prices in Q1 of 2023-24 was Rs. 70.67 trillion (US\$ 848.92 billion), as against Rs. 65.42 trillion (US\$ 785.85 billion) in 2022-23, estimating a growth of 8%. With 115 unicorns valued at more than US\$ 350 billion, as of February 2023, India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. India's current account deficit (CAD) decreases to US\$ 9.2 billion in Q1 of 2023-24 from US\$ 17.9 billion in Q1 of 2022-2023. Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US\$ 1 trillion by 2030.

### RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise



lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- As of August 2023, India's foreign exchange reserves stood at US\$ 594.90 billion.
- In the first half of 2023-24, India saw a total of US\$ 21 billion in PE-VC investments.
- Merchandise exports in September 2023 stood at US\$ 34.47 billion, with total merchandise exports of US\$ 211.40 billion during the period of April-September (2023-24).
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- PMI Services remained comfortably in the expansionary zone at 62.3 in the month of June 2023.
- In September 2023, the gross Goods and Services Tax (GST) revenue collection stood at Rs.1,62,712 crore (US\$ 19.54 billion), of which CGST is Rs. 29,818 crore (US\$ 3.58 billion), SGST is Rs. 37,657 crore (US\$ 4.52 billion), IGST is Rs. 83,623 crore (US\$ 10.04 billion).
- Between April 2000–June 2023, cumulative FDI equity inflows to India stood at US\$ 937.58 billion.
- In August 2023, the overall IIP (Index of Industrial Production) stood at 145.1. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 111.9, 143.5 and 220.5, respectively, in August 2023.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.02% in September 2023.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested Rs. 22,000 crore (US\$ 2.67 billion) in India during the first week of July 2023.
- 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).

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

***As we are into the business of Information Technology ('IT') professional resourcing, IT Consultancy, IT Training and Software AMC. Therefore it's required for us to understand overview of IT industry as well as staffing industry, as our business is a combination of both.***

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

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

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

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

(IT) market research report delivers a complete perspective of everything you need, with an in-depth analysis of the current and future scenario of the industry.

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

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

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

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

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

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

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

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

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

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

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

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

The revenues for a specified geography are consumption values that are revenues generated by organizations in the specified geography within the market, irrespective of where they are produced. It does not include revenues from resales along the supply chain, either further along the supply chain or as part of other products.

(Source : <https://www.thebusinessresearchcompany.com/report/information-technology-global-market-report>)

## **Indian Information Technology Industry Overview**

### **INTRODUCTION**

The IT & BPM sector has become one of the most significant growth catalysts for the Indian economy, contributing significantly to the country's GDP and public welfare. The IT industry accounted for 7.4% of India's GDP in FY22, and it is expected to contribute 10% to India's GDP by 2025.

As innovative digital applications permeate sector after sector, India is now prepared for the next phase of growth in its IT revolution. India is viewed by the rest of the world as having one of the largest Internet user bases and the cheapest Internet rates, with 76 crore citizens now having access to the Internet.

The current emphasis is on the production of significant economic value and citizen empowerment, thanks to a solid foundation of digital infrastructure and enhanced digital access provided by the Digital India Programme. India is one of the countries with the quickest pace of digital adoption. This was accomplished through a mix of government action, commercial innovation and investment, and new

digital applications that are already improving and permeating a variety of activities and different forms of work, thus having a positive impact on the daily lives of citizens.

India's rankings improved six places to the 40th position in the 2022 edition of the Global Innovation Index (GII).

### MARKET SIZE

According to the National Association of Software and Service Companies (Nasscom), the Indian IT industry's revenue touched US\$ 227 billion in FY22, a 15.5% YoY growth and was estimated to have touched US\$ 245 billion in FY23.

In 2022, the Indian domestic IT & Business Services market was valued at US\$ 13.87 billion and recorded a 7.4% year-over-year (YoY) growth as compared to 7.2% in 2021.

IT spending in India is expected to increase to US\$ 110.3 billion in 2023 from an estimated US\$ 81.89 billion in 2021.

The Indian software product industry is expected to reach US\$ 100 billion by 2025. Indian companies are focusing on investing internationally to expand their global footprint and enhance their global delivery centres.

The data annotation market in India stood at US\$ 250 million in FY20, of which the US market contributed 60% to the overall value. The market is expected to reach US\$ 7 billion by 2030 due to accelerated domestic demand for AI.

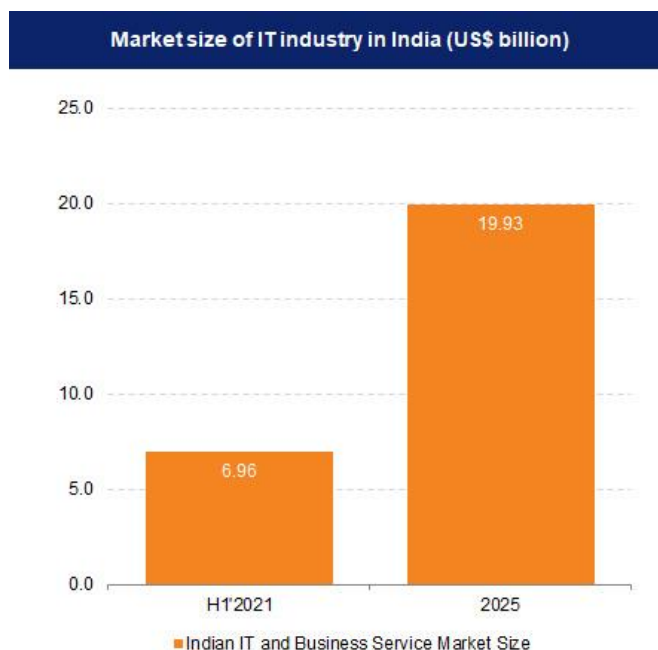
India's IT industry is likely to hit the US\$ 350 billion mark by 2026 and contribute 10% towards the country's gross domestic product (GDP), Infomerics Ratings said in a report.

As an estimate, India's IT export revenue rose by 9% in constant currency terms to US\$ 194 billion in FY23.

The export of IT services has been the major contributor, accounting for more than 53% of total IT exports (including hardware).

BPM and engineering and R&D (ER&D) and software products exports accounted for 22% and 25%, respectively of total IT exports during FY23.

Exports from the Indian IT industry stood at US\$ 178 billion in FY22. The export of IT services was the major contributor, accounting for more than 51% of total IT exports (including hardware). BPM and engineering and R&D (ER&D) and



software products export accounted for 20.78% each of total IT exports during FY21. The ER&D market was expected to grow to US\$ 42 billion by 2022.

The IT industry added 2.9 lakh new jobs taking the industry's workforce tally to 5.4 million people in FY23.

## **INVESTMENTS/ DEVELOPMENTS**

Indian IT's core competencies and strengths have attracted significant investment from major countries and companies.

- Direct employment in the IT services and BPO/ITeS segment was estimated to reach 5.4 million in FY23 with an addition of 290,000 people.
- The revenue of India's public cloud services market totalled US\$ 6.2 billion in 2022, and it is expected to reach US\$ 17.8 billion by 2027 growing at a CAGR of 23.4%.
- In November 2022, ICICI Bank introduced two new products for its NRI clients - Loan against Deposits (LAD) and Dollar Bonds, at its branch in GIFT City.
- In November 2022, Amazon Web Services announced the launch of its second AWS infrastructure region in India - the AWS Asia Pacific (Hyderabad) Region. By 2030, it is anticipated that the region will support more than 48,000 full-time jobs annually thanks to investments totalling more than US\$ 4.4 billion in India.
- In November 2022, Google established a partnership with local gaming startup SuperGaming through its Google Cloud division. As part of the collaboration, game developers who use Google Cloud to create, host, and distribute their games will have access to SuperGaming's SuperPlatform game engine.
- HDFC Bank partnered with Flywire to enable their customers to make fee payments digitally to overseas colleges and universities.
- In August 2022, Network People Services Technologies (NPST) announced that it was working on a banking super app. The high-end platform can be used by banks, fintech companies, and other BFSI players, and it will offer a seamless user experience with all banking, financial, and transactional services combined into a robust, smart app.
- In August 2022, PwC India announced that it was planning to hire 10,000 employees in the cloud and digital technologies space over the next five years.
- In October 2022, PE/VC investments in the technology sector stood at US\$ 157 million across 12 deals.
- The computer software and hardware sector in India attracted cumulative foreign investment (FDI) inflows worth US\$ 97.31 billion between April 2000-September 2023. The sector ranked second in FDI inflows as per the data released by the Department for Promotion of Industry and Internal Trade (DPIIT). Computer software and hardware make up 15% of the cumulative FDI inflows.
- In July 2022, the Union Bank of India (UBI) launched a Metaverse Virtual Lounge and Open Banking Sandbox environment in partnership with Tech Mahindra.
- In June 2022, ZStack International, a worldwide market leader in cloud computing, IaaS and PaaS solutions, announced that they were entering India and the SAARC Region.
- In June 2022, Redington India, an IT provider, entered into a multi-year strategic agreement with Amazon Web Services (AWS) to drive cloud technology adoption in India.
- American-Irish consumer credit reporting company Experian is planning a major expansion of its global innovation centre (GIC) in Hyderabad to about 4,000 employees over the next three to five years. According to sources, GIC will concentrate on employing emerging technologies in the BFSI (banking, financial services, and insurance) sector, including cloud computing, big data analytics, artificial intelligence, and machine learning.
- In 2021, PE investments in the IT sector stood at US\$ 23.4 billion.

- India's IT startup ecosystem received record investments of nearly US\$ 36 billion in privately held companies in 2021, up from US\$ 11 billion in 2020.
- In March 2022, Licious, India's largest tech-first, fresh animal protein brand, raised US\$ 150 million in a Series F2 funding round.
- In March 2022, Byju's raised US\$ 800 million in funding as part of a pre-IPO round, which values the Bengaluru-based company at about US\$ 22 billion.
- In March 2022, debt marketplace CredAvenue raised US\$ 137 million in a funding round led by Insight Partners, B Capital Group and Dragoneer Investment Group, which propelled the startup's valuation to US\$ 1.3 billion.
- In February 2022, Hasura, a software company which helps developers with tools, raised US\$ 100 million in a fresh funding round led by Greenoaks Capital, which elevated the company into a unicorn.
- In January 2022, Google announced plans to invest US\$ 1 billion in India's Bharti Airtel Ltd. to push India's digital ecosystem.
- Amazon partnered with Airtel to sell Amazon Web Services (AWS) to its customers and intends to inject US\$ 1.6 billion into their two upcoming data centres in Hyderabad.
- In November 2021, Wipro partnered with TEOCO to build solutions for communication service providers (CSPs) to improve network automation, efficiency, flexibility and reliability.
- In August 2021, Tata Consultancy Services was adjudged a leader in the NelsonHall NEAT for CX Services in Banking, Financial Services and Insurance (BFSI).

## GOVERNMENT INITIATIVES

Some of the major initiatives taken by the government to promote the IT and ITeS sector in India are as follows:

- Cabinet approved PLI Scheme – 2.0 for IT Hardware with a budgetary outlay of Rs. 17,000 crore (US\$ 2.06 billion).
- In the Union Budget 2023-24, the allocation for the IT and telecom sector stood at Rs. 97,579.05 crore (US\$ 11.8 billion).
- In September 2022, the new Telecommunications Bill 2022 was published for public consultation by the Ministry of Communications as a move toward creating a new telecom framework in India.
- In August 2022, the Indian Computer Emergency Response Team (CERT-In), in collaboration with the Cyber Security Agency of Singapore (CSA), successfully planned and carried out the "Synergy" Cyber Security Exercise for 13 countries to build network resilience against ransomware attacks.
- In June 2022, STPI Director General Mr. Arvind Kumar stated that exports through STPI units have increased from Rs. 17 crore (US\$ 2.14 million) in 1992 to Rs. 5.69 lakh crore (US\$ 71.65 billion) in 2022.
- In May 2022, it was announced that Indians can now avail of their Digilocker services through WhatsApp to get easy access to their official documents.
- In April 2022, the Indian Computer Emergency Response Team (CERT-In) issued Directions to strengthen cybersecurity in the country.
- In the Union Budget 2022-23, the allocation for the IT and telecom sector stood at Rs. 88,567.57 crore (US\$ 11.58 billion).
- The government introduced the STP Scheme, which is a 100% export-oriented scheme for the development and export of computer software, including the export of professional services using communication links or physical media.
- In November 2021, the government launched the Internet Exchange in Uttarakhand to enhance the quality of internet services in the state.
- The Karnataka government signed three MoUs worth US\$ 13.4 million (Rs. 100.52 crore) to help the state's emerging technology sector.



- In September 2021, the Indian government announced a plan to build a cyber-lab for the ‘Online Capacity Building Programme on Crime Investigation, Cyber Law and Digital Forensics’ to strengthen cyber security capabilities.
- In September 2021, the Ministry of Electronics and Information Technology (MeitY) organised a workshop under the theme of ‘Connecting all Indians’ to promote public and private stakeholders’ interest in the country and expand internet access to remote areas.
- In September 2021, the Indian government launched the Meghalaya Enterprise Architecture Project (MeghEA) to boost service delivery and governance in the state by leveraging digital technologies, to make Meghalaya a high-income state by 2030.
- In September 2021, the Indian government launched Phase II of the Visvesvaraya PhD Scheme to encourage research in 42 emerging technologies in information technology (IT), electronics system design & manufacturing (ESDM) and information technology-enabled services (ITES).
- In September 2021, the Indian government inaugurated five National Institute of Electronics & Information Technology (NIELIT) Centres in three Northeastern states to boost the availability of training centres and employment opportunities.
- On July 2, 2021, the Ministry of Heavy Industries and Public Enterprises launched six technology innovation platforms to develop technologies for globally competitive manufacturing in India. The six technology platforms have been developed by IIT Madras, Central Manufacturing Technology Institute (CMTI), International Centre for Automotive Technology (iCAT), Automotive Research Association of India (ARAI), BHEL, and HMT, in association with IISc Bangalore.
- The Department of Telecom, Government of India and Ministry of Communications, Government of Japan, signed an MoU to enhance cooperation in areas of 5G technologies, telecom security and submarine optical fibre cable systems.

## **ROAD AHEAD**

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India.

The Indian IT & business services industry is expected to grow to US\$ 19.93 billion by 2025. Spending on information technology in India is expected to reach US\$ 144 billion in 2023. By 2026, widespread cloud utilisation can provide employment opportunities to 14 million people and add US\$ 380 billion to India's GDP.

As per a survey by Amazon Web Services (2021), India is expected to have nine times more digitally skilled workers by 2025.

IT spending in India is expected to increase to US\$ 110.3 billion in 2023 from an estimated US\$ 81.89 billion in 2021.

In November 2021, Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, lauded the Indian IT sector for excelling in its competitive strength with zero government interference. He further added that service exports from India have the potential to reach US\$ 1 trillion by 2030.

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

## Indian Staffing Industry Overview

India's unemployment rate rose to a three-month high of 7.8% in March 2023. The unemployment rate had surged to 8.3% in December 2022 but declined slightly to 7.14% in January 2023 before rising again to 7.45% in February 2023. The unemployment rate in urban areas was particularly high at 8.4% in March 2023.

(Source : <https://economictimes.indiatimes.com/news/economy/indicators/indias-unemployment-rate-rises-to-3-month-high-of-7-8-pc-in-march-cmie/articleshow/99173434.cms>)

Formal and informal mentoring programs, aimed at fostering professional development among employees, are gaining popularity within technology companies. Notably, the educational background of informal employees differs significantly from that of formal employees, with only 50% of informal workers holding qualifications of SSC + Tech Diploma or lower, compared to 75% of formal employees who possess graduate degrees or higher. Consequently, mentoring initiatives and professional networking opportunities hold particular importance for the growth and advancement of blue-collar workers.

(Source : *New Collar Generation, Quess Report*)

The Indian flexi staffing industry added 78,000 jobs in July-September 2022, up 6 per cent as compared to the previous quarter, on account of rise in demand across all sectors, a report said. "Buoyed by a strong festive season and rising demand across sectors, the Indian Staffing Federation (ISF) members added 78,000 new jobs in July-September quarter, a 6 per cent rise in new jobs over previous April-June quarter," said ISF's Flexi Staffing Employment Growth report. The new jobs in July-September are a combination of new jobs in general staffing and IT staffing, it stated. ISF is the apex industry body representing formal staffing, facility management and security services companies. New jobs in general staffing – which excludes IT staffing – grew 7.3 per cent in July-September, driven by the rise in demand in FMCG, e-commerce, manufacturing, retail, logistics, banking, hospitality, tourism, insurance, infrastructure, it stated. On the other hand, new jobs in IT staffing remained under pressure, growing a modest 2.2 per cent in the September quarter. While IT staffing industry continues to address market demands in niche skills, there is a visible impact of the slowdown in global markets even as big Indian IT players curtail new hiring, it stated.

Cumulatively, ISF's over 110 member companies added 2.32 lakh jobs in the past four quarters, i.e. during the period from October 2022 to September 2023, which includes the 78,000 new jobs in July-September, it stated. As on September 30, 2022, ISF member companies represented 14 lakh flexi staffing workers. Lohit Bhatia, President, ISF said the Indian staffing industry anticipated a steep rise in demand during the first lockdown-free festive season, and provided the formal workforce the different industries required. "Overall industry shows a resilient growth with new employment mobilized in July-September (2022) at 20 per cent year-on-year. To give a further break up, general staffing witnessed 24.6 per cent year-on-year growth, while new jobs in IT staffing sustained at 15.8 per cent year-on-year," Bhatia added. Over 110 members of the federation have generated employment for 90 lakh employees in the last 10 years and currently employs 14 lakh flexi staff annually.

(Source : <https://www.outlookindia.com/business/flexi-staffing-industry-adds-78-000-jobs-in-july-september-news-246306>)

India is the fifth largest economy in the world and India Inc. is one of the largest job generators. The employment comes from the organised industries in India that contribute to the GDP as well. However, it's a fact that most jobs are in the unorganised clusters in various industries that cater to around 6.3 crore MSMEs. For those working in the unorganised or unregulated workforces, there are no specific laws, wages or policies. They fall under the Staffing Industry, which covers a meagre 2 per cent of the possible employable population in India. Of the 400 million employable people in India, about 10 per cent are employed in the organised sector, while about 250 million are self-employed. This leaves almost 110 million people who are employed by the temporary or flexi-staffing sector and the unorganised sector. To bring a workforce system, laws and regulations into the staffing industry or the private employment services, the Indian Staffing Federation (ISF) is working towards growing this market.

The ISF is looking at interacting with law-making authorities to persuade them to recognize the staffing industry and to create adequate and appropriate laws to manage it. Hoping to establish a lasting awareness about itself among the key stakeholders (The government, employers, staffing companies, job seekers, trade unions, industry bodies, etc.), the ISF is the apex body representing the staffing industry that is authorised to talk with government agencies and other trade bodies on behalf of the staffing or private industry. Staffing or private employment services act as enablers for providing social security and long-term medical and retirement benefits to temporary or flexi-staff. Promoting staffing employment services therefore will address various issues about the employment benefits being provided to employees. While doing a lot on its part to put the unorganised workforce in the reckoning, the ISF also has some expectations and suggestions for the government for the upcoming Union Budget 2023-24.

**PLI like schemes**

Through schemes such as the PLI and the PMRPY, there will be a strong impetus towards formal employment generation as the PLI has been a great scheme for strengthening India’s economy. Similar schemes and programmes, if implemented across sectors like agriculture, construction, etc., where a highly informal workforce is engaged, will ensure an increase in formal employment.

Additionally, new employment generation, which will bring new social security beneficiaries in these sectors, could be utilised as an incentive for the successful completion of projects. It will aid in faster project completion and speed up the formalisation of employment. The MSME sector, which employs a workforce of nearly 120 million, is out of the ambit of social security. PMRPY schemes can bring about new employment generation, encouraging employers and supporting formal employment. It could include voluntary coverage by companies that are outside the ambit of these schemes.

**Early implementation of Labour Codes**

The Labour Codes, which are a positive step by the host country of the G20 Summit, have already been approved by the parliament and are awaiting implementation. In the year of the G20 Summit, we look forward to hearing about the government’s implementation roadmap for the Labour Codes and seek more clarity on it from the finance minister during the presentation of the Union Budget. With the government’s focus on FDI in manufacturing, PLI schemes and the infrastructure push, labour reforms will provide the single biggest boost to the efforts of those who are working to attract foreign investment into the country and will also accelerate job creation across industrial sectors.

**Social security is important**

Providing social security benefits to gig workers will serve to bring social security outside of the confines of labour codes and make it available for the benefit of millions who are currently adopting gig work as a mode of employment. Similarly, social security benefits for domestic workers will bring a large section of the underprivileged domestic workers employed at various households into the social security ambit. If individual household owners are rewarded for providing social security to their domestic workers, there is a higher possibility of the ‘mindset adoption’ of this scheme. Any social security paid by a household owner to their domestic workers should be treated as a benefit towards their income tax (rewards individual).

**Relaxation from inflation**

For the individual worker at the individual level, the most important aspect of the Union Budget 2023-24 will be about it factoring in the inflation and the pandemic-related stress over the last three years into the various policies and plans that it comes forward with.



The government has been reviewing corporate taxes downwards, whereas individual tax slabs including cess remain high. Now that the COVID-19 related economic slowdown is behind us, the government needs to give more into the hands of the people so that they can spend more. Thus, everyone is expecting an increase in the Section 80C standard deduction and other slabs, a removal of the cess, and a relook at lowering the tax slabs.

(Source: <https://smefutures.com/budget-2023-24-indian-staffing-federation-expects-laws-tax-relaxations-and-much-more-from-it/>)

It is observed that despite COVID-19's horrible impact on business around the world. The organized staffing business in India has continued to expand at a rapid pace. According to a survey, the Indian staffing business grew by 3.6% in fiscal year 2020-21, owing to a comeback in the fourth quarter of the previous fiscal year.

According to the report, post-pandemic flexi-employment market trends and it has influenced women, young, and high-skilled employees in a good way. It is also noted that regardless the pandemic situation, temporary staffing grew in IT, E-commerce, Logistics and Manufacturing sectors.

Flexi Staffing is growing trend in an Indian job economy. Around 72% of Flexi workers want to keep working as same, and 85% of Flexi workers are happy with their current situation.

The term "flexi staffing" describes a situation in which a corporation hires workers on a temporary basis, either for a long-specified period of time or until the task is completed. These employees could be via employment agencies or referrals on a contract basis. These type of services helps to hire people when the company is out of staff. If a company doesn't have enough employees, they can look for a new permanent employee, but they can also use flexible staffing services in which they can hire independent contractors, part-time employees, or temporary worker.

### **Growth in a flexi-work environment**

According to the Flexi Staffing Employment Research Report "Annual Flexi Staffing Employment Trends: 2021," there was a 31% growth in Flexi work in India in 2021 relative to other types of employment. As the new WFH and hybrid modes gain mainstream popularity. Flexi employee's willingness for continuing to work in a temp arrangement has increased significantly in comparison to past years, the rate of flexi workers has increased from 8% in 2020 to 14% in 2021.

### **Women's participation in temporary employment was higher**

Women's engagement in temp staffing increased by 6% under Covid, while men's participation decreased by 4%, owing to the new work arrangement allowing the majority of women to come back to work while also exploring a second career. Last year, the majority of flexi staffing options shifted from outdoor sales to critical delivery services.

### **Youth Employment in temporary positions is increasing actively**

In India, an average of 4% of students have joined flexi jobs during the final year. It was observed that there were 21% more flexi employees with higher education and 11% with better skills in year 2021 than in 2020. Nearly 70% of temp worker profiles were graduates and above, owing to the increased need for skillsets in the IT and ITES sectors in 2021. The rising use and desire for digital services around the world fueled this need.

### **Sectors to boost flexi Jobs**

Healthcare, IT & ITeS, Pharma, EdTech, and Ecommerce are the top five sectors predicted to continue to boost temp job demand in H2 2021, with employment growth exceeding 35%. The majority of growth is projected in the IT & ITeS industry, owing to first the extensive digital connectivity and, second Tech firm's

investment in hastened automation procedures. These IT organizations are placing a large stake on entry-level talent, particularly in temp roles, which is allowing more newbies to join this work structure.

The organized staffing market in India is growing beyond traditional skills, positions, industries, and is now taking center stage in a variety of sector. IT staffing, ecommerce, logistics, and manufacturing all saw increase in a pandemic year with only 3.6% growth. While Covid 2.0 may represent a shift in growth in Q1FY22 compared to Q4FY21, it appears that the staffing industry's trend is positive and here to stay.

(Source: <https://www.ibef.org/research/newstrends/india-s-staffing-industry-is-expanding-despite-pandemic#:~:text=According%20to%20a%20survey%2C%20the,employees%20in%20a%20good%20way.>)

### **Staffing Industry Growth Rate**

- Flexi Staffing Industry overall continued a double digit new employment growth trend at 14% YoY 2022-23
- Overall the Flexi Staffing Industry came back with a Quarter on Quarter (Nett employment) growth at 0.4% in Q422 -23.
- General Flexi Staffing industry witnessed new employment growth at 15.3% YoY, whereas maintained growth at 0.8% in Q4 2022-23 (QoQ)
- IT Flexi Staffing industry witnessed sharp drop at -7.7% YoY, whereby the much harder impact was witnessed in Q4 2022-23 that came at -6% (QoQ)

### **Flexi Employment Added**

- Staffing members of ISF added 1.77 lakhs new formal workforce in 2022-23 (YoY).
- The 100+ members of Indian Staffing Federation employ 1.44 mn flexi workforce (March 2023)
- General Staffing Industry nett new employment added was at 1.47 lakhs new formal workforce in 2022-23 (YoY)
- Employment demands were primarily driven from sectors like FMCG, E-commerce, Manufacturing, Healthcare, Retail, Logistics, Banking, Energy etc.
- IT Staffing Industry witnessed a sharp drop in new employment generation, as IT industry was focussed on right sizing, owing to sharp response from geopolitical scenario developing across the world in 2022-23

### **Social Impact :Flexi Staffing Industry**

- Freshers / First time entrants to job market getting their first formal employment
- Staffing industry enables informal to formal employment transition, with social security, employment mobilization, industry matching skills development, wage protection.
- Upskilling & Reskilling on the job, allows most job seekers associated with staffing companies to get access to permanent employment by showcasing their performance.
- Women Workforce participation has improved with flexi staffing companies being able to engage them with hybrid work opportunities.

(Source: <https://www.indianstaffingfederation.org/wp-content/uploads/2023/05/Indian-Staffing-Federation-Staffing-Employment-Trends-Annual-Report-2023.pdf> )

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## OUR BUSINESS

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

*Unless otherwise indicated all the data in this section related to financial status of the Company has been extracted and presented here from the Restated Financial Statement of the Company (please refer page number 157 of this Draft Red Herring Prospectus). As the financial information stated in this section is extraction and therefore should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the Sections titled “Risk Factors” and “Financial Statements as Restated” as restated beginning on pages 25 and 157 respectively.*

### BUSINESS OVERVIEW

Our Company was originally incorporated as a public company under the Companies Act, 1956 in the name and style of “JKT Consulting Limited” bearing Corporate Identification Number U74140DL2007PLC160160 dated March 06, 2007 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently the name of our Company was changed to “Diensten Tech Limited” pursuant to fresh certificate of incorporation issued by the Registrar of Companies, Delhi, dated May 11, 2021.

We are into the business of Information Technology (‘IT’) professional resourcing, IT Consultancy, IT Training and Software AMC. We connect our clients to individuals with a specific IT skill set, manage capacity across a team, or deliver in-house technology experts to take client project to full delivery.

We are a next-generation IT consultancy service provider that helps enterprises reimagine their businesses for the digital age. We provide end-to-end professional solutions to make large companies and organizations more competitive by combining in-depth knowledge of a wide range of business sectors and innovative technologies with a fully collaborative approach. We are a lifelong learning partner for enterprises, helping them build skills in emerging technologies at scale. Our Corporate Training division helps build innovative learning modules for organizations in the workplace by structuring a smarter workforce, supporting changes and driving growth.

We started our business under the name of JKT Consulting Limited with consulting services in the area of SAP Software/ SAP Training Centres and Domain Consulting Services. From the year 2014-15 onwards, we started shifting our business focus towards Information Technology Consultancy, Training, Software Sale, Software AMC and related services as our core business. To further strengthen the said domain, our Company entered into a Business Transfer Agreement dated April 30, 2022 with JK Technosoft Limited. Pursuant to this Agreement, we have acquired Professional Services & Training (PS & T) business from JK Technosoft Limited with effect from April 01, 2022. For details of Revenue from Operations you are requested to refer Financial Information as Restated of the Company on page 157 of this Draft Red Herring Prospectus.

Further, the Company has expanded by acquiring more clients for our PS & T business. We have executed Business Transfer Agreements with Klaus IT Solutions Private Limited and Skandha IT Services Private Limited, dated September 29, 2023, and September 22, 2023, respectively. These agreements have enabled us to acquire more clients leading to an increase in our revenues.

Our Company, with an expert panel reaches out to a wide range of IT support and consultancy services related to IT Skilled Staffing Solutions, IT Training, Development and Capacity Building. Our trained employee base whom we hire, train and deploy on our client sites based on type of agreements with them we have a strong national presence.

We have been providing technical consultancy, training, software services and other services to large corporates of the country, multinational companies, small and medium enterprises of diversified sectors. Post-acquisition of PS & T business as above mentioned we are focusing on this segment specifically. The foundation lies in our strong culture amongst the skilled and professional resources that are trained, upgraded and equipped with the best modern technology to ensure top quality customer services.

Some of our prestigious clients are Illumina Technology Solutions LLC, Mobiquest Mobile Technologies Pvt. Ltd, ONE97 Communications Limited, Thomas Cook (India) Ltd, Capgemini Technology Services India Ltd, Tata Consultancy Services Limited, Maruti Suzuki India Ltd, Schenker India Pvt Ltd, Motherson Technology Services Limited and Pepsico Global Business Services India LLP.

#### **PLACE OF BUSINESS OF THE COMPANY**

We operate our business from our Registered Office, Corporate Office and Branch Offices as detailed below:

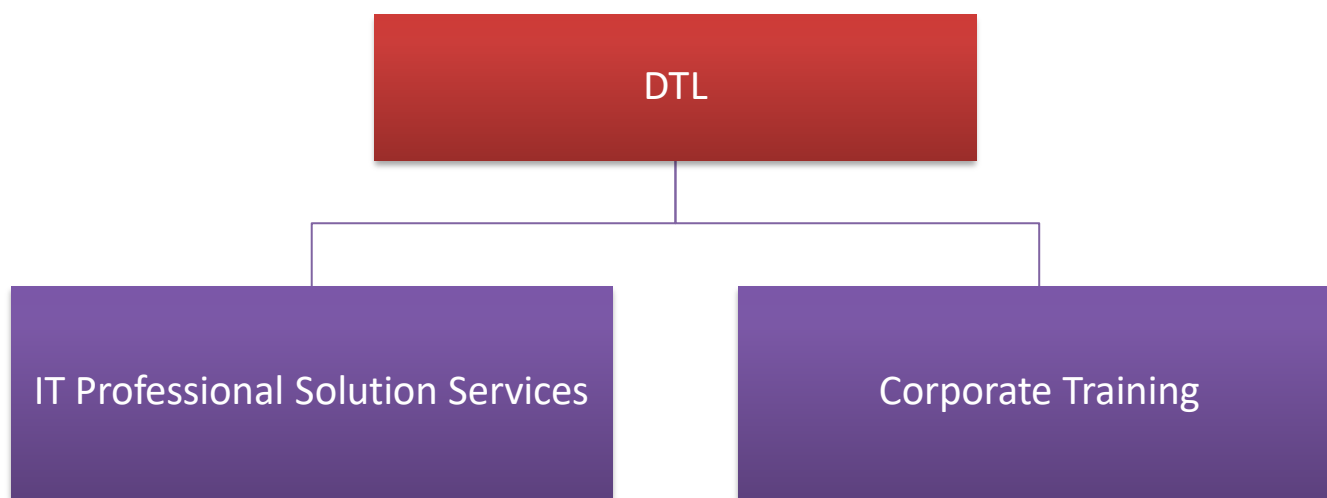
#	Description	State	Location	Status	Area sq. ft.
1	Registered Office	Delhi	7 <sup>th</sup> Floor, A-2, Shopping Complex Masjid Moth G.K. II, New Delhi – 110048	Rented	100 Sq. Ft.
2	Administrative Office	Delhi	3 <sup>rd</sup> Floor, A-2, Shopping Complex Masjid Moth G.K. II, New Delhi – 110048	Rented	1700 Sq. Ft.
3	Corporate Office	Uttar Pradesh	F-3, Sector-3, Noida, India, Uttar Pradesh 201301	Rented	One Seat
4	Branch Office-1	Hyderabad	7-1-396/B/9 & 13, Flat No. 202, VRK Towers, Beside Brilliant Grammar High School, Near SR Nagar Police Station, BK Guda, Hyderabad-500038	Rented	100 Sq. Ft
5	Branch Office-2	Haryana	JK Chowk, Damdama Lake Road, Off-Sohna Expressway, Gurugram-122102	Rented	275 Sq. Ft.
6	Branch Office-3	Karnataka	IA No. 15, Shree Ganesh, First Floor, 6 <sup>th</sup> Cross, Kaggadasapura Road, Vignan Nagar, Bengaluru-560075	Rented	300 Sq. Ft.
7	Branch Office-4	Maharashtra	A-105, Mahavir Nagar, Co-	Rented	375 Sq. Ft.

#	Description	State	Location	Status	Area sq. ft.
			operative Society Ltd, 60 Feet Road, Sai Nagar Extension, Vasai West, Maharashtra-401202		

## OUR SERVICES

We categorize our services in these major business segments: (1) IT Professional Solution Services, and (2) Corporate Trainings.

### *Pictorial Understanding of our Services*



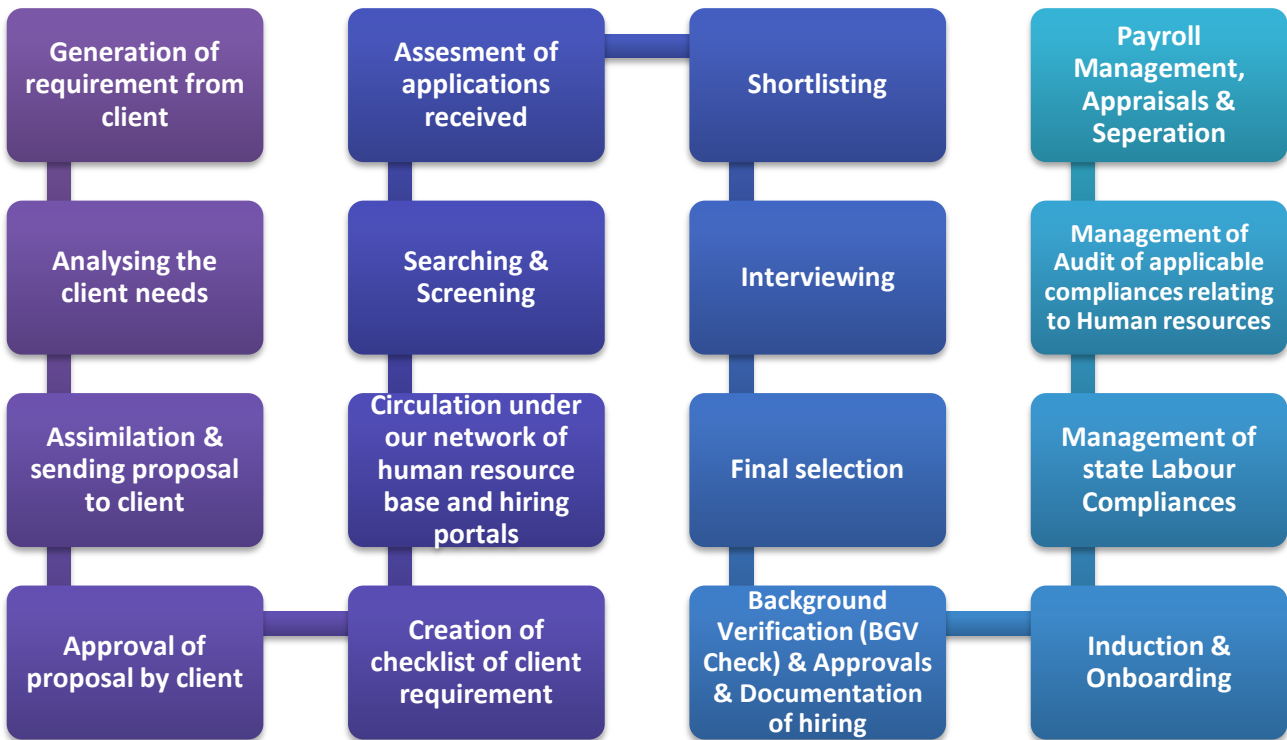
### *IT Professional Solution Services*

IT Professional Solutions Services is our Company’s flagship and primary service. Under this segment, primarily we provide comprehensive IT professional resourcing, IT Consultancy and Software AMC. We provide the IT staff augmentation services across various industries viz. Information Technology service, banking and financial services, automotive and engineering, telecom, healthcare, Retail and Entertainment. Our revenue from IT Professional Solution services was 94% (approx.) for the period ended December 31, 2023.

Any organization big or small are struggling to deal with ever changing increased government regulations and volatile market demands. When things are so uncertain, organizations may not want to hire permanent employees on a full-time basis, recent COVID - 19 pandemic is very recent proof of that. Business houses want the flexibility of an agile, on-demand workforce who is equipped to run their business operations just the way they want them to. We provide reliable staffing solutions on contract basis that offer the ability to build our client’s staff strength without absorbing them full time, assist overloaded employees during critical times, and keep projects moving.



## Process chart for IT Professional solution services



Our IT Professional solution services involves multistep process which ensures efficiency and effectiveness of services we provide. Our clients initiate their requirements as per their specific needs of skills they are looking for in the IT professionals. We then analyze our client needs, assimilate the same and submit our proposals. Once the proposals are given assent by the clients, we circulate requirements on our network of human resource base and several hiring platforms with request for applications. All the applications received are then searched, screened and shortlisted for interviews. On the basis of multiple rounds of interview and ensuring of the candidate's eligibility to fulfil client needs we do Background Verification (BGV Check) & Approvals & Documentation of hiring. Our services are not limited to providing IT Professionals only. It extends to Payroll Management, Appraisals & Separation, Management of Audit of applicable compliances relating to Human resources, Management of state Labor Compliances and Induction & Onboarding.

By offering a comprehensive range of IT Talent requirement solutions services, we help companies at varying stages in their evolution to increase productivity, quality and efficiency in order to achieve their business goals. Our experience and expertise allow us to accurately assess candidates' workplace potential and technical skills to match them to the needs of our clients. We plan to focus on business development initiatives and operational excellence to continue to build our brand and attract the talent our clients need as skills shortages arise. We also plan to utilize various modes of sourcing IT Talent, such as job fairs and online job boards.

Anticipating trends in demand is also important in managing our internal cost structure. This coupled with our ability to optimize our resources and to enhance competitive advantage through our wide variety of services and extensive network while maintaining standards of quality to both our clients and IT Talent are key components to achieving profitability targets during any part of the economic cycle.

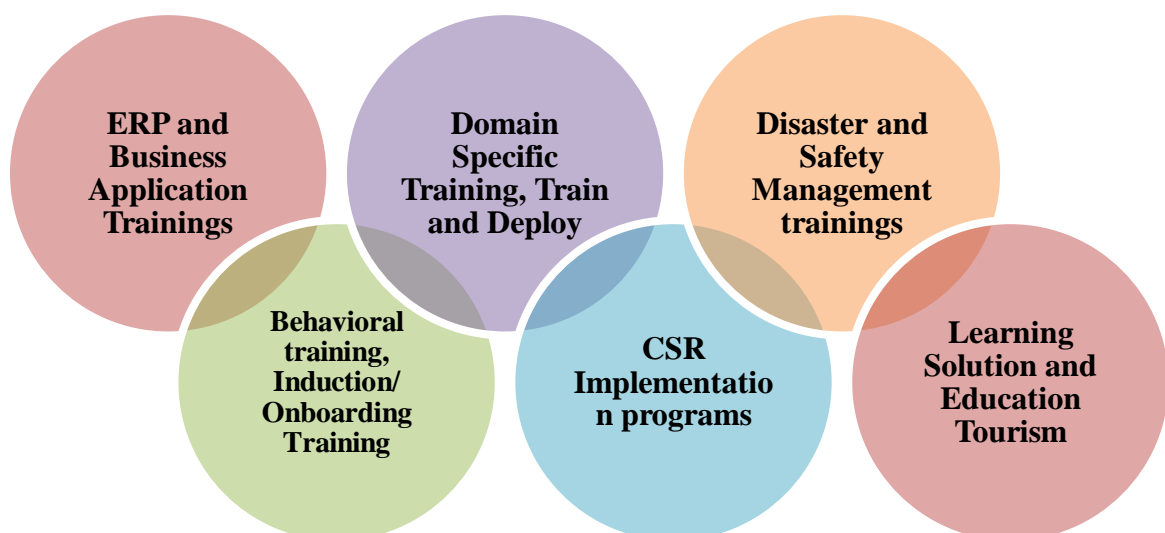
Client’s demand for workforce solutions and services is dependent on the overall strength of the IT professionals market and trends toward greater workforce flexibility within the markets in which we operate. Improving economic growth typically results in increasing demand for IT professionals, resulting in greater demand for our staffing services. Correspondingly, during sustained periods of weak economic growth or economic contraction, the demand for our staffing services typically declines. During the last several years, secular trends toward greater workforce flexibility have had a favorable impact on demand for our innovative workforce solutions and services. As companies attempt to increase the variability of their cost base, the workforce solutions we provide help them to effectively address the fluctuating demand for their products or services. By leveraging our trusted brand, industry knowledge and expertise, we place the right talent with the help of our efficient team, in the right role to help our clients access the people they need on a timely basis.

Under our IT Professionals Solutions Service we cater regular IT needs, peak period requirements, Niche IT demand, mission critical necessity, staff augmentation, short and long term staffing, seasonal project requirements, strategic staffing solutions and major staffing augmentation, needs of our clients.

***Corporate Training Services***

Under this segment of our service portfolio, we provide technical as well as soft skills based training services, where we focus on information technology, soft skills/behavioral, domain specific learning solutions that work for our client’s business. These are some of the trainings we provide under Corporate Training Service category:

- ERP and Business Application Trainings
- Behavioral training, Induction/ Onboarding Training
- Domain Specific Training, Train and Deploy
- CSR Implementation programs
- Disaster and Safety Management trainings
- Learning Solution and Education Tourism



We pioneer in scrutinizing industry demand and delivering customized programs with the team of some of the world’s finest trained professionals. Our exhaustive and custom made training delivery model helps the companies to enhance the effectiveness and efficiency of their training methodology. Our wide ranging

portfolio of service helps professionals at all levels to enhance their own skills and empower the growth of the organizations.

We operate in an industry where most of our competition comes from large but not specialized professionals service outsourcing companies, there are a few players who specialize in IT Professionals Services outsourcing besides us. Our differentiator is that besides staffing we also provide training services.

## COLLABORATIONS

We have not entered into any technical or other collaboration.

## HUMAN RESOURCES

We have a qualified and professional employee base of about 458 employees as of December 31, 2023. Our manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, execution of services within time and quality. We believe human capital is one of the most valuable assets of our Company as their technical know-how and skill sets position us at a competitive advantage over our competitors in providing some of our services. As on date Company has the following number of employees:

Department	DTL Number of Employees	JKT Number of Employees
Finance & Accounts	7	-
Sales & Marketing	3	-
Company Secretary & Compliance Officer	1	-
Onsite Employees	370	10
IT Infra Management	1	-
Human Resource	7	-
Management	1	-
Delivery & Support	58	-
Grand Total	448	10

## MARKETING

We have clients from diversified industries. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our team through their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of such customers. We have spread our presence to domestic markets with large service potential, low infrastructure costs and the availability of professional expertise. We have experienced & skill management team to motivate the sub-ordinates & staff to step towards their achievements & organizational goals. With their efficient management skills & co-ordination with sub-ordinate, they are always working as a catalyst to encourage the entire team for the development & nourishment of the organization.

## BUSINESS STRATEGY

Our business strategies include the following:

### a) *Further widening of our customer base*

Since inception of company, we have developed a long-standing relationship with our clients. We provide satisfactory professional services. We believe that this gives us a competitive edge over competitors that we bring to our engagements, our market division also conduct timely scan to identify upcoming opportunity. With the growing opportunities available in the market, we will endeavor to continue to grow our business by adding new customers in existing and new geographies and also new market segments & products. We are looking towards expanding customer base in all over India. With the widening of the customer base for our services, we will be leveraging our marketing skills and relationships and focusing on total customer orientation.

### b) *Focus on cost management*

Apart from expanding business and revenues, we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. We are always in search of new and innovative concepts as per the needs of our clients but while in the process we make sure of the fact that we perform the given task at the lowest possible cost through effective supervision and planning at back office.

### c) *Focus on cordial relationship with our customer and employees*

We believe that developing and maintaining long-term sustainable relationships with our customers and employees will help us in achieving the organizational goals, increasing turnover and entering into new markets.

## Key Performance Indicators of our Company

(Amount in Lakhs except %ages)

Key Financial Performance	For period ended December 31, 2023*	For period ended 31-03-2023	For period ended 31-03-2022	For period ended 31-03-2021
Revenue from operations	2608.08	3752.68	72.41	523.20
EBITDA	(105.60)	156.87	22.65	202.18
EBITDA Margin (%)	(4.05)	4.18	31.28	38.64
PAT	(171.70)	16.06	1.45	117.07
PAT Margin (%)	(6.58)	0.43	2.00	22.38



\*Not Annualized

### Notes:

- (1) Revenue from operation means revenue from sales, service and other operating revenues.
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income.
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
- (4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

## Intellectual Property

Our Company has applied for the following registrations under the Trade Mark Act 1999 and Trade Mark Rules 2003. The Status of our applications is as under:

#	Word/Label/Mark/Design	Application No.	Class	Registration/Application /Examination Date	Status/Validity
1	DTL Diensten Tech Limited 	5828389	42	<b>Date of Registration:</b> February 12, 2024	Registered
2	DIENSTEN TECH LIMITED	5797083	41	<b>Date of Registration:</b> November 26, 2023	Registered
3	DTL Diensten Tech Limited 	5828390	41	<b>Date of Application:</b> February 28, 2023 <b>Date of Examination:</b> August 14, 2023	Accepted & Advertised
4	DIENSTEN TECH LIMITED	5797084	42	<b>Date of Registration:</b> December 03, 2023	Registered

### Segment Wise Revenue Breakup

(Rupees in Lakh)

Segment	31-03-21	%	31-03-22	%	31-03-23	%	31-12-23	%
IT Professional Solution Services	484.12	92.53	22.83	31.53	3,316.52	88.38	2,450.38	93.95
Corporate Training	39.08	7.47	49.58	68.47	420.22	11.20	139.88	5.36
Sale of Goods	-	-	-	-	15.94	0.42	17.83	0.68
<b>Total Sales</b>	<b>523.20</b>		<b>72.41</b>		<b>3,752.68</b>		<b>2,608.09</b>	

### Competition

We operate in an industry where most of our competition comes from large but not specialized professional's service outsourcing companies, there are a few players who specialise in IT Professionals Services outsourcing besides us. Our differentiator is that besides staffing we also provide training services. The IT Professionals Services industry in India and globally is highly fragmented comprising of thousands of firms employing millions of people and generating billions of Indian rupees in annual revenues. In most areas, no single company has a dominant share of the employment services market. The size of market is so vast that it cannot be possible for only few companies to capture the entire market. We compete against a variety of regional, national or international companies. Our client mix consists of both small, medium, large size businesses and large national/multinational clients. We are developing our market based upon our local, regional and national presence and building relationship with our clients accordingly. In India this industry is growing significantly due to change in business scenarios, labour law and labour reforms and due to globalization. Although it is a competitive industry, still it is reflecting several trends in the Indian marketplace such as the notably increasing demand for skilled people, employers' desire for more flexible working models and consolidation among clients and in the employment services industry itself.

### Insurance

The Company does not have any Insurance Coverage as on the date of this Draft Red Herring Prospectus.

S. No.	Name of the Insurance Company	Nature of Policy	Sum Insured (In lakhs)	Policy Number	Validity
1	National Insurance Company Limited	Special Contingency Policy	46.83	351500592310000163	Aug'23 to Aug'24

2	Raheja QBE General Insurance Company Limited	Professional Indemnity	5000.00	010P0005861	Dec'23 to Dec'24
3	Raheja QBE General Insurance Company Limited	Commercial Crime Insurance Policy	1500.00	010P0005860	Dec'23 to Dec'24
4	ICICI Lombard General Insurance Company Limited	Comprehensive General Liability Insurance	4156.50	4066/A/ 303906511/00/000	Aug'23 to Aug'24
5	ICICI Lombard General Insurance Company Limited	Group Personal Accident	1720.00	4005/ 298683094/00/000	Jul'23 to Jun'24
6	ICICI Lombard General Insurance Company Limited	Group Health Floater Insurance Policy	950.00	4016/X/ 306954279/00/000	Sep'23 to Aug'24

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## KEY REGULATIONS AND POLICIES

*Except as otherwise specified in this Prospectus, the Companies Act, 2013, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business of hiring, training and deployment of staffing services, providing staffing solutions, corporate training and E-learning content development. Taxation statutes such as the I.T. Act, and applicable Labour laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and is neither designed nor intended to be a substitute for professional legal advice.*

### APPLICABLE LAWS AND REGULATIONS

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars, and policies, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions.

### BUSINESS /TRADE RELATED LAWS/REGULATIONS

#### **Information Technology Act, 2000 (The “Information Technology Act”)**

The Information Technology Act was enacted with the purpose of providing legal recognition to electronic transactions. In addition to providing for the recognition of electronic records and creating a mechanism for the authentication of electronic documentation through digital signatures, it also provides for civil and criminal liability including fines and imprisonment for various computer related offenses which include offenses relating to unauthorized access to computer systems, modifying the contents of such computer systems without authorization, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud. The Information Technology (Amendment) Act, 2008, which came into force on October 27, 2009, amended the IT Act and inter alia gives recognition to contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third-party information liability. The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules 2011. The Department of Information Technology under the Ministry of Communications & Information Technology, Government of India notified the Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011 in respect of section 43A of the Information Technology Act, 2000. The said rules are dealing with the protection of sensitive personal data or information and the security practices and procedures to be followed.

#### **The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules 2011**

The Department of Information Technology under the Ministry of Communications & Information Technology, Government of India notified the Information Technology (Reasonable security practices and

procedures and sensitive personal data or information) Rules, 2011 in respect of section 43A of the Information Technology Act, 2000. The said rules are dealing with the protection of sensitive personal data or information and the security practices and procedures to be followed.

### **The Personal Data Protection Bill, 2021 (“Bill”)**

The Personal Data Protection Bill, 2021 was introduced in Lok Sabha on December 16, 2021, by the joint parliamentary Committee i.e., after a period of 2 years from the date of introduction of the Bill in 2019. The Bill seeks to provide for protection of personal data of individuals and establishes a Data Protection Authority for the same. Data Protection refers to the set of privacy laws, policies and procedures that aim to minimize intrusion into one’s privacy caused by the collection, storage, and dissemination of personal data. Personal data generally refers to the information or data which relates to a person who can be identified from that information or data whether collected by any Government or any private organization or an agency.

### **National Digital Communications Policy 2018**

With significant capabilities in both telecommunications and software, India, more than most countries, stands poised to benefit from harnessing new digital technologies and platforms to unlock productivity, as well as to reach unserved and underserved markets; thus, catalysing economic growth and development, generating new- age jobs and livelihoods, and ensuring access to next generation services for its citizens. This policy aims for Universal Coverage rather than revenue maximization. This policy and principles framework will enable creation of a vibrant competitive telecom market to strengthen India’s long-term competitiveness and serve the needs of our aspiring nation. The Policy aims to remove regulatory barriers and reduce the regulatory burden that hampers investments; innovation and consumer interest and identifies steps to strengthen the sector’s institutional mechanism and legislative framework, to ensure that India’s economy and citizens can derive the full potential of its digital communications sector.

### **Data Center Policy, 2020**

Indian Data Centre market has seen tremendous growth in the past decade, riding on the explosion of data through smart phones, social networking sites, ecommerce, digital entertainment, digital education, digital payments and many other digital businesses/ services. This growth in data is further stimulated by adoption of emerging technologies such as quantum computing, artificial intelligence, internet of things etc. While the Data Centre sector is witnessing growth in the country, there are known impediments to its growth such as lack of infrastructure or Industry status of the Data Centres, complex clearance processes, time consuming approvals, high cost of power, lack of published standards, absence of specialized building norms for building the Data Centres, submarine cable network connectivity limited to few states and high cost of capital and operational expenditure etc. This policy aims to offset these challenges in order to accelerate the current pace of growth and propel India in becoming a global Data Centre hub. Several states have also formulated their own data center policy in line with the central policy.

### **The Micro, Small and Medium Enterprises Development Act, 2006 (the “Act”)**

It consists of six chapters which are further divided into 32 sections. This Act also provides for the formation of the National Board of Micro, Small and Medium Enterprises. The head office of the Board is in Delhi. Section 3 of the Act defines the members of the board. The Central Government, by notification, can constitute an advisory committee. Registration of micro, small and medium enterprises is replaced with the filling of the memorandum. To avail the benefit of the Act, it is always recommended to register the enterprises as a micro, small or medium enterprise. The concept is important for the promotion of industrial development in rural areas, use of traditional or inherited skills, use of local resources and mobilization of resources and exportability of products. It provides maximum opportunities for employment outside the agriculture sector as well.



## **LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED**

### **Shops and Establishments legislations in various states:**

The provisions of various shops and establishments legislations, as applicable, regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

### **Professions, Trade, Callings and Employments Act in various states:**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of Maharashtra, Karnataka and Telangana are empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the income of individuals, profits of business or gains of vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such persons before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

## **GENERAL CORPORATE COMPLIANCE**

### **Companies Act, 2013 (the ‘Companies Act’)**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to the appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the director’s payable by the companies is under Part II of the said schedule.

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

The Consumer Protection Act, 2019 which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. One of the substantial changes introduced by Consumer Protection Act is inclusion of the e-commerce industry under Consumer Protection Act with “e-commerce” defined to refer to the buying and selling of goods or services over digital or electronic network. Therefore, the Consumer Protection Act aims to cover entities that are involved in the process of selling goods or services online. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakh. In cases of manufacturing for sale or storing, selling or distributing or importing products

containing an adulterant, the imprisonment may vary between six months to seven years and fine between one lakh to ten lakh depending upon the nature of injury to the consumer.

## **EMPLOYMENT AND LABOUR LAWS**

### **The Code on Wages, 2019 (the “Code”)**

The Code received the assent of the President of India on August 8, 2019. The Code is yet to be notified in the Official Gazette. The Code will replace the four existing ancient laws namely (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. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

### **The Payment of Wages Act, 1936 (the “Act”)**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

### **The Minimum Wages Act, 1948 (the “Act”)**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

### **The Payment of Bonus Act, 1965 (the “PoB Act”)**

The PoB Act as amended, The Payment of Bonus (Amendment) Act, 2015 provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

### **The Equal Remuneration Act, 1976 (the “Act”)**

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. It was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

### **Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“the EPF Act”) and the Employees Provident Fund Scheme, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall

also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

### **Employees' Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 6C 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 the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

### **Employees' State Insurance Act, 1948 (the "ESI Act")**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

### **The Employees' Compensation Act, 1923 (the "Act")**

The Employees' Compensation Act, 1923, as amended, the Employee's Compensation (Amendment) Act, 2017 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The said Act makes every employer liable to pay compensation, if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment.

### **Maternity Benefit Act, 1961 (the "Act")**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

**The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act")**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

**TAX RELATED LEGISLATIONS****Income Tax Act, 1961 ("IT Act")**

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing, or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax. Every such Company is also required to file its returns by September 30 of each assessment year.

**Central Goods and Services Tax Act, 2017 (the "GST Act")**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017, and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

**Customs Act, 1962 (the "Customs Act")**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e., bringing into India from a place outside India or at the time of export of goods i.e., taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an IEC (Importer Exporter Code).

**INTELLECTUAL PROPERTY LEGISLATIONS:**

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Copyright Act, 1957
- The Trade Marks Act, 1999
- The Designs Act, 2000
- The Patent Act, 1970

The Acts applicable to our Company will be:

**Trade Marks Act, 1999**

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

**OTHER LAWS****Foreign Trade (Development and Regulation) Act, 1992 (the "FTA Act")**

The FTA Act is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, 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. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

**Foreign Exchange Management Act, 1999 & Rules thereunder:**

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations, and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid-up

value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent shall be called the individual and aggregate limit, respectively.

**The Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974 (“COFEPOSA”)**

COFEPOSA came into force for the reason to provide preventive detention and to protect and augment the guidelines of foreign exchange. The Act also aims to control smuggling activities and other issues in relation to these activities. COFEPOSA confers power on the Central and the State Governments to issue orders for detaining a person if it is satisfied that the person has acted detrimental to the protection and intensification of foreign exchange. The Government shall also issue order of detention on the ground that the person has engaged in the activity of smuggling goods, assists any person in smuggling goods, transports or conceals such goods, harboring any person employed in the smuggling activities or does any other activity related with smuggling. Such an order shall be issued by the Joint Secretary to the Central Government or Secretary to the State Government or any senior officer authorized by the Government.

**GENERAL LAWS**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Negotiable Instrument Act 1881, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Indian Contract Act, 1872, and etc.

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## **HISTORY AND CERTAIN OTHER CORPORATE MATTERS**

### **HISTORY OF OUR COMPANY**

Our Company was originally incorporated as a public company under the Companies Act, 1956 in the name and style of “JKT Consulting Limited” bearing Corporate Identification Number U74140DL2007PLC160160 dated March 06, 2007 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently the name of our Company was changed to “Diensten Tech Limited” pursuant to fresh certificate of incorporation issued by the Registrar of Companies, Delhi, dated May 11, 2021.

### **CHANGES IN OUR REGISTERED OFFICE**

Registered Office of the Company is presently situated at 7<sup>th</sup> Floor, A-2, L.S.C., Masjid Moth, Greater Kailash-II, New Delhi – 110048, India which has been changed from A-2, L.S.C., Masjid Moth, Greater Kailash-II, New Delhi – 110048, India with effect from January 10, 2023.

### **MAIN OBJECTS OF OUR COMPANY**

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company are:

*To provide Business solution through ERP Solution, Business process solutions and consultation in the field of Computer Science including planning, preparation of feasibility and other various application systems, market planning, research and development, training, designing, data processing and provide consultancy in the field of project planning. Networking, Office automation, telecommunication and other related areas to its clients in India and Abroad.*

*To render as principals, consultancy services including service related to hiring, recruitment and deputation of technical and other personnel (including labour- skilled, semi skilled or unskilled) for deployment in India or Abroad in various fields of technologies.*

### **AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION:**

Since incorporation, there has been following amendment made to the MoA of our Company:

<b>Date of Amendment</b>	<b>Particulars of Amendment</b>
March 25, 2008	Increase in authorised share capital of the company from Rs.50 Lakh to Rs.100 Lakh.
May 11, 2021	Change of name from JKT Consulting Limited to Diensten Tech Limited.
March 10, 2022	Increase in authorised share capital of the company from Rs.100 Lakh to Rs.1000 Lakh.

### **KEY EVENTS AND MILESTONES:**

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Event
2022	Acquisition of PS & T division of JK Technosoft Limited.
2023	Execution of Business Transfer Agreement for Acquisition of Specific Customers from M/s Klaus IT Solutions Pvt Ltd.
2023	Execution of Business Transfer Agreement for Acquisition of Specific Customers with M/s Skanda IT Solutions Private Limited.

## DETAILS OF BUSINESS OF OUR COMPANY

For details on the description of Our Company's activity, business model, marketing strategy, strength, completion of business, please see 'Our Business', 'Management Discussion and Analysis of Financial Conditions' and 'Basis For Issue Price' on page 99, 199 and 76 of this Draft Red Herring Prospectus respectively.

## HOLDING COMPANY OF OUR COMPANY

Our Company is subsidiary of JK Traders Limited which is holding 68% of the shareholding of our company, as on the date of filing of this Draft Red Herring Prospectus. For details of JK Traders Limited please refer Chapter titled Our Promoters on page 142 of this Draft Red Herring Prospectus.

## SUBSIDIARY COMPANY OF OUR COMPANY

Our Company has no Subsidiary Company as on the date of filing of this Draft Red Herring Prospectus.

## OTHER DECLARATIONS AND DISCLOSURES

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

## FUND RAISING THROUGH EQUITY OR DEBT

For details in relation to our fund raising activities through equity and debt, please refer to the chapters titled '*Capital Structure*' on page number 56, respectively, of this Draft Red Herring Prospectus.

## REVALUATION OF ASSETS

Our Company has not re-valued its assets since its incorporation.

## CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT

Other than as stated in this Draft Red Herring Prospectus, there has been no change in the activities being carried out by our Company during the preceding five years from the date of this Draft Red Herring



Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

**INJUNCTIONS OR RESTRAINING ORDERS**

Our Company is not operating under any injunction or restraining order.

**DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS**

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks.

**STRIKES AND LOCK-OUTS**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of this Draft Red Herring Prospectus, our employees are not unionized.

**TIME AND COST OVERRUNS IN SETTING UP PROJECTS**

As on the date of this Draft Red Herring Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

**SHAREHOLDERS' AGREEMENT**

Our Company does not have any subsisting shareholders' agreement as on the date of 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 into more than two years before the date of this Draft Red Herring Prospectus except Business Transfer agreement dated April 30, 2022 with JK Technosoft Limited. Pursuant to this agreement, we have acquired Professional Services & Training (PS & T) business from JK Technosoft Limited with effect from April 01, 2022.

**STRATEGIC PARTNERS**

Our Company does not have any strategic partner(s) as on the date of this Draft Red Herring Prospectus.

**FINANCIAL PARTNERS**

As on the date of this Draft Red Herring Prospectus, our Company does not have any financial partners.

**ACQUISITION OF BUSINESS / UNDERTAKINGS**

There is no Merger, Amalgamation, Acquisition of Business or Undertaking etc. with respect to our Company and we have not acquired a business undertaking in last 10 years except as following:

- Acquisition of Professional Services & Training (PS & T) business from JK Technosoft Limited with effect from April 01, 2022, vide Business Transfer agreement dated April 30, 2022 with JK Technosoft Limited.
- Acquisition of Specific Customers from M/s Klaus IT Solutions Pvt Ltd. through execution of Business Transfer Agreement dated September 29, 2023.
- Acquisition of Specific Customers from M/s Skanda IT Solutions Private Limited through execution of Business Transfer Agreement dated September 20, 2023.

#### **DIVESTMENT OF BUSINESS / UNDERTAKING BY COMPANY IN THE LAST TEN YEARS**

There has been no divestment by the Company of any business or undertaking in the last 10 years.

#### **NUMBER OF SHAREHOLDERS OF OUR COMPANY**

Our Company has 12 (Twelve) shareholders as on date of this Draft Red Herring Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled “Capital Structure” beginning on page 56 of this Draft Red Herring Prospectus.

#### **DETAILS OF PAST PERFORMANCE**

For details of Change of management, please see chapter titled “Our Business” and “History and certain corporate matters” on page 99 and 116 respectively of this Draft Red Herring Prospectus.

#### **DETAILS OF FINANCIAL PERFORMANCE**

For details in relation to our financial performance in the previous three financial years, including details of non- recurring items of income, refer to section titled “Financial Statements as Restated” beginning on page 157 of this Draft Red Herring Prospectus.

#### **COLLABORATION AGREEMENT**

As on the date of this Draft Red Herring Prospectus, our Company is not party to any collaboration agreement.

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## OUR MANAGEMENT

### BOARD OF DIRECTORS

The composition of our Board is governed by the provisions of the Companies Act, 2013 and our Articles of Association. In terms of our Articles of Association, our Company is required to have up to 15 directors. As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013.

As on date of this Draft Red Herring Prospectus, our Board consists of 7 (Seven) Directors, which consists of 1 (One) Executive Director and 6 (Six) Non-Executive Directors, out of which 2 (Two) are Independent Directors, both of which are Women Directors. The detailed composition are as follows:

S. N.	Name	DIN	Category	Designation
1.	Mr. Vipul Prakash	01334649	Executive	Managing Director
2.	Mr. Abhishek Singhania	00087844	Non-Executive	Director
3.	Mr. Sanjay Kumar Jain	01014176	Non-Executive	Director
4.	Mr. Satish Chandra Gupta	01595040	Non-Executive	Director
5.	Ms. Sunaina Primlani Gera	07763740	Non-Executive Independent	Independent Director
6.	Ms. Kanika Vaswani	09321205	Non-Executive Independent	Independent Director
7.	Mr. Manoj Kumar	10277198	Non-Executive	Director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Draft Red Herring Prospectus :

<b>Name</b>	<b>Mr. Vipul Prakash</b>
Father's Name	Shri Ved Prakash
Address	204/1, Neb Valley, Sainik Farms, Neb Sarai, New Delhi-110068
Date of Birth	February 19, 1974
Age	50 Years
Designation	Managing Director
Status	Executive
DIN	01334649
Occupation	Business
Qualification	Bachelor of Business Studies
No. of Years of Experience	26 Years
Details of Experience	Recruitment, Human Resource Consultancy, Staffing and Software Development
Period of Directorship	Since February 14, 2022 and Managing Director since May 30, 2022
Current Terms of Appointment	Appointed for five years till May 29, 2027
Directorship in other Companies	<ul style="list-style-type: none"> <li>• Wow Equipment &amp; Infra Private Limited</li> <li>• B R C Electronics Private Limited</li> <li>• J K Technosoft Limited</li> <li>• Wow Softech Private Limited</li> <li>• Hum Agetech Private Limited</li> <li>• Wen Womentech Private Limited</li> <li>• Unicus Recruitment Process Outsourcing Private Limited</li> </ul>

<b>Name</b>	<b>Mr. Abhishek Singhania</b>
Father's Name	Shri Govind Hari Singhania
Address	J. K. House-3, Barakhamba Road, New Delhi – 110001
Date of Birth	April 06, 1973
Age	50 Years
Designation	Director
Status	Non-Executive
DIN	00087844
Occupation	Business
Qualification	Bachelor of Commerce
No. of Years of Experience	33 Years
Details of Experience	Project Management, Strategic planning, and business development.
Period of Directorship	Since March 06, 2007 (i.e., Incorporation of the Company)
Current Terms of Appointment	Liable to retire by rotation
Directorship in other Companies	<ul style="list-style-type: none"> <li>• JK Defence &amp; Aerospace Limited</li> <li>• Jaykay Enterprises Limited</li> <li>• J K India Limited</li> <li>• J K Technosoft Limited</li> <li>• PGA Securities Private Limited</li> <li>• B.G.K. Infrastructure Developers Private Limited</li> <li>• Adharshila Estates Private Limited</li> <li>• Neumesh Labs Private Limited</li> <li>• Nebula3d Services Private Limited</li> <li>• Merchants Chamber Of Uttar Pradesh</li> <li>• Uttar Pradesh Cricket Association</li> <li>• J.K. Org Limited</li> <li>• J.K.Traders Limited</li> <li>• Jk Urbanscapes Developers Limited</li> </ul>
<b>Name</b>	<b>Mr. Satish Chandra Gupta</b>
Father's Name	Shri Harish Chand Gupta
Address	B-47, Sector 36, Gautam Budh Nagar, Noida, Uttar Pradesh-201301
Date of Birth	November 15, 1944
Age	79 Years
Designation	Director
Status	Non-Executive
DIN	01595040
Occupation	Business
Qualification	Bachelor of Science & Post Graduate Diploma in Management
No. of Years of Experience	51 Years
Details of Experience	IT Industry
Period of Directorship	Since March 06, 2007 (i.e., Incorporation of the Company)
Current Terms of Appointment	Liable to retire by rotation

Directorship in other Companies	<ul style="list-style-type: none"> <li>• Allen Reinforced Plastics Pvt Ltd</li> <li>• Welgrow Developers Private Limited</li> <li>• Genext Estates Private Limited</li> <li>• Jk Digital &amp; Advance Systems Private Limited</li> <li>• Jk Defence &amp; Aerospace Limited</li> <li>• Balashree Property Consultants Private Limited</li> <li>• J K Infrastructure Developers Private Limited</li> <li>• J K Technosoft Limited</li> <li>• J K India Limited</li> <li>• Colours And Hues Private Limited</li> <li>• Manphul Trading And Finance Company Private Limited</li> <li>• Jk Urbanscapes Developers Limited</li> </ul>
<b>Name</b>	<b>Mr. Sanjay Kumar Jain</b>
Father's Name	Shri Suresh Chand Jain
Address	263 SFS Hauz Khas Appt., Hauz Khas, New Delhi-110016
Date of Birth	October 27, 1966
Age	57 Years
Designation	Director
Status	Non-Executive
DIN	01014176
Occupation	Professional
Qualification	Bachelor of Commerce, Fellow Chartered Accountant and Diploma in Business Finance
No. of Years of Experience	33 Years
Details of Experience	Long-term strategy preparations, Corporate finance, Treasury and Investor Relations.
Period of Directorship	Since February 14, 2022
Current Terms of Appointment	Liabile to retire by rotation
Directorship in other Companies	<ul style="list-style-type: none"> <li>• Allen Reinforced Plastics Pvt Ltd</li> <li>• Jk Defence &amp; Aerospace Limited</li> <li>• Carya Chemicals &amp; Fertilizers Private Limited</li> <li>• Sarth Agbev And Energy Private Limited</li> <li>• Express Infra Financial Consultancy Private Limited</li> <li>• Dwarkadhish Finance And Investment Company Private Limited</li> <li>• Pga Securities Private Limited</li> <li>• B.G.K. Infrastructure Developers Private Limited</li> <li>• Taj Capital Partners Private Limited</li> <li>• J K Consultancy And Services Private Limited</li> <li>• Jaykay Enterprises Limited</li> <li>• Manphul Trading And Finance Company Private Limited</li> <li>• Tinna Rubber And Infrastructure Limited</li> <li>• Suraj Industries Ltd</li> <li>• Shri Gang Industries And Allied Products Limited</li> </ul>
<b>Name</b>	<b>Ms. Sunaina Primlani Gera</b>
Father's Name	Shri Mohan Primlani
Address	Bungalow No. A-9, Padma Vilas Enclaves, Wanowari, Pune Maharashtra-411040
Date of Birth	August 16, 1970
Age	53 Years
Designation	Independent Director

Status	Non-Executive
DIN	07763740
Occupation	Business
Qualification	Bachelor in Literature and Diploma in Interior Design: Interior Design.
No. of Years of Experience	16 Years
Details of Experience	Recruitment Services Consultant
Period of Directorship	Since September 2, 2022
Current Terms of Appointment	Appointed for 5 Years w.e.f. September 26, 2022
Directorship in other Companies	ZODIAC-JRD-MKJ LIMITED
<b>Name</b>	<b>Ms. Kanika Vaswani</b>
Father's Name	Shri Ghan Shyam Jumrani
Address	H. No.-75 G Floor, Vinoba Puri, Lajpat Nagar II, New Delhi-110024
Date of Birth	April 24, 1977
Age	46 Years
Designation	Independent Director
Status	Non-Executive
DIN	09321205
Occupation	Business
Qualification	B. Com and Masters Diploma in Software Engineering.
No. of Years of Experience	22 Years
Details of Experience	Business Development
Period of Directorship	Since September 2, 2022
Current Terms of Appointment	Appointed for 5 Years w.e.f. September 26, 2022
Directorship in other Companies	Wen Womentech Private Limited
<b>Name</b>	<b>Mr. Manoj Kumar</b>
Father's Name	Shri Haricharan
Address	C2C-204- C-2C Block, Pocket-2, Janakpuri B-1, Rajouri Garden, Delhi-110058
Date of Birth	June 27, 1968
Age	55 Years
Designation	Director
Status	Non-Executive
DIN	10277198
Occupation	Professional
Qualification	Certification in Specialized Management Training in Marketing Management
No. of Years of Experience	33 Years
Details of Experience	Strategic Leadership in Client Relationship Management, Team Management Excellence and focused on driving corporate Growth.
Period of Directorship	Since August 24, 2023
Current Terms of Appointment	Liabile to retire by Rotation
Directorship in other Companies	NIL

### **BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY**

**Mr. Vipul Prakash**, aged 50 years, is Promoter and Managing Director of our Company. He is a Bachelor of Business Studies from University of Delhi. He has more than 26 years of vast and deep experience in the field

of our company's business vertical. His functional responsibility in our Company involves handling the overall operations of including Client Relationships and managing new setup of our Company. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company. Vipul also runs Wowjobs a Dubai and Delhi headquartered Search firm which has presence across Africa, Europe and the Middle-East. Earlier he was a partner in an Ed-Tech fund EVC. Entrepreneurs who are looking to offer services like HR, Content etc. to corporate clients. He Co-founded the Indian Staffing federation and worked as its first vice-president. He also served on the board of Action for India and The Delhi Chapter of the Entrepreneur Organization.

**Mr. Abhishek Singhania**, aged 50 years, is Promoter and Director of our Company. He is a Bachelor of Commerce from University of Kanpur. He is the founder of our Company and a scion of one of the best-known business families of India, has been Director of our company since incorporation. His 33 years of experience in Project Management, Strategic planning and business development has led the Company's operational growth together with the Board and Leadership Team. After an early career within global companies like American Express, he was then exposed to various JK Organisation group companies. He has been engaged in all aspects of business - managing business units, operations as well as spearheading successful national and international expansion programs. He has lived and worked in numerous countries including the USA & UK and accrued rich experience managing international companies.

**Mr. Sanjay Kumar Jain**, aged 57 years, is a Chartered Accountant by qualification. He is a commerce graduate from Sri Ram College of Commerce, Delhi University and also holds diploma from business finance from ICAI. He has over 33 years of experience in multiple organizations in several areas including Long Term Strategy preparations, Corporate Finance, Treasury and Investor Relations. For first 15 years he was in employment of various reputed groups of India such as Ranbaxy, JM Financial, PwC, Rabobank etc. For next 17 years he worked as an independent consultant working with Promoters/Senior Management of Companies and private equity funds providing knowledge/research support to clients contemplating M&A and investments. He has wide industry experience in the areas like building materials primarily ceramics, sanitary ware, construction, chemicals, alcoholic beverages, agricultural commodities, farm inputs and consumer food business, media content & distribution pharmaceuticals etc.

**Mr. Satish Chandra Gupta**, aged 79 years, is an IT industry veteran. With over 50+ years of experience, he brings a wealth of knowledge and market perspective to the table. He started his career with IBM World Trade Corporation in India in 1965. He is responsible for managing various operational, business development and strategic decisions of the Company.

**Ms. Sunaina Primlani Gera**, aged 53 years, is Independent Director of our Company. She is a Bachelor in Literature from Delhi University. She has rich experience of 15 years into running businesses relating to real estate project management, interior décor and staffing. She specializes in client relationship building and business development.

**Ms. Kanika Vaswani**, aged 46 years, is Independent Director of our Company. She is a B.Com and Masters Diploma in Software Engineering. She has rich experience of 22 years of into business development and successfully launching business verticals with persistence and determination. She also has experience of managing large teams and multiple industry verticals (Technical and Non-Technical) Pan India.

**Mr. Manoj Kumar**, aged 55 years, is Non-Executive Director of our Company. He has rich experience of 33 years into running businesses relating to IT Professionals augmentation requirement. He specializes in client relationship building and business development. He has in-depth understanding of the IT business across

industry. He is a seasoned and skilled veteran in P&L management, Business operations and business transformation through Operation Excellence.

**Note:**

- 1) None of the above mentioned Directors or promoters of the Company are on the RBI List of wilful defaulters or fraudulent borrower as on the date of this Draft Red Herring Prospectus.
- 2) None of the above mentioned Directors or promoters of the Company are fugitive economic offenders and fraudulent borrowers as on the date of this Draft Red Herring Prospectus.
- 3) None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.
- 4) None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

**FAMILY RELATIONSHIP BETWEEN DIRECTORS**

None of the Directors of the Company is related to each other as per Section 2(77) of the Companies Act, 2013. Also, there is no relationship between any of the directors and key managerial personnel of the Company.

**Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the stock exchanges and reasons for suspension.**

Except for Mr. Sanjay Kumar Jain, none of our Directors is / was a Director in any listed company during the last five years before the date of filing of this Draft Red Herring Prospectus, whose shares have been / were suspended from being traded on the any stock exchange, during his/her tenure. The details of the companies suspended during the tenure of Mr. Sanjay Kumar Jain are as follows:

S. No.	Particulars	Detail
1.	Name of the Company	Shri Gang Industries & Allied Products Limited
2.	Listed on	BSE Limited
3.	Date of suspension on the stock exchanges	September 17, 2012
4.	If trading suspended for more than three months, reasons for suspension and period of suspension	<b>Reason:</b> Non-Compliance of various clauses of listing agreement. <b>Period:</b> More than 9 Years
5.	If the suspension of trading revoked, the date of revocation of suspension	Yes, suspension has been revoked w.e.f. March 07, 2022.
6.	Term (along with relevant dates) of the director in the above company(ies)	Mr. Sanjay Kumar Jain was appointed as Non-Executive Independent Director of the Company w.e.f. March 03, 2022. Further, his designation was changed from Non-Executive Independent Director to Non-Executive Non Independent Director w.e.f. May 30, 2022.

**Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting.**

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.



**Details of arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the Directors were selected as a director or member of senior management.**

There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.

**TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS**

**Executive Directors**

<b>Name</b>	<b>Mr. Vipul Prakash</b>
<b>Designation</b>	Managing Director
<b>Period</b>	Five Years from May 30, 2022
<b>Date of approval of shareholder</b>	September 29, 2022
<b>Remuneration</b>	No remuneration has been finalised and neither being paid since appointment. The Board of Directors is authorised to finalise the same as and when deem fit.
<b>Perquisite</b>	Re-imbusement of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Chairman and Managing Director.

**Non-Executive Directors**

Non-Executive Non-Independent Directors and Independent Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board. They are entitled to a sitting fee for attending the meeting of the Board and the Committee thereof respectively.

*Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.*

**SHAREHOLDING OF DIRECTORS IN OUR COMPANY**

As per the Articles of Association of our Company, a Director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Draft Red Herring Prospectus :

#	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity Share capital in our Company
1.	Mr. Abhishek Singhania	1	0.00002
2.	Mr. Sanjay Kumar Jain	75,658	1.25
3.	Mr. Vipul Prakash	8,32,239	13.75
4.	Mr. Satish Chandra Gupta	1	0.00002
5.	Ms. Sunaina Primlani Gera	NIL	NIL
6.	Ms. Kanika Vaswani	NIL	NIL
7.	Mr. Manoj Kumar	1,21,054	2.00

## **INTEREST OF DIRECTORS**

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to anybody corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

### ***Interest in promotion of Our Company***

Except Promoters, none of our Directors have any interest in the promotion of our Company.

### ***Interest in the property of Our Company***

Our Directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Draft Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Draft Red Herring Prospectus. Our Directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

### ***Interest in the business of Our Company***

Save and except as stated otherwise in “Related Party Transaction” in the chapter titled “Financial Information” beginning on page number 157 of this Draft Red Herring Prospectus, our Directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

## DETAILS OF SERVICE CONTRACTS

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company.

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.

## BONUS OR PROFIT SHARING PLAN FOR THE DIRECTORS

There is no bonus or profit sharing plan for the Directors of our Company.

## CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

No Director has received or is entitled to any contingent or deferred compensation.

## OTHER INDIRECT INTEREST

Except as stated in chapter titled “Financial Information” beginning on page 157 of this Draft Red Herring Prospectus , none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

## BORROWING POWER OF THE BOARD

In terms of the special resolution passed in the Extra Ordinary General Meeting of our Company held on January 10, 2023 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of monies from time to time notwithstanding that the money or monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of the business) may exceed the aggregate of the paid up share capital of the Company, its free reserves and securities premium, that is to say, reserves not set apart for any specific purposes, provided that the total amount which may be so borrowed by the Board of Directors and outstanding at any time (apart from temporary loans obtained from the Company’s bankers in the ordinary course of the business) shall not exceed Rs. 100 Crores (Rupees One Hundred Only) over and above the paid- up share capital, free reserves and securities premium accounts of the Company for the time being.

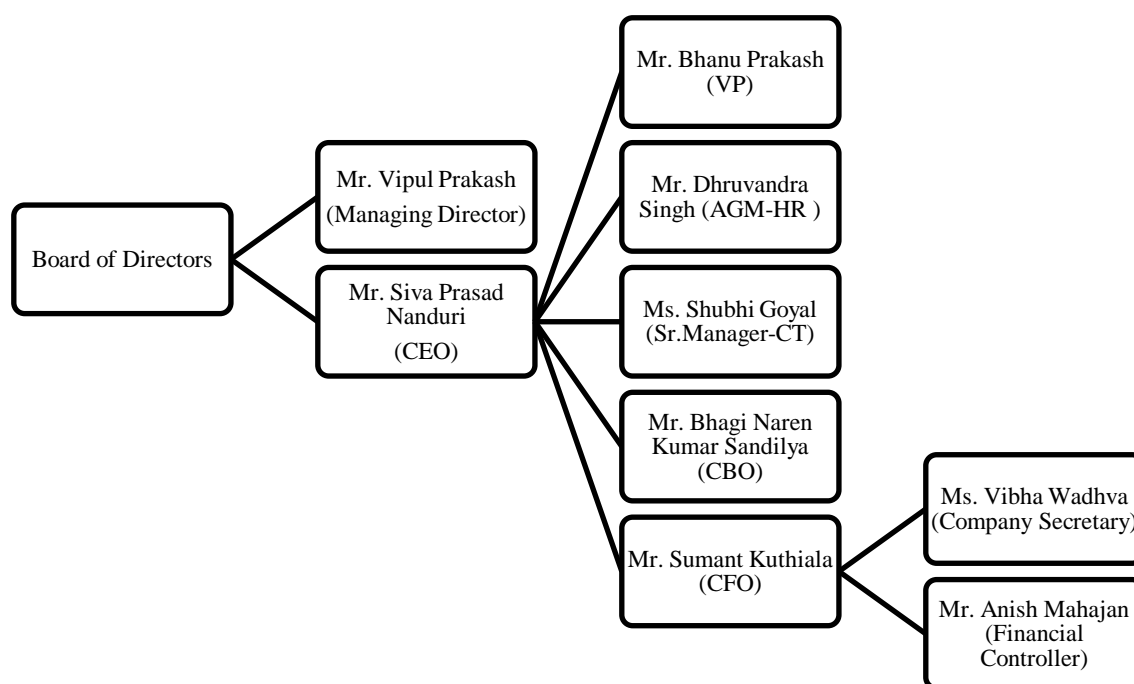
## CHANGES IN THE BOARD FOR THE LAST THREE YEARS

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

Name of Director	Date of Event	Reason for Change
Mr. Vedang Hari Singhania	March 1, 2021	Appointed as Additional Director
Mr. Babu Abraham	March 1, 2021	Resignation as Director
Mr. Vipul Prakash	February 14, 2022	Appointed as Additional Director
Mr. Sanjay Kumar Jain	February 14, 2022	Appointed as Additional Director

Name of Director	Date of Event	Reason for Change
Mr. Vedang Hari Singhania	February 14, 2022	Resignation as Director
Mr. Vipul Prakash	May 30, 2022	Appointed as Managing Director
Ms. Sunaina Primlani Gera	September 2, 2022	Appointed as Additional Director
Ms. Kanika Vaswani	September 2, 2022	Appointed as Additional Director
Mr. Sanjay Kumar Jain	September 26, 2022	Regularization of Directorship and Change in Designation
Ms. Sunaina Primlani Gera	September 26, 2022	Regularization of Directorship
Ms. Kanika Vaswani	September 26, 2022	Regularization of Directorship
Mr. Manoj Kumar	August 24, 2023	Appointed as Additional Director
Mr. Manoj Kumar	September 20, 2023	Regularization of Directorship

### Management Organization Structure



### 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, as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

#### **AUDIT COMMITTEE**

The Audit Committee was constituted vide Board resolution dated October 19, 2022 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Draft Red Herring Prospectus, the Audit Committee comprises of:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Sanjay Kumar Jain	Chairman	Director
Ms. Sunaina Primlani Gera	Member	Independent Director
Ms. Kanika Vaswani	Member	Independent Director

Our Company Secretary, Ms. Vibha Wadhva acts as the secretary of the Audit Committee.

The composition of the Audit Committee may be changed by addition or removal of its members at any time by the Board. Any member of the Audit Committee ceasing to be a director shall also cease to be a member of the Audit Committee.

#### **The role of Audit Committee shall include the following:**

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
4. Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications and modified opinions in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
7. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than

those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;

8. Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussing with internal auditors on any significant findings and follow up thereon;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. Looking 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;
19. Reviewing the functioning of the whistle blower mechanism;
20. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
22. Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
23. Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law; and
24. Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

**The Audit Committee enjoys following powers:**

- a. To investigate any activity within its terms of reference
- b. To seek information from any employee
- c. To obtain outside legal or other professional advice
- d. To secure attendance of outsiders with relevant expertise if it considers necessary
- e. The audit committee may invite such of the executives as it considers appropriate (and particularly head of the finance function) to be present at the meetings of the committee, but on the occasions it may also

meet without the presence of any executives of the Issuer. The finance director, head of the internal audit committee.

**The Audit Committee shall mandatorily review the following information:**

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses;
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
6. statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

The Audit Committee shall meet at least four times in a year and more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on October 19, 2022. As on the date of this Draft Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Ms. Kanika Vaswani	Chairman	Independent Director
Ms. Sunaina Primlani Gera	Member	Independent Director
Mr. Vipul Prakash	Member	Managing Director

Our Company Secretary, Ms. Vibha Wadhva acts as the secretary of the Nomination and Remuneration Committee.

**The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:**

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;

2. for the appointment of an independent director, the 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 of directors of the Company 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 external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. Consider the time commitments of the candidates.
3. formulation of criteria for evaluation of the performance of independent directors and the Board;
4. devising a policy on diversity of our Board;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analyzing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market Regulations, 2003, as amended;

Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

The committee shall meet as and when the need arises, subject to at least one meeting in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee has been formed by the Board of Directors at the meeting held on October 19, 2022. As on the date of this Draft Red Herring Prospectus the Stakeholders' Relationship Committee comprises of:



Name of the Director	Designation in the Committee	Nature of Directorship
Ms. Kanika Vaswani	Chairman	Independent Director
Ms. Sunaina Primlani Gera	Member	Independent Director
Mr. Vipul Prakash	Member	Managing Director

Our Company Secretary, Ms. Vibha Wadhva acts as the secretary of the Stakeholders' Relationship Committee.

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

1. Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. To handle the grievances of the stakeholders in connection with the allotment and listing of shares;
7. Ensure proper and timely attendance and redressal of investor queries and grievances;
8. Carrying out any other functions contained in the Companies Act, 2013 and/or other documents (if applicable), as and when amended from time to time; and
9. To approve, register, refuse to register transfer or transmission of shares and other securities;
10. To review, approve or reject the request for split, sub-divide, consolidate, renewal and or replace any share or other securities certificate(s) of the Company;
11. To authorize affixation of common seal of the Company;
12. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
13. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
14. To dematerialize or rematerialize the issued shares;
15. To do all other acts and deeds as may be necessary or incidental to the above;
16. To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s); and
17. Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

The Stakeholder Relationship Committee shall meet at least once in a year, and shall report to the Board on quarterly basis regarding the status of re-dressal of the complaints received from the shareholders of the Company. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

## INITIAL PUBLIC OFFER COMMITTEE

The Initial Public Offer Committee has been formed by the Board of Directors, at the meeting held on October 19, 2022. As on the date of this Draft Red Herring Prospectus the Initial Public Offer Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Vipul Prakash	Chairman	Managing Director
Mr. Sanjay Kumar Jain	Member	Director
Mr. Satish Chandra Gupta	Member	Director

Our Company Secretary, Ms. Vibha Wadhva acts as the secretary of the Initial Public Offer Committee.

### The terms of reference of the IPO Committee include the following:

1. Approving amendments to the memorandum of association and the articles of association of the Company;
2. Approving all actions required to dematerialize the Equity Shares, including seeking the admission of the Equity Shares into the Central Depository Services (India) Limited (the “CDSL”) and the National Securities Depository Limited (the “NSDL”);
3. Finalizing and arranging for the submission of the Offer Document and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, institutions or bodies;
4. Approving a code of conduct as may be considered necessary by the Board or the IPO Committee or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;
5. Issuing advertisements as it may deem fit and proper in accordance with Applicable Laws;
6. Approving suitable policies, including on insider trading, whistle blower/vigil mechanism, risk management and other corporate governance requirement that may be considered necessary by the Board or the IPO Committee or as may be required under Applicable Laws in connection with the Issue;
7. Deciding on the size and all other terms and conditions of the Issue and/or the number of Equity Shares to be issued in the Issue, including any rounding off in the event of any oversubscription as permitted under Applicable Laws;
8. Taking all actions as may be necessary or authorized in connection with the Issue;
9. Appointing and instructing book running lead manager, syndicate members, bankers to the Issue, the registrar to the Issue, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies and all such persons or agencies as may be involved in or concerned with the Issue and whose appointment is required in relation to the Issue, including any successors or replacements thereof;
10. Opening bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with Applicable Laws;
11. Entering into agreements with, and remunerating all the book running lead manager, syndicate members, placement agents, bankers to the Issue, the registrar to the Issue, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all other agencies or persons as may be involved in or concerned with the Issue, including any successors or replacements thereof, by way of commission, brokerage, fees or the like;

12. Seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing application to the Stock Exchanges and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreement with the Stock Exchanges;
13. Seeking, if required, the consent of the Company's lenders and lenders of its subsidiaries, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Issue;
14. Submitting undertaking/certificates or providing clarifications to the SEBI and the Stock Exchanges;
15. Determining the price at which the Equity Shares are issued to investors in the Issue in accordance with Applicable Laws, in consultation with the book running lead manager and/or any other advisors, and determining the discount, if any, proposed to be issued to eligible categories of investors;
16. Determining the price band and minimum lot size for the purpose of bidding in accordance with applicable laws, any revision to the price band and the final Issue price after bid closure;
17. Determining the bid/issue opening and closing dates;
18. Finalizing the basis of allocation of Equity Shares to retail investors/non-institutional investors/qualified institutional buyers and any other investor in accordance with the applicable laws and in consultation with the book running lead manager, the Stock Exchanges;
19. Opening with the bankers to the Issue, escrow collection banks and other entities such accounts as are required under Applicable Laws;
20. To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
21. Severally authorizing Mr. Vipul Prakash as Authorizing Officer, for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer considers necessary, desirable or expedient, in connection with the Issue, including, without limitation, engagement letters, memoranda of understanding, the listing agreement with the stock exchange, the registrar's agreement, the depositories' agreements, the issue agreement with the book running lead manager (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the cash escrow agreement, the share escrow agreement, confirmation of allocation notes, the advertisement agency agreement and any undertakings and declarations, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Issue, the book running lead manager, syndicate members, placement agents, bankers to the Issue, registrar to the Issue, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Issue including any successors or replacements thereof; and any such agreements or documents so executed and delivered and acts, deeds, matters and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;
22. Severally authorizing the Authorized Officers to take any and all action in connection with making applications, seeking clarifications and obtaining approvals (or entering into any arrangement or agreement in respect thereof) in connection with the Issue, including, without limitation, applications to, and clarifications or approvals from the GoI, the RBI, the SEBI, the RoC, and the Stock Exchanges and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the act and deed of the Authorized Officer and the Company, as the case may be;

23. Severally authorizing the Authorized Officers, for and on behalf of the Company, to execute and deliver any and all documents, papers or instruments and to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officer may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officer and the Company, as the case may be; and
24. Executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as the IPO Committee may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Issue; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

### Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of NSE.

### KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company.

Below are the details of the Key Managerial Personnel of our Company:

<b>Name</b>	:	<b>Mr. Vipul Prakash</b>
<b>Designation</b>	:	Chairman & Managing Director
<b>Date of Appointment</b>	:	September 29, 2022
<b>Term Expiration date</b>	:	5 Years
<b>Qualification</b>	:	Bachelor of Business Studies
<b>Previous Employment</b>	:	Not Applicable
<b>Overall Experience</b>	:	He has more than 26 years of vast and deep experience in the field of our company's business vertical. His functional responsibility in our Company involves handling the overall operations of including Client Relationships and managing new setup of our Company. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company. Vipul also runs Wowjobs a Dubai and Delhi headquartered Search firm which has presence across Africa, Europe and the Middle-East. Earlier he was a partner in an Ed-Tech fund EVC. Entrepreneurs who are looking to offer services like HR, Content etc. to corporate clients. He Co-founded the Indian Staffing federation and worked as its first vice-president. He also served on the board of Action for India and The Delhi Chapter of the Entrepreneur Organization.
<b>Remuneration paid in F.Y. 2022-23)</b>	:	He has received no remuneration in FY 22-23.

<b>Name</b>	:	<b>Mr. Siva Prasad Nanduri</b>
<b>Designation</b>	:	Chief Executive Officer
<b>Date of Appointment</b>	:	June 10, 2023
<b>Qualification</b>	:	B. Sc. Graduate with GMP certification from ISB
<b>Previous Employment</b>	:	Team Lease Digital Pvt Ltd.
<b>Overall Experience</b>	:	23 Years
<b>Remuneration paid in F.Y. 2022-23)</b>	:	He has received no remuneration in FY 22-23.
<b>Name</b>	:	<b>Ms. Vibha Wadhva</b>
<b>Designation</b>	:	Company Secretary & Compliance Officer
<b>Date of Appointment</b>	:	December 22, 2022
<b>Qualification</b>	:	Company Secretary
<b>Previous Employment</b>	:	Genus Apparels Limited
<b>Overall Experience</b>	:	11 years
<b>Remuneration paid in F.Y. 2022-23)</b>	:	She has received Rs.1.93 Lakh of remuneration in FY 22-23.
<b>Name</b>	:	<b>Mr. Sumant Kuthiala</b>
<b>Designation</b>	:	Chief Financial Officer
<b>Date of Appointment</b>	:	December 22, 2022
<b>Qualification</b>	:	Chartered Accountant
<b>Previous Employment</b>	:	Biba Apparels Private Pvt Ltd
<b>Overall Experience</b>	:	More than 40 years
<b>Remuneration paid in F.Y. 2022-23)</b>	:	He has received Rs. 1.95 Lakh of remuneration in FY 22-23.

Below are the details of the Senior Management of our Company:

<b>Name</b>	:	<b>Bhanu Prakash</b>
<b>Designation</b>	:	Vice President Hiring
<b>Date of Appointment</b>	:	January 29, 2024
<b>Qualification</b>	:	Masters in Human Resource Management
<b>Previous Employment</b>	:	TeamLease Digital Private Limited
<b>Overall Experience</b>	:	23 years
<b>Remuneration paid in F.Y. 2022-23)</b>	:	Received no remuneration in FY 22-23.

<b>Name</b>	:	<b>Dhruvananda Singh</b>
<b>Designation</b>	:	AGM - HR
<b>Date of Appointment</b>	:	September 28, 2016
<b>Qualification</b>	:	MBA(HR)
<b>Previous Employment</b>	:	Aartech Solonics Ltd.
<b>Overall Experience</b>	:	12 years
<b>Remuneration paid in F.Y. 2022-23)</b>	:	Rs. 7.42 Lakh

<b>Name</b>	:	<b>Shubhi Goyal</b>
<b>Designation</b>	:	Senior Manager – Corporate Training
<b>Date of Appointment</b>	:	September 20, 2021
<b>Qualification</b>	:	Post Graduate Diploma in Management (Marketing)
<b>Previous Employment</b>	:	SFJ Business Solutions Pvt. Ltd.
<b>Overall Experience</b>	:	13 years
<b>Remuneration paid in F.Y. 2022-23)</b>	:	Rs. 13.65 Lakh

<b>Name</b>	:	<b>Bhagi Naren Kumar Sandilya</b>
<b>Designation</b>	:	Chief Business Officer
<b>Date of Appointment</b>	:	February 08, 2024
<b>Qualification</b>	:	PGDBM(Marketing-IT)
<b>Previous Employment</b>	:	TeamLease Digital Private Limited
<b>Overall Experience</b>	:	18 Years
<b>Remuneration paid in F.Y. 2022-23)</b>	:	Received no remuneration in FY 22-23.

<b>Name</b>	:	<b>Anish Mahajan</b>
<b>Designation</b>	:	Financial Controller
<b>Date of Appointment</b>	:	February 01, 2024
<b>Qualification</b>	:	Chartered Accountant
<b>Previous Employment</b>	:	SHL India Private Limited
<b>Overall Experience</b>	:	Approximately 12 Years
<b>Remuneration paid in F.Y. 2022-23)</b>	:	Received no remuneration in FY 22-23.

**Notes:**

- *All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.*
- *There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a director or member of senior management.*
- *None of our Key Managerial Personnel and Senior Management has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.*

**FAMILY RELATIONSHIP BETWEEN KMP AND SENIOR MANAGEMENT**

None of the KMP and Senior Management of the Company are related to each other as per section 2(77) of the Companies Act.

**BONUS AND/ OR PROFIT SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL**

Our Company does not have any bonus and / or profit sharing plan for the key managerial personnel.

**CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL**

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

## SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Except Mr. Vipul Prakash who is holding 8,32,239 Equity Shares of the Company none of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

## INTEREST OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

None of our key managerial personnel and senior management have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

## CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT DURING THE LAST THREE YEARS

Following have been the changes in the Key Managerial Personnel and Senior Management during the last three years:

#	Name of Director	Date of Joining	Reason for Change
1	Mr. Shubhi Goyal	September 20, 2021	Appointment as Senior Manager
2	Mr. Vipul Prakash	September 29, 2022	Appointed as Chairperson & MD
3	Mr. Manoj Kumar	October 19, 2022	Appointment as Chief Executive Officer
4	Mr. Manoj Kumar	June 01, 2023	Resignation as Chief Executive Officer
5	Mr. Siva Prasad Nanduri	June 10, 2023	Appointment as Chief Executive Officer
6	Mr. Viney	September 02, 2022	Appointment as Company Secretary
7	Mr. Viney	December 22, 2022	Resignation as Company Secretary
8	Ms. Vibha Wadhva	December 22, 2022	Appointment as Company Secretary
9	Mr. Sumant Kuthiala	December 22, 2022	Appointment as Chief Financial Officer
10	Mr. Bhanu Prakash	January 29, 2024	Appointment as Vice President.
11	Mr. Anish Mahajan	February 01, 2024	Appointment as Financial Controller
12	Mr. Naren Bhagi	February 08, 2024	Appointment as Chief Business Officer

*Note: Other than the above changes, there have been no changes to the key managerial personnel and/ or senior management of our Company that are not in the normal course of employment.*

## SCHEME OF EMPLOYEE STOCK OPTIONS OR EMPLOYEE STOCK PURCHASE

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

## LOANS TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

There are no loans outstanding against the key managerial personnel as on the date of this Draft Red Herring Prospectus.

**PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)**

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “Financial Information” and the chapter titled “Our Business” beginning on pages 157 and 99 of this Draft Red Herring Prospectus , we have not paid/ given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Red Herring Prospectus.

**RETIREMENT BENEFITS**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

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## OUR PROMOTERS

**The Promoters of our Company are:**

Sr. No.	Name	Category	Shareholding
1.	J.K. Traders Limited	Body Corporate	41,15,792
2.	Mr. Vipul Prakash	Individual Promoter	8,32,239
3.	Mr. Abhishek Singhania	Individual Promoter	1
4.	Ms. Tina Prakash	Individual Promoter	8,32,239

**Brief profile of our Corporate Promoter is as under:**

### **J. K. TRADERS LIMITED**

#### *Corporate Information*

J. K. Traders Limited is a public company incorporated on February 01, 1947 vide Corporate Identification Number U17111UP1947PLC001641, having its registered office at Kamla Tower, Jyotiba Phule Nagar, Kanpur, Uttar Pradesh-208001, India. It is classified as Non-Government Company and is registered at Registrar of Companies, Kanpur. Its authorized share capital is Rs. 2,51,50,000 and its paid up capital is Rs. 96,12,820. The PAN of J. K. Traders Limited is AAACJ3503A.

#### *Brief Description of Business*

1. To carry on in India or elsewhere business as merchants on its own account and/or as agents or brokers in seeds, grains, sugar, cotton, jute, gunnies, hessian, bullion, yarn, piece goods, hosiery, silk, minerals, metals, machinery, hardware, store and generally in all kinds of produce, commodities and articles whether manufactured or otherwise.
2. To carry on all or any of the business of manufacturers, traders, exporters, importers, buyers, sellers, retailers and distributing agents of and dealers in all kinds of pharmaceutical, medicinal and medicated preparations, patent medicines, drugs, herbs and in pharmaceutical, medicinal proprietary and industrial preparations, compounds and articles of all kinds, chemists, druggists and chemical manufacturers and to manufacture, make up, prepare, buy, sell and deal in all articles, substances and things commonly or conveniently used in or for making up, preparing or packing any of the products in which the Company is authorized to deal or which may be required by customers or persons having dealing with the Company and to do any activity in the achievement of the said object for smooth working of the Company.

JK Traders Limited has not changed its activities from the date of its incorporation.

#### *Board of Directors*

The Directors of J. K. Traders Limited as on the date of this Draft Red Herring Prospectus are as follows:

Name	Designation
Mr. Ashish Singh Chauhan	Director
Mr. Abhishek Singhania	Director
Mr. Vedang Hari Singhania	Director

*Shareholding Pattern*

The Shareholding Pattern of J. K. Traders Limited as on the date of this Draft Red Herring Prospectus is as follows:

<b>Shareholders name</b>	<b>No. of shares</b>	<b>% of total holding</b>
Mr. Abhishek Singhania	8,71,041	90.61
Ms. Manorama Devi Singhania	17,500	1.82
Ms. Shushila Devi Singhania	55,377	5.76
Others	17,344	1.80
<b>Total</b>	<b>9,61,262</b>	<b>100.00</b>

*Details of the promoters of J. K. Traders Limited*

Mr. Abhishek Singhania, aged 50 years, is Promoter and Director of our Company. He is a Bachelor of Commerce from University of Kanpur. He is the founder of our Company and a scion of one of the best-known business families of India, has been Director of our company since incorporation. His 32 years of experience in Project Management, Strategic planning and business development has lead the Company's operational growth together with the Board and Leadership Team. After an early career within global companies like American Express, he was then exposed to various JK Organisation group companies. He has been engaged in all aspects of business - managing business units, operations as well as spearheading successful national and international expansion programs. He has lived and worked in numerous countries including the USA & UK and accrued rich experience managing international companies.

Mrs. Manorama Govind Hari Singhania, W/o. Late Shri Govind Hari Singhania is the Chairperson of Sir Padampat Singhania Memorial Education Foundation which a registered society and is engaged in the running of educational institution in the name of Sir Padampat Singhania Education Centre.

Ms. Sushila Devi Singhania is wife of Late Shri Gaur Hari Singhania. She is scion of renowned Jalan family representing Surajmall Nagarmall group, famous industrial house. She has a keen interest in Industry and Commerce. Smt. Sushila Devi Singhania is a member of Managing Committee of Seth Anandram Jaipuria School, Kanpur. President of Juari Devi Girls Inter College, Kanpur and President of Juari Devi Girls Post Graduate College, Kanpur She has been actively associated with programs for welfare and up-liftment of economically weaker sections, children and women and also engaged in religious activities.



*Details of Change in control of Promoters of J. K. Traders Limited in last three years.*


Mr. Yadhupati Singhania ceased to be Promoter of J.K. Traders Limited w.e.f. August 13, 2020, pursuant to his sad demise.

**Declaration**

We confirm that the Permanent Account Numbers, Bank Account Numbers, the Company Registration Numbers and the addresses of the Registrars of Company where the corporate promoter is registered will be submitted to the stock exchange on which the specified securities are proposed to be listed, at the time of filing the Draft Red Herring Prospectus ;

**Brief profile of our Individual Promoters is as under:**

<b>Name</b>	<b>Mr. Vipul Prakash</b>
	Mr. Vipul Prakash, aged 50 years, is Promoter and Managing Director of our Company. He is a Bachelor of Business Studies from University of Delhi. He has more than 26 years of vast and deep experience in the field of our company's business vertical. His functional responsibility in our Company involves handling the overall operations of including Client Relationships and managing new setup of our Company. He is the guiding force behind the strategic decisions of our Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of our Company. Vipul also runs Wowjobs a Dubai and Delhi headquartered Search firm which has presence across Africa, Europe and the Middle-East. Earlier he was a partner in an Ed-Tech fund EVC. Entrepreneurs who are looking to offer services like HR, Content etc. to corporate clients. He Co-founded the Indian Staffing federation and worked as its first vice-president. He also served on the board of Action for India and The Delhi Chapter of the Entrepreneur Organization.
<b>Date of Birth</b>	February 19, 1974
<b>Age</b>	50 years
<b>PAN</b>	AGVPP1248A
<b>Qualification</b>	Bachelor of Business Studies
<b>Personal Address</b>	204/1, Neb Valley, Sainik Farms, Neb Sarai, New Delhi-110068
<b>Directorship &amp; Other Ventures</b>	<ol style="list-style-type: none"> <li>1. Wow Equipment &amp; Infra Private Limited</li> <li>2. B R C Electronics Private Limited</li> <li>3. J K Technosoft Limited</li> <li>4. Wow Softech Private Limited</li> <li>5. Hum Agetech Private Limited</li> <li>6. Wen Womentech Private Limited</li> <li>7. Unicus Recruitment Process Outsourcing Private Limited</li> </ol>
<b>Name</b>	<b>Mr. Abhishek Singhania</b>
	Mr. Abhishek Singhania, aged 50 years, is Promoter and Director of our Company. He is a Bachelor of Commerce from University of Kanpur. He is the founder of our Company and a scion of one of the best-known business families of India, has been Director of our company since incorporation. His 33 years of experience in Project Management, Strategic planning and business development has lead the Company's operational growth together with the Board and Leadership Team. After an early career within global companies like American Express, he was then exposed to various JK Organisation group companies. He has been engaged in all aspects of business - managing business units, operations as well as spearheading successful national and international expansion programs. He has lived and worked in numerous countries including the USA & UK and accrued rich experience managing international companies.
<b>Date of Birth</b>	April 6, 1973
<b>Age</b>	50 years
<b>PAN</b>	AGIPS4512M
<b>Qualification</b>	Bachelor of Commerce
<b>Personal Address</b>	J K House-3, Barakhamba Road, New Delhi, Delhi-110001, India
<b>Directorship &amp; Other</b>	<ol style="list-style-type: none"> <li>1. JK Defence &amp; Aerospace Limited</li> </ol>

<b>Ventures</b>	<ol style="list-style-type: none"> <li>2. Jaykay Enterprises Limited</li> <li>3. J K India Limited</li> <li>4. J K Technosoft Limited</li> <li>5. PGA Securities Private Limited</li> <li>6. B.G.K. Infrastructure Developers Private Limited</li> <li>7. Adharshila Estates Private Limited</li> <li>8. Neumesh Labs Private Limited</li> <li>9. Nebula3d Services Private Limited</li> <li>10. Merchants Chamber Of Uttar Pradesh</li> <li>11. Uttar Pradesh Cricket Association</li> <li>12. J.K. Org Limited</li> <li>13. J.K.Traders Limited</li> <li>14. Jk Urbanscapes Developers Limited</li> <li>15. Uttar Pradesh Cricket Association</li> </ol>
<b>Name</b>	<b>Ms. Tina Prakash</b>
	Ms. Tina Prakash, aged 43 years, is Promoter of our Company. She is an MBA in HR from Symbiosis Pune and a Bachelor of Arts from University of Delhi. She has more than 10 years of experience in the field of Human Resource Management and design solutions. She is director of Wow Softech Private Limited and Wen Womentech Private Limited and Partner in RSVP Designs. She worked in HR department of NIIT and then with Manpower Group and with Elixir.
<b>Date of Birth</b>	September 14, 1980
<b>Age</b>	43 years
<b>PAN</b>	ALJPP4430D
<b>Qualification</b>	MBA in Human Resource from Symbiosis Pune and Bachelor of Arts from University of Delhi.
<b>Personal Address</b>	204/1, Neb Valley, Sainik Farms, Neb Sarai, New Delhi-110068
<b>Directorship &amp; Other Ventures</b>	<ol style="list-style-type: none"> <li>1. Wow Softech Private Limited</li> <li>2. Wen Womentech Private Limited</li> <li>3. Partner in RSVP Design</li> </ol>

## OTHER UNDERTAKINGS AND CONFIRMATIONS

- Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar Number, Driver's License Numbers and Passport Numbers of the Promoters will be submitted to the SME Platform of NSE, where the securities of our Company are proposed to be listed at the time of submission of Draft Red Herring Prospectus.
- Our Promoters have confirmed that they have not been identified as willful defaulters or a fraudulent borrower or a fugitive economic offender.
- No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for

any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

## **INTEREST OF PROMOTERS**

### ***Interest in promotion of Our Company***

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and having significant control over the management and influencing policy decisions of our Company.

### ***Interest in the property of Our Company***

Our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company three years prior to filing of this Draft Red Herring Prospectus.

### ***Interest as member of Our Company***

Our Promoters jointly hold 57,80,271 Equity Shares aggregating to 95.50% of pre-Issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Except to the extent of their respective shareholding in our Company and benefits provided to and given in the chapter titled “*Our Management*” beginning on page 120 of this Draft Red Herring Prospectus, our Promoters hold no other interest in our Company.

### ***Interest as Director of our Company***

Except as stated in the chapter titled “*Related Party Transactions*” beginning on page number 155 of the Draft Red Herring Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AOA.

## **Other Ventures of our Promoters**

Save and except as disclosed in the chapters titled ‘Our Management’, ‘Our Promoters’ and ‘Our Group Companies’ beginning on page 120, 142 and 151 of the Draft Red Herring Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests. Details of these ventures are provided in the chapter Our Group Companies at page 151 of this Draft Red Herring Prospectus.

## **Change in the control of Our Company**

Except as disclosed in the Chapter titled “Our Management” on page 120 of this Draft Red Herring Prospectus, there has been no change management of our Company. Further, J.K. Traders Limited acquired equity shares of the Company from JK Technosoft Limited vide Share Purchase Agreement dated March 29, 2022. For details of transfer pursuant to share purchase agreement refer chapter “Capital Structure” on page 56 of this Draft Red Herring Prospectus.

**Litigation involving our Promoters**

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 208 of this Draft Red Herring Prospectus.

**Payment of benefits to our Promoters and Promoter Group during the last two years**

Save and except as disclosed under “*Notes to Restated Financial Statements* on page number 157 of the section titled “*Financial Information*” beginning on page number 157 of the Draft Red Herring Prospectus , there has been no Payment or benefit to promoters during the two (2) years preceding the date of filing of this Draft Red Herring Prospectus , nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Red Herring Prospectus.

**Other Confirmations**

As on the date of this Draft Red Herring Prospectus , our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the last five (5) years preceding the date of this Draft Red Herring Prospectus , except as disclosed under chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 208 of this Draft Red Herring Prospectus. Our Promoters and members of our Promoter Group have neither been declared as a willful defaulters nor as a fugitive economic offender as defined under the SEBI (ICDR) Regulations, and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoters. Also, our Promoters and members of our Promoter Group have not been categorized as fraudulent borrower.

**Guarantees**

Except as stated in the section titled “*Financial Statements as Restated*” beginning on 145 of this Draft Red Herring Prospectus , there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

**Related Party Transactions**

For details of related party transactions entered into by our Company, please refer to “*Related Party Transactions*”, on page number 155 of the Draft Red Herring Prospectus.

**Information of our group companies**

For details related to our group companies please refer “*Our Group Companies*” on page 151 of this Draft Red Herring Prospectus.

**Disassociation by the Promoters from entities in last three (3) years**

Our Promoters has not disassociated themselves from any companies, firms or other entities during the last three (3) years preceding the date of this Draft Red Herring Prospectus.

#	Name of Promoter	Name of Entity	Reason	Date of Disassociation
1	Vipul Prakash	NIL	NIL	NIL
2	Tina Prakash	NIL	NIL	NIL
3	Abhishek Singhania	J. K. Cement Limited	Reclassification, in terms of Regulation 31A of LODR Regulations	December 24, 2021
4	JK Traders Limited	J. K. Cement Limited		December 24, 2021

**Experience of Our Promoter 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 120 of this Draft Red Herring Prospectus.

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## OUR PROMOTER GROUP

Our Promoters and Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations is as under:

### A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI (ICDR) Regulations form part of our Promoter Group:

Promoters	Mr. Vipul Prakash	Mr. Abhishek Singhania	Tina Prakash
<b>Father</b>	Mr. Ved Prakash	Late Shri Govind Hari Singhania	Mr. Ramesh Vij
<b>Mother</b>	Ms. Asha Lata	Ms. Manorama Devi Singhania	Ms. Kusum Vij
<b>Spouse</b>	Ms. Tina Prakash	Ms. Varsha Singhania	Mr. Vipul Prakash
<b>Brothers</b>	-	-	-
<b>Sisters</b>	Ms. Vinita Chopra	Ms. Minakshi Khaitan, Ms. Pallavi Kanodia, Ms. Nandini Daga, Ms. Swati Singhania	Ms. Vineeta Bhatia
<b>Sons</b>	Mr. Ranveer Prakash	Mr. Vedang Hari Singhania	Mr. Ranveer Prakash
<b>Daughters</b>	Ms. Navya Prakash	Ms. Vedika Singhania	Ms. Navya Prakash
<b>Spouse Father</b>	Mr. Ramesh Vij	Mr. Anil Kumar Gupta	Mr. Ved Prakash
<b>Spouse Mother</b>	Ms. Kusum Vij	Ms. Chandralekha Gupta	Ms. Asha Lata
<b>Spouse Brothers</b>	-	Mr. Harsh Gupta, Mr. Dhruv Gupta	-
<b>Spouse Sisters</b>	Ms. Vineeta Bhatia	-	Ms. Vinita Chopra

### B. Companies, partnership and proprietorship firms forming part of our Promoter Group are as follows:

Particulars	Entity
<b><i>In case promoter is a body corporate</i></b>	<b>JK Traders Limited</b>
<ul style="list-style-type: none"> <li>a subsidiary or holding company of such body corporate;</li> </ul>	Nil
<ul style="list-style-type: none"> <li>any body corporate in which the promoter holds twenty per cent. or more of the equity share capital; and/or any body corporate which holds twenty per cent. or more of the equity share capital of the promoter</li> </ul>	1. Surya Commercials Limited 2. JayKay Enterprises Limited
<b><i>In case the promoter is an individual</i></b>	
<ul style="list-style-type: none"> <li>Any Body corporate in which 20% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoters or any one or more of his immediate relative is a member.</li> </ul>	<b>Mr. Abhishek Singhania</b> 1. PGA Securities Private Limited 2. Quest Academics Private Limited 3. Translink Consulting Private Limited 4. Genext Estates Private Limited 5. J.K. Infrastructure Developers Private Limited 6. J.K. Cotton Limited



	<p>7. J.K. Consultancy &amp; Services Private Limited              8. Dwarkadhish Finance and Investment Company Private Limited              9. Udbhav Finance &amp; Investment Company Private Limited              10. Welgrow Developers Pvt. Ltd.              11. Akshyapatra Finance &amp; Investment Co. Pvt. Ltd.</p> <p><b>Mr. Vipul Prakash</b>              1. Wow Softech Pvt Ltd              2. Wow Equipment &amp; Infra Pvt Ltd              3. Wen Womentech Pvt Ltd              4. Hum Agetech Pvt Ltd              5. Unicus Recruitment Process Outsourcing Pvt Ltd</p> <p><b>Ms. Tina Prakash</b>              1. Wow Softech Private Limited              2. Wen Womentech Private Limited</p>
<ul style="list-style-type: none"> <li>Any company in which a company (mentioned above) holds 20% of the total holding</li> </ul>	<ul style="list-style-type: none"> <li>BGK Infrastructure Developers Pvt. Ltd.</li> <li>J.K. Technosoft Limited</li> </ul>
<ul style="list-style-type: none"> <li>Any HUF or firm in which the aggregate share of the promoters and his immediate relatives is equal to or more than 20% of the total holding</li> </ul>	<p><b>Ms. Tina Prakash</b>              M/s RSVP Designs (Partnership Firm)</p>

*\*The Company has received Certificate dated February 01, 2024, from M/s. Abhishek Sharma & Associates, Practicing Company Secretary, confirming the Promoter Group of the Company.*

**COMMON PURSUITS OF OUR PROMOTERS**

The promoter Group entities are having business objects similar to our business. Further, currently we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

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## OUR GROUP COMPANIES

As per the SEBI ICDR Regulations, the term ‘group companies’, shall include:

- a. such companies (other than promoter(s) and Subsidiary) with which there were related party transactions (as covered under the applicable accounting standards (i.e., AS 18 issued by the Institute of Chartered Accountants of India), during the period for which financial information is disclosed in the relevant Offer Document, and
- b. any other companies as considered “material” by the Board pursuant to the materiality policy.

Accordingly, for (a), all such companies other than our Promoter with which our Company had related party transactions during the period covered in the Restated Financial Information shall be considered as group companies, in terms of the SEBI ICDR Regulations.

For the purposes of (b) above, our Board, in its meeting dated January 10, 2023 decided, that a company shall be considered as material for identification as Group Company if it meets following criteria:

- i. it belongs to the Promoter Group within the meaning of SEBI ICDR Regulations and
- ii. the investment in the form of equity or voting power, debt or debt instruments by our Company exceeds 25% of the Networth of our Company as per the last audited financial statements of our Company for the preceding financial year; and
- iii. the Aggregate value of transaction(s) by our Company with such Company exceeds 10% of the revenue or 5% of the net profit after tax of the last audited financial statements of our Company.

Based on the parameters outlined above, the Company which can be identified as Group Company of our Company is as follows:

### **JK Technosoft Limited**

#### *Corporate Information*

J K Technosoft Limited is a public company incorporated on March 07, 1988 vide Corporate Identification Number U64202DL1988PLC030870, having its registered office at A-2 L.S.C., Masjid Moth, G.K.-II, New Delhi – 110048, India. It is classified as Non-Government Company and is registered at Registrar of Companies, Delhi. Its authorized share capital is Rs. 25,00,00,000 and its paid up capital is Rs. 8,70,35,590. The PAN of JK Technosoft Limited is AAACJ0381L.

#### *Brief Description of Business*

The main objects of J K Technosoft Limited are as follows:

1. To carry on in India or elsewhere the business of computer hardware and software, engineers in all or any of the fields of electronics, electrical, telecommunications, mechanical, chemical and designers, assemblers and manufacturers of, dealers in, , exporters, stockiest, distributors, representatives, agents, hirers, repairers, cleaners and storers computers, accessories thereof and peripherals therefore, digital products, data processing, electronic aids and alliances, copiers, microfilm readers and processors and other reprographic equipments, hardware and software for electronic and electro- mechanical and other related

equipment and other ancillary items and any other articles, products, by-products, materials, appliances, apparatus and substitutes thereof.

2. To render as principals, agents, contractors or otherwise, technical know-how and consultancy services in the field of electronics and electrical, telecommunication, mechanical and chemical particularly those requiring use of sophisticated technology, including the provision of facilities and collection and dissemination of knowledge for manufacture, hire and use of equipment and devices for commercial exploitation thereof and of any patents, know-how, rights or privileges for the time being acquired by or belonging to the company.

J K Technosoft Limited has not changed its activities from the date of its incorporation.

#### *Board of Directors*

The Directors of J K Technosoft Limited as on the date of this Draft Red Herring Prospectus are as follows:

<b>Name</b>	<b>Designation</b>
Mr. Maneesh Mansingka	Director
Mr. Arvind Thakur	Director
Mr. Partho Pratim Kar	Director
Mr. Abhishek Singhania	Director
Mr. Vipul Prakash	Director
Mr. Satish Chandra Gupta	Wholetime Director

#### *Shareholding Pattern*

The Shareholding Pattern of J K Technosoft Limited as on the date of this Draft Red Herring Prospectus is as follows:

<b>S. No.</b>	<b>Shareholders name</b>	<b>No. of shares</b>	<b>% of total holding</b>
1.	M/s. Dwarikadhish Finance & Investment Co. Pvt Ltd	15,96,000	28.53
2.	M/s. Manphul Trading & Finance Co. Pvt. Ltd.	12,65,950	22.63
3.	M/s. JK Infrastructure & Developers Pvt. Ltd.	7,30,000	13.05
4.	M/s. Neelkhanth Mercantile Pvt. Ltd.	6,58,500	11.77
5.	M/s. Akshyapatra Finance & Investment Pvt. Ltd.	4,97,500	8.89
6.	M/s. JK Consultancy and Services Pvt. Ltd.	3,00,000	5.36
7.	M/s. Udbhav Finance & Investment Co. Pvt. Ltd.	5,000	0.09
8.	M/s. PGA Securities Pvt. Ltd.	1,00,000	1.79
9.	Mr. Abhishek Singhania	2,15,804	3.86
10.	Ms. Manorama Singhania	10,000	0.18
11.	Ms. Varsha Singhania	10,000	0.18
12.	Others	33,14,805	38.09
	<b>Total</b>	<b>87,03,559</b>	<b>100.00</b>

*Financial Performance*

Certain details of the audited financials of J K Technosoft Limited are as follows:

(Amount in Rs. Lakh)

Particulars	FY 2023	FY 2022	FY 2021
Total Income	16544.63	20,921.20	18,362.68
Profit after tax	1359.88	1,960.62	891.28
Equity Capital	870.36	870.36	559.49
Reserves & Surplus (excluding revaluation reserve)	9043.86	7,683.98	5,034.48
Net Worth	9914.22	8,554.34	5,593.97
NAV per share	114	98.29	99.98
Earnings per share (EPS)			
- Basic	15.62	25.30	15.93
- Diluted	15.18	25.30	15.93
No. of Equity Shares of Rs. 10 each	87,03,559	87,03,559	55,94,878

The details of Group Company shall be available on the website of our Company [www.dienstentech.com](http://www.dienstentech.com).

**Litigations**

For details on litigations and disputes pending against our Group Company please refer to the section titled “*Outstanding Litigations and Material Developments*” on page 208 of the Draft Red Herring Prospectus.

**Defunct group Companies**

There is no defunct Group Companies of our Company as on the date of this Draft Red Herring Prospectus.

**Undertaking/ Confirmations**

Our Group Company confirm that they have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our group company is or has not been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our group company during the last five (5) years preceding the date of this Draft Red Herring Prospectus , except as disclosed under chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 208 of this Draft Red Herring Prospectus. Our Group Company have neither been declared as a wilful defaulters nor as a fugitive economic offender as defined under the SEBI (ICDR) Regulations, and there are no violations of securities laws committed by our group company in the past and no proceedings for violation of securities laws are pending against our group company. Also, our Group Company has not been categorized as fraudulent borrower.

**Other Details of Group Company**

1. There are no defaults in meeting any statutory/ bank/ institutional dues;
2. No proceedings have been initiated for economic offences against our Group Company.

**Nature and Extent of Interest of Group Company****a) In the promotion of our Company**

Our Group Company does not have any interest in the promotion of our Company or any business interest or other interests in our Company, except to the extent identified in chapter titled *Related Party Transaction*” on page 155 of this Draft Red Herring Prospectus.

**b) In the properties acquired or proposed to be acquired by our Company**

Our Group Company does not have any interest in the properties acquired or proposed to be acquired by our Company in the past 2 years before filing this Draft Red Herring Prospectus with Stock Exchange.

**c) In transactions for acquisition of land, construction and building and supply of machinery**

Our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

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## **RELATED PARTY TRANSACTIONS**

For details on related party transactions of our Company, please refer to Notes on Restated Financial Information of Restated Financial statement beginning on page 157 of this Draft Red Herring Prospectus.

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## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.

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## SECTION VI- FINANCIAL INFORMATION

### INDEPENDENT AUDITORS' REPORT ON RESTATED FINANCIAL INFORMATION

*(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)*

To  
The Board of Directors  
**Diensten Tech Limited**  
(Formerly known as JKT Consulting Limited)

Dear Sirs,

1. We have examined the attached Restated Financial Information of DIENSTEN TECH LIMITED (hereunder referred to "the Company", "Issuer") comprising the Restated Statement of Assets and Liabilities as at December 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Statement of Profit & Loss, the Restated Statement of Cash Flows for the nine months period ending on December 31, 2023, and for the years ending on March 31, 2023, March 31, 2022 and March 31, 2021 the Statement of Basis of Preparation and Significant Accounting Policies and notes to the Restated Financial Information and other explanatory information thereto (Collectively the Restated Financial Information) as approved by the Board of Directors in their meeting held on February 12, 2024 for the purpose of inclusion in the Offer Document, prepared by the Company in connection with its Initial Public Offer (IPO) of Equity Shares, prepared by the company in terms of the requirement of: -
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "Act")
  - b) Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

#### **Managements' Responsibility for the Restated Financial Information:**

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited ("Stock Exchanges") and Registrar of Companies, Delhi and Haryana at New Delhi in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company for the nine months period ending on December 31, 2023 and for the years ended on March 31, 2023, March 31, 2022 and March 31, 2021 on the basis of preparation stated in ANNEXURE - IV to 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 Standalone Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, SEBI ICDR Regulations and the Guidance Note.

#### **Auditors' Responsibility**

3. We have examined such Restated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated December 06, 2023 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 SEBI ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the proposed IPO;

**Restated Financial Information as per audited Financial Statements**

4. These Restated Financial Information have been compiled by the management from:
- a) Audited interim financial statements of the Company as at and for the nine months period ended December 31, 2023 prepared in accordance with recognition and measurement principles of Accounting Standards 25 "Interim Financial Reporting", specified under Section 133 of the Act and other accounting principles generally accepted in India ("Interim Financial Statements") which have been approved by the Board of Directors at their meeting held on January 29, 2024. The comparative information as at and for the year ended March 31, 2023 included in such interim financial statements are derived from the audited financial statements of the Company as at and for the year ended March 31, 2023, prepared in accordance with the Accounting Standards notified under the section 133 of the Act and other accounting principles generally accepted in India, which was approved by the Board of Directors at their meeting held on August 24, 2023.
- b) Audited financial statements of the Company as at and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the Accounting Standards notified under the section 133 of the Act and other accounting principles generally accepted in India, which have been approved by the Board of Directors at meeting held on August 24, 2023, June, 23, 2022 and August 27, 2021.
5. For the purpose of our examination, we have relied on the report issued by M/s S.R. Dinodia & Co. LLP, Chartered dated January 29, 2024 on the audited interim financial statements of the Company as at and for the nine months period ended December 31, 2023 and dated and August 24, 2023 on the audited financial statements of the Company as at and for the year ended on March 31, 2023 respectively; and by M/s SNMG & Co., Chartered Accountants on the audited financial statement of the company dated June 23, 2022 and August 27, 2021 on the financial statements of the Company as at and for the year ended March 31, 2022 and 2021, respectively, as referred in para 4 above.
6. In accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, the ICDR Regulations and the Guidance Note, we report that:
- a. The Restated Statement of Assets and Liabilities of the Company, including as at December 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure IV – Significant Accounting Policies and Notes on Restated Financial Information.
- b. The Restated Statement of Profit & Loss of the Company, including for the nine months period ending on December 31, 2023, and for the years ending on March 31, 2023, March 31, 2022 and March 31, 2021 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure IV – Significant Accounting Policies and Notes on Restated Financial Information.
- c. The Restated Statement of Cash Flows of the Company, including for the nine months period ending on December 31, 2023, and for the years ending on March 31, 2023, March 2022 and March 31, 2021 examined by us, as set out in Annexure to this report, have been arrived at after making

adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure IV – Significant Accounting Policies and Notes on Restated Financial Information.

7. At the request of the company, we have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:
  - a. Note I.1 - Restated Statement of Share Capital
  - b. Note I.2 - Restated Statement of Reserves & Surplus
  - c. Note I.3 - Restated Statement of Long term Borrowings
  - d. Note I.4 - Restated Statement of Other Long term Liabilities
  - e. Note I.5 - Restated Statement of Long term Provisions
  - f. Note I.6 - Restated Statement of Short term Borrowings
  - g. Note I.7 - Restated Statement of Trade Payables
  - h. Note I.8 - Restated Statement of Other Current Liabilities
  - i. Note I.9 - Restated Statement of Short Term Provisions
  - j. Note I.10 - Restated Statement of Property, Plant & Equipment and Intangible Assets
  - k. Note I.11 - Restated Statement of Deferred Tax Assets/(Liabilities)
  - l. Note I.12 - Restated Statement of Long term loans and advances
  - m. Note I.13 - Restated Statement of Other non-current assets
  - n. Note I.14 - Restated Statement of Trade receivables
  - o. Note I.15 - Restated Statement of Cash and cash equivalents
  - p. Note I.16 - Restated Statement of Short term loans and advances
  - q. Note I.17 - Restated Statement of Other current assets
  - r. Note II.1 - Restated Statement of Revenue from Operations
  - s. Note II.2 - Restated Statement of Other income
  - t. Note II.3 - Restated Statement of Purchase of Stock-In-Trade
  - u. Note II.4 - Restated Statement of Employee Benefit Expenses
  - v. Note II.5 - Restated Statement of Finance cost
  - w. Note II.6 - Restated Statement of Other Expenses
  - x. Note II.7 - Restated Statement of Earnings per Share
  - y. Annexure V and Annexure V.I - Restated Statement of Accounting Ratios
  - z. Annexure VI - Restated Statement of Capitalisation
  - aa. Annexure VII - Restated Statement of Tax Shelters
  
8. Based on our examination and according to the information and explanations given to us and based on the para 5 above, we report that the Restated Financial Information:
  - a. has been prepared after incorporating adjustments, if any, for the changes in accounting policies and regrouping/ reclassifications retrospectively in the financial years ended March 31, 2023, 2022 and 2021 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the nine months period ended December 31, 2023;
  - b. there were no qualifications in Auditor's Report on the Audited Financial Statements of the Company for the year ended March 31 2023, 2022 and 2021 and for the nine months period ended December 31, 2023 which require any adjustments to the Restated Financial Information; and
  - c. have been prepared in accordance with the Act, SEBI ICDR Regulations and the Guidance Note.
  
9. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited Financial Statements mentioned in para 4 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, Stock Exchanges and Registrar of Companies, Delhi and Haryana at New Delhi in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For V. N. Purohit & Co.**

Chartered Accountants  
Firm Regn. No. 304040E

**Sd/-****O.P. Pareek**

Partner

Membership No. 014238

UDIN: 24014238BKAUAM9807

Place: New Delhi

Date: February 12<sup>th</sup>, 2024

**Restated Statement of Assets and Liabilities**
**Annexure- I**
**(Amount "Rs. in Lakhs", unless otherwise stated)**

Particulars	Note	As at			
		31-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
<b>I. Equity and Liabilities</b>					
<b>Shareholders' Funds</b>					
(a) Share capital	I.1	605.26	605.26	336.26	86.00
(b) Reserve and surplus	I.2	(351.92)	(180.21)	(196.27)	(197.72)
<b>Non- current liabilities</b>					
(a) Long term borrowings	I.3	1,015.00	-	-	-
(b) Other long-term liabilities	I.4	0.19	25.86	-	-
(c) Long term provisions	I.5	113.44	119.88	4.11	48.61
<b>Current liabilities</b>					
(a) Short term borrowings	I.6	832.67	280.00	-	344.12
(b) Trade payables	I.7				
- Total outstanding dues of micro enterprises and small enterprises, and		0.33	2.49	1.47	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		280.60	124.67	9.32	7.84
(c) Other current liabilities	I.8	496.02	507.16	48.21	74.41
(d) Short term provisions	I.9	28.30	19.70	0.56	6.98
<b>Total Equity and Liabilities</b>		<b>3,019.89</b>	<b>1,504.81</b>	<b>203.66</b>	<b>370.24</b>
<b>II. Assets</b>					
<b>Non- current assets</b>					
(a) Property, plant and equipment and intangible assets	I.10				
- Property, plant and equipment		34.33	16.50	0.38	0.47
- Intangible assets		371.99	458.32	-	-
- Intangible assets under development		43.86	-	-	-
(b) Deferred tax assets (net)	I.11	75.61	10.35	3.99	18.85
(c) Long term loans and advances	I.12	1,015.00	-	-	-
(d) Other non current assets	I.13	83.33	82.60	97.32	96.28
<b>Current assets</b>					
(a) Trade receivables	I.14	1,169.51	533.63	60.48	95.79
(b) Cash and cash equivalents	I.15	0.94	62.23	22.98	91.30
(c) Short term loans and advances	I.16	38.70	2.90	0.18	0.03
(d) Other current assets	I.17	186.62	338.28	18.33	67.52
<b>Total Assets</b>		<b>3,019.89</b>	<b>1,504.81</b>	<b>203.66</b>	<b>370.24</b>

The above statements should be read with the Significant accounting policies and notes on Restated Financial Information appearing in Annexure IV.

As per our report of even date attached.

**For V. N. Purohit & Co.**

Chartered Accountants  
Firm Regn. No. 304040E

**Sd/-**

**O.P. Pareek**

Partner

Membership No. 014238

UDIN: 24014238BKAUAM9807

Place : New Delhi

Date : February 12th, 2024

**For and on behalf of the Board of Directors of  
Diensten Tech Limited**

Sd/-

**Vipul Prakash**

Managing Director

DIN: 01334649

Sd/-

**Sumant Kuthiala**

Chief Financial Officer

PAN: AAIPK1544K

Sd/-

**Sanjay Jain**

Director

DIN: 01014176

Sd/-

**Vibha Wadhwa**

Company Secretary

ICSI Mem No: 29381

**Restated Statement of Profit & Loss**
**Annexure- II**  
 (Amount "Rs. in Lakhs", unless otherwise stated)

Particulars		Note No.	From 01-04-2023 to 31-12-2023	For Year ended 31-03-2023	For Year ended 31-03-2022	For Year ended 31-03-2021
I	Revenue from operations	II.1	2,608.09	3,752.68	72.41	523.20
II	Other income	II.2	12.83	7.63	4.12	1.86
III	<b>Total income (I+II)</b>		<b>2,620.92</b>	<b>3,760.31</b>	<b>76.53</b>	<b>525.06</b>
IV	<u>Expenses:</u>					
	Purchases of stock-in-trade	II.3	13.04	11.56	-	-
	Changes in inventories of stock-in-trade		-	-	-	-
	Employee benefit expenses	II.4	1,764.82	1,814.61	4.05	234.97
	Finance cost	II.5	37.26	17.85	16.18	38.46
	Depreciation and amortization	I.10	91.73	116.63	0.09	0.25
	Other expenses	II.6	948.65	1,777.27	49.83	87.91
	Total expenses		<b>2,855.50</b>	<b>3,737.92</b>	<b>70.15</b>	<b>361.59</b>
V	Profit before exceptional items and extraordinary items and tax		<b>-234.58</b>	<b>22.39</b>	<b>6.38</b>	<b>163.47</b>
VI	Exceptional Items and extra ordinary item		-	-	-	-
VII	<b>Profit/(Loss) before Tax (V-VI)</b>		<b>-234.58</b>	<b>22.39</b>	<b>6.38</b>	<b>163.47</b>
	Tax expenses:					
	- Current Tax		-	12.69	3.40	27.29
	- Tax adjustments for earlier year		2.38	-	0.83	0.50
	- MAT Credit Entitlement		-	-	-	-14.84
	- Deferred Tax		-65.26	-6.36	0.70	33.45
VIII	Total tax expenses		<b>-62.88</b>	<b>6.33</b>	<b>4.93</b>	<b>46.40</b>
IX	<b>Profit/(Loss) for the period (VII-VIII)</b>		<b>-171.70</b>	<b>16.06</b>	<b>1.45</b>	<b>117.07</b>
X	Earnings per Equity Share:	II.7				
	Number of Share					
	(1) Basic (Rs.)		-2.84*	0.29	0.16	13.61
	(2) Diluted (Rs.)		-2.84*	0.29	0.16	13.61

\*EPS Not Annualized

The above statements should be read with the Significant accounting policies and notes on Restated Financial Information appearing in Annexure -IV.

As per our report of even date attached.

**For V. N. Purohit & Co.**

 Chartered Accountants  
 Firm Regn. No. 304040E

**Sd/-**
**O.P. Pareek**

Partner

Membership No. 014238

UDIN: 24014238BKAUAM9807

Place : New Delhi

Date : February 12th, 2024

**For and on behalf of the Board of Directors of**  
**Diensten Tech Limited**

Sd/-

**Vipul Prakash**

Managing Director

DIN: 01334649

Sd/-

**Sumant Kuthiala**

Chief Financial Officer

PAN: AAIPK1544K

Sd/-

**Sanjay Jain**

Director

DIN: 01014176

Sd/-

**Vibha Wadhwa**

Company Secretary

ICSI Mem No: 29381

**Restated Statement of Cash Flows**
**Annexure- III**  
**(Amount "Rs. in Lakhs", unless otherwise stated)**

Particulars	For the year/ period ended on			
	31-12-23	31-03-23	31-03-22	31-03-21
<b>A. Cash Flow from Operating Activities</b>				
Profit Before Tax	-234.58	22.39	6.38	163.47
Adjustment For:				
Depreciation & Amortization	91.73	116.63	0.09	0.25
Loss/(Profit) on Sale of PPE and intangible assets	0.58	-0.13	-	-
Liabilities Written back	-	-0.43	-	-
Unrealised Foreign exchange (gain)/loss	-0.19	-	-	-
PPE and intangible assets Written Off	-	-	-	4.18
Bad Debt written off	-	-	-	16.31
Interest Expenses	37.26	17.85	16.18	38.46
Interest Income	-0.07	-0.11	-0.68	-0.86
Operating profit before working capital changes	<b>-105.27</b>	<b>156.20</b>	<b>21.97</b>	<b>221.80</b>
Adjustments For:				
(Increase)/Decrease in Trade Receivable	-635.69	-473.15	53.52	-3.31
(Increase)/decrease in Loans, advances and other assets	-87.44	-25.43	41.08	3.98
Increase/(decrease) in Trade Payable	153.76	116.80	0.90	-8.18
Increase/(decrease) in Current Liabilities & Provisions	-34.64	238.70	-74.74	-14.87
Cash Generated from operations	<b>-709.29</b>	<b>13.12</b>	<b>42.73</b>	<b>199.43</b>
Less: Direct Tax Paid	-216.03	280.09	3.40	27.29
Less: Tax Adjustment for earlier years	2.38	-	0.83	0.50
<b>Net Cash Flow from Operating Activities (A)</b>	<b>-495.64</b>	<b>-266.97</b>	<b>38.50</b>	<b>171.63</b>
<b>B. Cash Flow From Investing Activities</b>				
Purchase of PPE and intangible assets	-70.61	-591.07	-	-
Proceeds from Sale of PPE and intangible assets	2.93	0.13	-	-
Increase/(decrease) in Payable towards BTA	-	381.03	-	-
Interest Income	0.07	0.11	0.68	0.86
(Increase)/Decrease in Capital Advances	-1,015.00	-	-	-
Fixed Deposit placed with banks having original maturity over three months- closing	-0.76	-1.48	-1.86	-15.40
Fixed Deposit with banks matured having original maturity over three months- opening	1.48	1.71	15.40	13.46
<b>Net Cash flow from Investing Activities</b>	<b>-1,081.89</b>	<b>-209.59</b>	<b>14.22</b>	<b>-1.08</b>
<b>C. Cash flow from Financing Activities</b>				
Proceeds (Repayment) of short term borrowings	552.67	280.00	(344.12)	(61.30)
Proceeds (Repayment) of Long term borrowings	1,015.00	-	-	-
Increase of share Capital	-	269.01	250.26	-
Expenses for Proposed Initial Public Offer	(13.45)	(15.13)	-	-
Interest Paid	(37.26)	(17.85)	(16.18)	(38.45)
<b>Net cash generated from/(used in) financing activities</b>	<b>1,516.96</b>	<b>516.03</b>	<b>-110.04</b>	<b>-99.75</b>
<b>D. Increase/(decrease) in cash and cash equivalent (A+B+C)</b>	<b>-60.57</b>	<b>39.48</b>	<b>-57.31</b>	<b>70.79</b>
Add: Cash & Cash Equivalent at the beginning of the year	60.75	21.27	78.58	7.79
<b>E. Cash &amp; Cash Equivalent at the end of the year</b>	<b>0.18</b>	<b>60.75</b>	<b>21.27</b>	<b>78.58</b>
<b>Components of Cash &amp; Cash Equivalents</b>				
Cash on hand	-	-	-	0.08
Balances with banks	0.18	60.75	21.27	78.50
<b>Total cash &amp; cash equivalents</b>	<b>0.18</b>	<b>60.75</b>	<b>21.27</b>	<b>78.58</b>
Add: Fixed Deposit with banks having original maturity over three months	0.76	1.48	1.71	12.72
<b>Cash &amp; cash equivalents (Note I.15)</b>	<b>0.94</b>	<b>62.23</b>	<b>22.98</b>	<b>91.30</b>

The above statements should be read with the Significant accounting policies and notes on Restated Financial Information appearing in Annexure IV.

As per our report of even date attached.

**For V. N. Purohit & Co.**

Chartered Accountants

Firm Regn. No. 304040E

Sd/-

**O.P. Pareek**

Partner

Membership No. 014238

UDIN: 24014238BKAUAM9807

Place : New Delhi

Date : February 12th, 2024

**For and on behalf of the Board of Directors of**  
**Diensten Tech Limited**

Sd/-

**Vipul Prakash**

Managing Director

DIN: 01334649

Sd/-

**Sumant Kuthiala**

Chief Financial Officer

PAN: AAIPK1544K

Sd/-

**Sanjay Jain**

Director

DIN: 01014176

Sd/-

**Vibha Wadhwa**

Company Secretary

ICSI Mem No: 29381

## Restated Statement of Share Capital

Note-I.1

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Authorized</b>				
Equity Shares of Rs.10/- each	1,000.00	1,000.00	1,000.00	100.00
<b>Total</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>100.00</b>
<b>Issued, Subscribed &amp; fully paid up</b>				
Equity Shares of Rs.10/- each	605.26	605.26	336.26	86.00
<b>Total</b>	<b>605.26</b>	<b>605.26</b>	<b>336.26</b>	<b>86.00</b>

**Increase in Authorised Capital**

During the year ended on 31st March 2022, the authorised equity share capital of the company was increased vide approval of share holders of the Company dated March 10, 2022 from existing Rs. 100 Lakhs (divided into 10,00,000 equity shares @ 10/- each) to Rs. 1,000 Lakhs (divided into 1,00,00,000 equity shares of Rs. 10/- each).

**Terms/ Right Attached to Equity Shares**

The Company has only one class of equity shares having a par value of Rs.10/- (Earlier years Rs.10/-) per share. Each holder of equity shares is entitled to vote per share. The Company declares and pays dividends if any, in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Reconciliation of shares outstanding at the beginning and at the end of Reporting Period**

Particulars	31st December 2023		31st March 2023		31st March 2022		31st March 2021	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Share capital at the beginning of the period	60,52,646	605.26	33,62,583	336.26	8,60,000	86.00	8,60,000	86.00
Share capital issued during the period	-	-	26,90,063	269.01	25,02,583	250.26	-	-
<b>Outstanding at the end of the period</b>	<b>60,52,646</b>	<b>605.26</b>	<b>60,52,646</b>	<b>605.27</b>	<b>33,62,583</b>	<b>336.26</b>	<b>8,60,000</b>	<b>86.00</b>

**During April 01, 2022 to March 31, 2023:-**

On 30th May 2022, the Company has issued 26,90,063 shares having par value of Rs. 10 per share by way of right issue to existing shareholders.

**During the year ended 31st March 2022:-**

On 29th March 2022, the Company has issued 25,02,583 shares having par value of Rs. 10 per share by way of right issue to existing shareholders.

**Details of shareholders holding more than 5% shares in the company**

Particulars	31st December 2023		31st March 2023		31st March 2022		31st March 2021	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
J.K.Traders Limited	41,15,792	68.00%	41,15,792	68.00%	22,86,551	68.00%	-	0.00%
Vipul Prakash	8,32,239	13.75%	8,32,239	13.75%	4,62,355	13.75%	-	0.00%
Tina Prakash	8,32,239	13.75%	8,32,239	13.75%	4,62,355	13.75%	-	0.00%
J K Technosoft Limited	-	0.00%	-	0.00%	-	0.00%	8,59,994	99.9993%

**Shares held by promoters in the Company**

Promoter Name	Shares held by the promoters at the end of the period							
	31st December 2023		31st March 2023		31st March 2022		31st March 2021	
	No. of Shares	% of total Shares	No. of Shares	% of total Shares	No. of Shares	% of total Shares	No. of Shares	% of total Shares
Abhishek Singhania	1	*	1	*	1	*	1	*
Satish Chandra Gupta <sup>#</sup>	1	*	1	*	1	*	1	*
Shyam Verma <sup>#</sup>	1	*	1	*	1	*	1	*
R.K. Kamra <sup>#</sup>	1	*	1	*	1	*	1	*
Yuvraj Bahadur <sup>#</sup>	1	*	1	*	1	*	1	*
Rajiv Mittal <sup>#</sup>	1	*	1	*	1	*	1	*
J.K.Traders Limited	41,15,792	68.00%	41,15,792	68.00%	22,86,551	68.00%	-	0.00%
Vipul Prakash	8,32,239	13.75%	8,32,239	13.75%	4,62,355	13.75%	-	0.00%
Tina Prakash	8,32,239	13.75%	8,32,239	13.75%	4,62,355	13.75%	-	0.00%
J K Technosoft Limited	-	0.00%	-	0.0000%	-	0.00%	8,59,994	99.9999%
<b>Total</b>	<b>57,80,276</b>	<b>95.50%</b>	<b>57,80,276</b>	<b>95.50%</b>	<b>32,11,267</b>	<b>95.50%</b>	<b>8,60,000</b>	<b>100.00%</b>

\*\* Negligible

<sup>#</sup> Mr. Abhishek Singhania, Mr. Satish Chandra Gupta, Mr. Shyam Verma, Mr. R.K. Kamra, Mr. Yuvraj Bahadur and Mr. Rajiv Mittal were holding 1 share each in representative capacity for JK Technosoft Limited acting as beneficial owners for these shares. Pursuant to a Share Transfer Agreement dated March 29, 2022 and intimation Letter dated March 29, 2022, JK Technosoft Limited has transferred its shareholding i.e., 8,59,994 Equity Shares of the Company to JK Traders Limited and ceases to be beneficial owner for shares held by Mr. Abhishek Singhania, Mr. Satish Chandra Gupta, Mr. Shyam Verma, Mr. R.K. Kamra, Mr. Yuvraj Bahadur and Mr. Rajiv Mittal. As a result these shareholders are declared to be registered and beneficial owner w.e.f. March 29, 2022. Further, as on the date of this Restated Financial Information, Mr. Satish Chandra Gupta, Mr. Shyam Verma, Mr. R.K. Kamra, Mr. Yuvraj Bahadur and Mr. Rajiv Mittal are not the promoters of the company.

**Details of % change in shares held by promoters in the Company**

Promoter Name	% Change from 31st March 2023 to 31st December 2023	% Change from 31st March 2022 to 31st March 2023	% Change from 31st March 2021 to 31st March 2022
Abhishek Singhania	0.00%	0.00%	0.00%
Satish Chandra Gupta <sup>#</sup>	0.00%	0.00%	0.00%
Shyam Verma <sup>#</sup>	0.00%	0.00%	0.00%
R.K. Kamra <sup>#</sup>	0.00%	0.00%	0.00%
Yuvraj Bahadur <sup>#</sup>	0.00%	0.00%	0.00%
Rajiv Mittal <sup>#</sup>	0.00%	0.00%	0.00%
J.K.Traders Limited <sup>##</sup>	80.00%	80.00%	68.00%



Vipul Prakash ##	80.00%	80.00%	13.75%
Tina Prakash ##	80.00%	80.00%	13.75%
J K Technosoft Limited	N.A.	N.A.	-100.00%

# Mr. Abhishek Singhania, Mr. Satish Chandra Gupta, Mr. Shyam Verma, Mr. R.K. Kamra, Mr. Yuvraj Bahadur and Mr. Rajiv Mittal were holding 1 share each in representative capacity for JK Technosoft Limited acting as beneficial owners for these shares. Pursuant to a Share Transfer Agreement dated March 29, 2022 and intimation Letter dated March 29, 2022, JK Technosoft Limited has transferred its shareholding i.e., 8,59,994 Equity Shares of the Company to JK Traders Limited and ceases to be beneficial owner for shares held by Mr. Abhishek Singhania, Mr. Satish Chandra Gupta, Mr. Shyam Verma, Mr. R.K. Kamra, Mr. Yuvraj Bahadur and Mr. Rajiv Mittal. As a result these shareholders are declared to be registered and beneficial owner w.e.f. March 29, 2022. Further as on the date of this Restated Financial Information, Mr. Satish Chandra Gupta, Mr. Shyam Verma, Mr. R.K. Kamra, Mr. Yuvraj Bahadur and Mr. Rajiv Mittal are not the promoters of the company.

## There was change in absolute number of shareholding from March 31, 2022 to March 31, 2023 and from March 31, 2023 to December 31, 2023. However, percentage of total shareholding remains the same.

Note: The above statements should be read with the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash Flows, Significant accounting policies and notes on Restated Financial Information appearing in Annexure I,II,III and IV respectively.

**Restated Statement of Reserves & Surplus** Note-I. 2  
(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Reserves &amp; Surplus</b>				
<b>Surplus in the statement of profit &amp; loss</b>				
As per Last Balance Sheet	(180.21)	(196.27)	(197.72)	(314.79)
Add: Restated Profit/(Loss) for the year	(171.71)	16.06	1.45	117.07
<b>Total Reserves &amp; surplus</b>	<b>(351.92)</b>	<b>(180.21)</b>	<b>(196.27)</b>	<b>(197.72)</b>

Note: The above statements should be read with the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash Flows, Significant accounting policies and notes on Restated Financial Information appearing in Annexure I,II,III and IV respectively.

**Restated Statement of Long term Borrowings** Note-I. 3  
(Amount "Rs. in Lakhs", unless otherwise stated)

Particular	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Borrowings from financial institutions (Unsecured)</b>				
Julius Baer Capital (India) Private Limited (refer note below)	1,015.00	-	-	-
<b>Total</b>	<b>1,015.00</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Terms and Nature of loans :-**

Particular	31st December 2023	31st March 2023	31st March 2022	31st March 2021
<b>From financial institutions</b>				
Interest Rate	9.00% p.a.	N.A.	N.A.	N.A.
Security	N.A.	N.A.	N.A.	N.A.
Other terms & conditions	Availed against pledge of security	N.A.	N.A.	N.A.

	alongwith personal guarantee of the promoter shareholder cum director. Repayable on or by September 26, 2026.			
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Note: The above statements should be read with the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash Flows, Significant accounting policies and notes on Restated Financial Information appearing in Annexure I,II,III and IV respectively.

<b>Restated Statement of Other Long term Liabilities</b>	<b>Note-I. 4</b> (Amount "Rs. in Lakhs", unless otherwise stated)
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Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Employee Benefits Payable as per BTA	0.19	25.86	-	-
<b>Total</b>	<b>0.19</b>	<b>25.86</b>	-	-

Note: The above statements should be read with the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash Flows, Significant accounting policies and notes on Restated Financial Informations appearing in Annexure I,II,III and IV respectively.

#### **Annexure IV- Significant Accounting Policies and Notes on Restated Financial Information**

##### **1 CORPORATE INFORMATION**

Diensten Tech Limited (formerly known as JKT Consulting Limited) (CIN: U74140DL2007PLC160160) was incorporated on 06.03.2007 as a Public Limited Company. The Certificate of Commencement of Business was granted by the Registrar of Companies, NCT of Delhi and Haryana with effect from 19.06.2007. The Company has its registered office at A-2, Local Shopping Complex, Masjid Moth, Greater Kailash - II, New Delhi - 110048 and its corporate office at F- 3, Sector 3, Noida 201301. The main objectives of the Company is to render as principals, consulting services including service related to hiring, recruitment and deputation of technical and other personnel (including labour-skilled, semi-skilled or unskilled) for deployment in India or Abroad in various fields of technologies and provide Business solution and consultation in the field of Computer Science, Project Planning and other related areas to its clients in India and Abroad.

##### **2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES**

###### **A Basis of Preparation: -**

###### **a Statement of compliance**

The Restated Financial Information of the Company comprises of the Restated Statement of Assets and Liabilities as at December 31, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the Restated Statement of Profit & Loss, the Restated Statement of Cash Flows for the nine months period ending on December 31, 2023, and for the years ending on March 31, 2023, March 31, 2022 and March 31, 2021 the Statement of Basis of Preparation and Significant Accounting Policies and notes to the Restated Financial Information (hereinafter collectively referred to as 'Restated Financial Information').

The Restated Financial Information has been approved by the Board of Directors in their meeting held on February 12, 2024.

The Restated Financial Information has been prepared for inclusion in the Red Herring Prospectus and the Prospectus to be filed by the Company with the Securities and Exchange Board of India ('SEBI') and Registrar of Companies ('ROC'), Delhi at New Delhi in connection with proposed initial public offering of its equity shares, in accordance with the requirements of: -

- Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "Act")
- Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); and

- The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

The Restated Financial Information have been compiled from the audited interim financial statements of the Company as at and for the nine months period ended December 31, 2023 and audited financial statements of the Company as at and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the Accounting Standards notified under the section 133 of the Act and other accounting principles generally accepted in India (hereinafter collectively referred to as 'Audited Financial Statements').

The Restated Financial Information have been compiled by the management from the audited financial statements and: -

- there were no audit qualification in these audited financial statements;
- there were no changes in accounting policies during the respective years of these audited financial statements;
- there were no material adjustments for the previous years in arriving at profit/ losses of the respective years except those mentioned in Note 3(A) of Annexure IV of the Restated Financial Information; and
- appropriate rearrangement/ regrouping(s) (including regrouping as required by the amended Schedule III by way of notification dated 24th March 2021) have been made in the Restated Financial Information of assets and liabilities, statement of profit and loss and statement of cash flow, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per audited interim financial statements as at and for the nine months period ended December 31, 2023 and audited financial statements of the Company as at and for the year ended March 31, 2023 prepared in accordance with Schedule III of the Companies Act, 2013, requirement of AS- 5 and other accounting principles and the requirements of the SEBI ICDR Regulations.

**b Functional and presentation currency**

The restated financial information is presented in Indian Rupees, which is the company's functional currency. All amounts have been rounded to nearest lakh, unless otherwise stated.

**c Basis of measurement**

The restated financial information has been compiled from the Company's financial statements that are prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - non current classification of assets and liabilities.

**d Use of estimates**

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities, including the disclosure of contingent liabilities as of the date of the financial statements and the reported income and expenses during the reporting period like provision for employee benefits, provision for doubtful debts, useful lives of property, plant and equipment, calculation of work in progress and tax expenses etc. The Management believe that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates between the actual results and the estimates are recognized in the periods in which the results are known/ materialize.

**B Significant Accounting Policies: -**

**a Revenue recognition**

The company derives its revenues primarily from (a) Information Services and Consulting Services and (b) Corporate Training Services. Revenue from software development, Information Services and Consulting Services on time and material basis is recognized as the related services are rendered. Pre-received Income represent the excess of billing over cost and earning while accrued income represent the excess of cost and earning over billing. Corporate Training Services Revenue is recognized on a time proportion basis taking into account the time spent thereon compared with the scheduled completion thereof and the total course fee.

Unbilled revenue represents value of services performed in accordance with the contract terms but not billed. Sales of traded goods is recognized on passing of risks & rewards of goods to the customers and as per the terms of the sales.

The revenue are shown net of trade discount, goods and services tax and sales returns.

Revenue relating to interest income is recognised on time proportionate basis determined by the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.

**b Property, plant and equipment (PPE) and Capital work-in-progress**

Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition is inclusive of freight, duties, taxes and other directly attributable expenses incurred to bring the assets to their working condition for intended use.

Subsequent costs related to an item of Property, Plant & Equipment are recognised in the carrying amount of the item if the recognition criteria are met.

Gain/loss on sale of property, plant & equipment are measured as the difference between the net proceeds and carrying amount of the asset and are recognised in the statement of profit and loss in the period in which the asset is sold.

Property, plant & equipment under construction and cost of assets not put to use before year end are shown as capital work in progress, while advance paid towards acquisition of property, plant & equipment are shown as capital advance under the head Loans and Advances.

**c Intangible assets**

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

Customer Contracts, Assembled Workforce and Goodwill are recognised as intangible assets representing the future economic benefits arising from business undertaking acquired as per Business Transfer Agreement that are not individually identified and separately recognized.

**d Depreciation and amortization**

Property, Plant & Equipment (PPE)

Depreciation on PPE is provided using straight line method over the useful life prescribed in Schedule II of the Companies Act, 2013.

In respect of property plant & equipment whose useful life has been revised, the unamortized depreciable amount is charged over the revised remaining useful life.

Intangible assets

The intangible assets are amortized over a period of five years based on its estimated useful life and the amortized period is reviewed at the end of each financial year.

**e Impairment of Assets**

The carrying amount of assets, other than inventories is reviewed at each balance sheet date, to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of assets is estimated.

An impairment loss is recognized, whenever the carrying amount of assets or its cash generating units exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use which is determined based on the estimated future cash flow generated from the continuing use of an asset and from its disposal at the end of its useful life, discounted to their present value.

An impairment loss is reversed, if there has been a change in the estimates made to determine and recognize the recoverable amount in the earlier year, and to the extent that the assets' carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortization), had no impairment loss been recognised.

**f Foreign currency transactions**

Initial recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non - monetary items which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction; and non monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on restatement of monetary items at rates different from those at which they were initially recorded during the period, are recognized as income or as

expenses in the period in which they arise.

**g Tax expenses**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an assets in the Balance Sheet where it is probable that future economic benefits associated with it will flow to the Company.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized only to the extent there is a reasonable certainty that assets can be realized in future. However, where there is unabsorbed depreciation or carry forward of losses and item related to capital losses, deferred tax assets are recognized only if there is a virtual certainty supported by convincing evidence of realization of such assets.

**h Employee Benefits**

Short- term employee benefits

Short- term employee benefits such as salary, bonus, etc. payable within 12 months are accounted on accrual basis. Benefits such as salaries, etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

Defined contribution plans

Contributions payable to recognized Provident Fund and Labour Welfare Fund which are substantially defined contribution plans, are recognised as expense in the Statement of Profit & Loss, as they are incurred.

Defined benefits plans

The Company's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date relevant to the maturity period of the obligation. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

Other long term employee benefits

Benefits under the Company's compensated absences scheme constitute other long-term employee benefits. The obligation in respect of compensated absences is provided on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measure each unit separately to build up the final obligation. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

**i Borrowing cost**

Borrowing costs are interest and other costs (including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred by the Company in connection with the borrowing of funds.

Borrowing costs directly attributable to acquisition or construction of the Property, plant and equipment and Intangible Assets, which necessarily take a substantial period of time to get ready for their intended use are capitalized. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**j Leases**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are recognized as operating leases. Operating Lease payments are recognized as an expenses in the statement of profit and loss as per the lease terms.

The leases, where substantially all the risks and rewards of ownership vest in the Company are classified as finance lease. Such leases are capitalized at the inception of the lease at the lower of fair value or present value of minimum lease payments and a liability is created for an equivalent amount.

**k Earnings per share**

The Company reports basic earnings per share (EPS) in accordance with Accounting Standard - 20. The basic earnings per share is computed by dividing the net profit/loss attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The Company has no potentially dilutive equity shares outstanding during the period.

## l Cash and Cash Equivalent

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) and which are subject to insignificant risk of changes in value.

## m Provisions and contingent liabilities

A provision is recognized when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and are adjusted to reflect the current best estimates. Contingent liabilities are not recognized but are disclosed in the notes to accounts. A contingent asset is neither recognized nor disclosed in financial statements.

### 3. NOTES ON RESTATED FINANCIAL INFORMATION

(Amount ""Rs. in Lakhs"", unless otherwise stated)

#### A. Adjustment made in the Restated Financial Information

Appropriate adjustments have been made in the restated financial information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

##### a. Adjustments that are having impact on the net profits and shareholders' funds:

No adjustments were made in the restated financial information that have any impact on net profits or shareholders' funds for the respective years as per audited financial statements of the Company.

##### b. Adjustments that are not having impact on the net profit and shareholders' funds: -

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
<b>(i) Trade Payables as per audited financial statements</b>	<b>280.92</b>	<b>127.16</b>	<b>8.74</b>	<b>7.84</b>
Add/ (less): Balances reclassified from/ to other current liabilities	0.01	0.00	2.05	-
<b>Trade Payables as per restated financial information</b>	<b>280.93</b>	<b>127.16</b>	<b>10.79</b>	<b>7.84</b>
<b>(ii) Other Current liabilities as per audited financial statements</b>	<b>496.03</b>	<b>507.16</b>	<b>50.71</b>	<b>74.52</b>
Add/ (less): Balances reclassified from/ to other current assets	-	-	-0.45	-0.11
Add/ (less): Balances reclassified from/ to trade payables	-	-	-2.05	-
<b>Other Current liabilities as per restated financial information</b>	<b>496.02</b>	<b>507.16</b>	<b>48.21</b>	<b>74.41</b>
<b>(iii) Other Non Current Assets as per audited financial statements</b>	<b>83.55</b>	<b>82.31</b>	<b>97.18</b>	<b>-</b>
Add/ (less): Balances reclassified from/ to Long Term Loan & Advances	0.54	0.29	-	96.18
Add/ (less): Balances reclassified from/ to Cash & Cash Equivalents	-0.76	-	0.14	0.10
<b>Other Non Current Assets as per restated financial information</b>	<b>83.33</b>	<b>82.60</b>	<b>97.32</b>	<b>96.28</b>
<b>(iv) Cash &amp; Cash Equivalents as per audited financial statements</b>	<b>0.18</b>	<b>62.23</b>	<b>23.13</b>	<b>93.98</b>
Add/ (less): Balances reclassified from/ to Other	-	-	-	-2.58

	Current Assets				
	Add/ (less): Balances reclassified from/ to Other Non Current Assets	0.76	-	-0.14	-
	Add/ (less): Balances reclassified from/ to Other Non Current Assets	-	-	-0.01	-0.10
	<b>Cash &amp; Cash Equivalents as per restated financial information</b>	<b>0.94</b>	<b>62.23</b>	<b>22.98</b>	<b>91.30</b>
(v)	<b>Short Term Loans &amp; Advances as per audited financial statements</b>	<b>70.99</b>	<b>286.95</b>	<b>18.49</b>	<b>46.09</b>
	Add/ (less): Balances reclassified from/ to Other Current Assets	-32.29	-284.04	-18.31	-46.06
	<b>Short Term Loans &amp; Advances as per restated financial information</b>	<b>38.70</b>	<b>2.90</b>	<b>0.18</b>	<b>0.03</b>
(vi)	<b>Other Current Assets as per audited financial statements</b>	<b>154.33</b>	<b>53.68</b>	<b>18.66</b>	<b>18.99</b>
	Add/ (less): Balances reclassified from/ to Short Term Loans and Advances	32.29	284.05	18.31	46.06
	Add/ (less): Balances reclassified from/ to Other Current Liabilities	-	0.55	-0.45	-0.11
	Add/ (less): Balances reclassified from/ to Cash & Cash Equivalent	-	-	0.01	2.58
	Add/ (less): Balances reclassified from/ to Trade Receivables	-	-	-18.20	-
	<b>Other Current Assets as per restated financial information</b>	<b>186.62</b>	<b>338.28</b>	<b>18.33</b>	<b>67.52</b>

**B. Contingent liabilities not provided for**

(Amount ""Rs. in Lakhs"", unless otherwise stated)

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
<b>Contingent liabilities in respect of:</b>				
UP Trade Tax Department has raised demand FY-2013-2014. The Company appealed against this demand to higher authority of UP Tax Department. The Company appealed against this demand to higher authority of UP Tax Department. A reduction of Rs. 3.72 Lakhs was granted by Additional Commissioner, UP Tax Department, against the demand of Rs. 7.091 Lakhs by their order dated July 01, 2022. Fixed Deposits for Rs. 0.76 (Rs. 0.54 as on March 31, 2023), pledged with UP Trade Tax Department against pending litigations.	2.83	2.83	6.06	6.06
<b>Commitments (to the extent not provided for) :-</b>				
Estimated value of contracts in capital account remaining to be executed (Net of capital advances)	605.00	Nil	Nil	Nil
Counter Guarantee given by bankers	0.76	0.54	1.08	2.83
<b>Total</b>	<b>608.59</b>	<b>3.37</b>	<b>7.14</b>	<b>8.89</b>

**C. Employee Benefits**

**a. Gratuity: -**

The company has recognised its gratuity liability as per requirements of AS- 15 (Revised) on 'Employee Benefits' by way of actuarial valuation every year. necessary disclosure are made as under: -

(Amount ""Rs. in Lakhs"", unless otherwise stated)

Amount recognised in the Balance Sheet: -

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
<b>Present Value of obligation at the beginning of the year</b>	<b>64.25</b>	<b>2.55</b>	<b>26.91</b>	<b>33.87</b>
Expenses recognised in the statement of Profit & Loss	9.64	14.79	0.29	0.56

Acquisition/ (Divestiture) adjustments	4.83	52.35	(24.65)	-
Benefits paid	(22.97)	(5.44)	-	(7.52)
<b>Present value of obligation at the end of the year</b>	<b>55.75</b>	<b>64.25</b>	<b>2.55</b>	<b>26.91</b>
Less: Fair value of plan assets	-	-	-	-
<b>Liability recognised in the Balance Sheet (A)</b>	<b>55.75</b>	<b>64.25</b>	<b>2.55</b>	<b>26.91</b>
Current liability	51.53	59.03	0.27	2.66
Non current liability	4.22	5.22	2.28	24.25
<b>Total Liability (B)</b>	<b>55.75</b>	<b>64.25</b>	<b>2.55</b>	<b>26.91</b>

Amount recognised in the Statement of Profit & Loss: -

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
Current service cost	12.40	15.88	0.25	4.29
Interest cost	3.01	3.58	0.15	1.65
Actuarial losses/ (gains)	(5.77)	(4.67)	(0.12)	(5.38)
<b>Expense recognised in the Statement of Profit &amp; Loss</b>	<b>9.64</b>	<b>14.79</b>	<b>0.28</b>	<b>0.56</b>

Financial actuarial assumptions: -

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
Discount rate	7.20%	6.39%	6.86%	6.54%
Salary escalation	10% First year, 7.5% thereafter	10% First year, 7.5% thereafter	10% First year, 7.5% thereafter	14% First year, 7.5% thereafter
Expected rate of return on plan assets	N.A.	N.A.	N.A.	N.A.

**b. Leave Encashment: -**

(Amount ""Rs. in Lakhs"", unless otherwise stated)

Amount recognised in the Balance Sheet: -

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
<b>Present Value of obligation at the beginning of the year</b>	<b>75.32</b>	<b>2.12</b>	<b>28.67</b>	<b>24.32</b>
Expenses/ (income) recognised in the statement of Profit & Loss	13.38	26.42	(0.29)	9.26
Acquisition/ (Divestiture) adjustments	17.95	69.10	(26.26)	-
Benefits paid	(20.67)	(22.32)	-	(4.91)
<b>Present value of obligation at the end of the year</b>	<b>85.98</b>	<b>75.32</b>	<b>2.12</b>	<b>28.67</b>
Less: Fair value of plan assets	-	-	-	-
<b>Liability recognised in the Balance Sheet (A)</b>	<b>75.32</b>	<b>75.32</b>	<b>2.12</b>	<b>28.67</b>
Current liability	61.91	60.85	0.29	4.31
Non current liability	24.07	14.47	1.83	24.36
<b>Total Liability (B)</b>	<b>85.98</b>	<b>75.32</b>	<b>2.12</b>	<b>28.67</b>

Amount recognised in the Statement of Profit & Loss: -

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
Current service cost	25.62	32.13	0.30	3.21
Interest cost	3.93	4.12	0.16	1.20
Actuarial losses/ (gains)	(16.17)	(9.82)	(0.75)	4.85
<b>Expense recognised in the Statement of Profit &amp; Loss</b>	<b>13.38</b>	<b>26.43</b>	<b>(0.29)</b>	<b>9.26</b>

Financial actuarial assumptions: -

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
Discount rate	7.50%	6.86%	6.86%	6.54%



Rate of Increase in Compensation Level	10% First year, 7.5% thereafter	10% First year, 7.5% thereafter	10% First year, 7.5% thereafter	14% First year, 7.5% thereafter
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**D. Related Party Disclosures in accordance with Accounting Standard (AS)-18 as notified pursuant to Companies (Accounting Standards) Rules, 2006, as amended.**

a. List of related parties & relationships, where control exists.

Nature of Relationship		Name of Related Parties			
		31-12-23	31-03-23	31-03-22	31-03-21
1	Holding company	JK Traders Limited	JK Traders Limited (w.e.f. 29.03.22)	JK Traders Limited (w.e.f. 29.03.22)	JK Technosoft Limited
		-----	JK Technosoft Limited (ceased to be holding w.e.f. 29.03.2022)	JK Technosoft Limited (ceased to be holding w.e.f. 29.03.2022)	-----
2	Key Management Personnel	Abhishek Singhania (Director)	Abhishek Singhania (Director)	Abhishek Singhania (Director)	Abhishek Singhania (Director)
		Satish Chandra Gupta (Director)	Satish Chandra Gupta (Director)	Satish Chandra Gupta (Director)	Satish Chandra Gupta (Director)
		Vedang Hari Singhania (Director)-Resigned w.e.f. 14.02.2022	Vedang Hari Singhania (Director)-Resigned w.e.f. 14.02.2022	Vedang Hari Singhania (Director)-Resigned w.e.f. 14.02.2022	Vedang Hari Singhania (Director)
		Sanjay Kumar Jain (Director) w.e.f. 14.02.2022	Sanjay Kumar Jain (Director) w.e.f. 14.02.2022	Sanjay Kumar Jain (Director) w.e.f. 14.02.2022	Babu Abraham(Director)-Resigned on 01.03.2021
		Vipul Prakash (Director) w.e.f. 14.02.2022 (Managing Director w.e.f 30.05.2022)	Vipul Prakash (Director) w.e.f. 14.02.2022	Vipul Prakash (Director) w.e.f. 14.02.2022	
		Sunaina Primlani Gera (Director) w.e.f. 02.09.2022	Suniana Premlani Gera (Director)	-----	-----
		Kanika Vaswani (Director) w.e.f. 02.09.2022	Kanika Vaswani (Director)	-----	-----
		Vibha Wadhwa (Company Secretary) w.e.f. 22.12.2022	Vibha Wadhwa (Company Secretary) w.e.f. 22.12.2022	-----	-----
		-----	Viney (Company Secretary)(from 02.09.2022 to 22.12.2022)	-----	-----
		Manoj Kumar (CEO) (from 19.10.2022 to	Manoj Kumar (CEO) w.e.f.	-----	-----

Nature of Relationship		Name of Related Parties			
		01.06.2023)(Additional Director) w.e.f 24.08.2023	09.10.2022		
		Shiva Prasad Nanduri (CEO) w.e.f. 10.06.2023	-----	-----	-----
		Sumant Kuthiala (CEO) w.e.f 22.12.2022	Sumant Kuthiala (CEO) w.e.f 22.12.2022		
3	Relatives of Key Management Personnel	-----	Tina Prakash (Wife of Vipul Prakash(Director))	-----	-----
4	Enterprises where Significant Influence exist by Key Management Personnel or their Relatives	JK Technosoft Limited	JK Technosoft Limited	-----	-----
		JK Education Foundation	JK Education Foundation	-----	-----
		J. K. Cotton Limited	J. K. Cotton Limited		
		J K Consultancy and Services Pvt. Ltd.	J K Consultancy and Services Pvt. Ltd.		
		Translink Consulting Pvt. Ltd.	Translink Consulting Pvt. Ltd.	-----	-----
		Jaykey Enterprises Limited	-----	-----	-----
		Genext Estates Pvt. Ltd.	-----	-----	-----
		WOW Softech Pvt. Ltd.	-----	-----	-----

(Amount ""Rs. in Lakhs"", unless otherwise stated)

**b. Transactions with Related Parties**

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
<b>Holding company</b>				
<b>M/s JK Traders Limited</b>				
Allotment of Equity Shares	-	182.92	-	-
<b>Key Management Personnel</b>				
<b>Mr. Vipul Prakash</b>				
Allotment of Equity Shares	-	36.99	-	-
<b>Mr. Manoj Kumar</b>				
Reimbursement of Expenses	0.75	0.53	-	-
Consultancy Services	6.00	-	-	-
Remuneration	26.97	29.06	-	-
<b>Mr. Vibha Wadhwa</b>				
Reimbursement of Expenses	-	0.00	-	-
Remuneration	5.14	1.93	-	-
<b>Mr. Siva Prasad Nanduri</b>				
Reimbursement of Expenses	1.51	-	-	-
Remuneration	156.35	-	-	-
<b>Mr. Sumant Kuthiala</b>				
Reimbursement of Expenses	0.02	-	-	-
Remuneration	10.47	1.95	-	-
<b>Mr. Viney</b>				
Remuneration	-	2.16	-	-
<b>Mrs. Sunaina Primlani Gera</b>				

Director Fee		1.00	0.25	-	-
<b>Mrs. Kanika Vaswani</b>					
Director Fee		1.00	0.25	-	-
<b>Relatives of Key Management Personnel</b>					
<b>Mrs. Tina Prakash</b>					
Allotment of Equity Shares		-	36.99	-	-
<b>Enterprises where Significant Influence exist by Key Management Personnel or their Relatives</b>					
<b>M/s JK Technosoft Limited</b>					
Sale of Services/ Product		519.41	1,580.40	-	-
Interest accrued		-	-	16.18	-
Interest Paid		16.54	16.55	51.28	35.10
Rent Paid		0.45	0.60	-	-
Received against Loans/ Advance		-	395.00	49.83	221.30
Repayment against Loans/ Advance		-	175.00	-	-
Loans/ Advances Given/Repaid		-	-	393.95	195.00
Reimbursement of Manpower & Other Cost		416.79	1,325.40	49.82	-
Acquisition Transfer of Gratuity/ Leave Encashment		-	160.97	-	-
Purchase of Intangible Assets		-	-	-	-
Purchase of Tangible Assets		-	572.98	-	-
<b>M/s JK Education Foundation</b>					
Rent Paid		0.09	0.14	-	-
Reimbursement of Expenses		-	0.00	-	-
<b>M/s JK Cotton Limited</b>					
Rent Paid		0.54	0.16	-	-
<b>M/s J K Consultancy &amp; Services Pvt. Ltd.</b>					
Sale of Tangible Assets & Intangible Assets		0.07	-	-	-
Reimbursement of Expenses		-	0.04	-	-
<b>M/s Translink Colsulting Pvt. Ltd.</b>					
Interest Paid		1.91	1.30	-	-
Received against Loans/ Advance		40.00	100.00	-	-
Repayment against Loans/ Advance		100.00	40.00	-	-
<b>M/s Jaykey Enterprises Limited</b>					
Rent Paid		3.60	-	-	-
<b>M/s Genext Estates Pvt. Ltd.</b>					
Interest Paid		0.80	-	-	-
Received against Loans/ Advance		105.00	-	-	-
Repayment against Loans/ Advance		105.00	-	-	-
<b>M/s WOW Softech Pvt. Ltd.</b>					
Purchase of Services/ Product		4.29	-	-	-

(Amount ""Rs. in Lakhs"", unless otherwise stated)

**c. Related Parties Balances:**

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
<b>Enterprises where Significant Influence exist by Key Management Personnel or their Relatives</b>				
<b>M/s JK Technosoft Limited</b>				
Short term borrowings	220.00	220.00	-	344.12
Other current liabilities			36.75	32.46
Payable as per Business Transfer Agreement	381.03	381.03		
Payable against transfer of Employee Benefits	0.42	36.75	-	-
Trade receivable (Including Unbilled)	244.06	139.34	-	-
<b>M/s Translink Consulting Pvt. Ltd.</b>				
Short term borrowings	-	60.00	-	-
<b>M/s Jaykey Enterprises Limited</b>				
Trade Payable (Including unbilled)	3.89	-	-	-
<b>M/s J K Consultancy &amp; Services Pvt. Ltd.</b>				
Trade Payable (Including unbilled)	1.02	-	-	-

### E. Operating lease: Company as lessee

The Company's significant operating lease arrangements include premises taken on lease ranging for a period of 1-3 years and all of such lease arrangements are cancellable. Lease payments under such arrangements have been recognized as an expense in the statement of Profit & Loss as against straight line basis over the lease term as required by AS-19 in view of the uncertainty of continuing the arrangement(s) over the lease term.

(Amount ""Rs. in Lakhs"", unless otherwise stated)

Particulars	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Future minimum lease payments				
Not later than one year	4.38	1.62	0.56	15.07
Later than one year and not later than five years		0.10	-	-
More than five years	-	-	-	-

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
Lease payments recognized in Statement of Profit & Loss	7.42	3.41	0.12	15.07

### F. Acquisition of Personnel, Staffing & Training (PS&T) Division of M/s JK Technosoft Limited

Pursuant of a Business Transfer Agreement ("BTA") dated April 30, 2022, entered into between the company (Transferee) and M/s J K Techsoft Limited (Transferor), the transferor has sold its Personnel, Staffing & Training (PS&T) division to the company with effective date of April 01, 2022. The purchase consideration was determined at Rs. 567.00 Lakhs towards transfer of business, based on the valuation carried by the Registered Valuer whereby, the intangible assets in the nature of Customer Contracts (having more than 3 years of relationship with transferor) and Employees along with Know-How (assembled workforce) in the PS&T business are transferred to the company.

Based on independent assessment of purchase price allocation carried out by another registered value, the purchase consideration of Rs. 567.00 Lakhs was segregated among various intangible assets recognised as Customer Contracts (Rs. 414.72 Lakhs); Assembled Workforce (Rs. 118.45 Lakhs) & Goodwill (Rs. 33.83 Lakhs).

In addition to the above consideration, all the tangible assets in P&ST division of the transferor company are transferred to the transferee company based on their written down value as on March 31, 2022, for Rs. 5.98 Lakhs, as recognised in the property, plant & equipment.

Further as per the terms of BTA, all the existing customers of P&ST division of the transferor company are to be transferred to the transferee company, by way of execution of fresh contract or assignment/ novation of the existing contract, along with transfer of corresponding employees engaged with customers, with continuity of services, in a phased manner based on transfer of customer contract to the transferee. The retirement dues of the transferred employees are computed on the effective date (i.e. April 01, 2022), and deductible from the consideration to be paid for the transfer of business. The net payable balance to the transferor is presented in other current liabilities as "Payable as per Business Transfer Agreement".

As per the terms of Business Transfer Agreement ("BTA") dated April 30, 2022, read with Business Support Service Agreement ("BSSA") dated May 09, 2022, all the existing employees of the P&ST division of the transferor company are transferred to the transferee company from the effective date (i.e. April 01, 2022). The retirement dues (towards gratuity and leave encashment) of the transferred employees as computed on the effective date (i.e. April 01, 2022) by the Actuarial are also transferred from the transferor company to the transferee company. The process of transfer of employees is done in a phased manner based on transfer of customer contract, served by those employees to the transferee. For such customer contracts, which are transferred to the transferee company after the effective date (i.e. April 01, 2022), the contracts will be served by the Transferor Company on behalf of the transferee company till the date of their transfer, wherein the transferee shall pay appropriate fees or commission to the transferor for management of these contracts in the intervening period. The corresponding employees for such contracts will remain in the payroll of the transferor company. However the transferee company will remain liable for their costs including the retirement benefits, which shall be reimbursed by transferee company to the transferor company.

### G. Acquisition of Business Undertaking of M/s Klaus IT Solutions Private Limited and M/s Skandha IT Services Private Limited

Pursuant of a Business Transfer Agreement ("BTA") entered into by the company (Transferee) with M/s Klaus IT Solutions Private Limited (on September 29, 2023) and with Skandha IT Services Private Limited (on September 22, 2023) (collectively known as Transferors), the transferors have agreed to transfer their respective business undertakings, comprising of their specific clients to the company. The aggregate purchase consideration was determined at Rs. 1,620.00 Lakhs towards transfer of business, subject to successful novation of the underlying client contracts in the favour of the company. As per the terms of BTA, all the specified clients of the transferor companies are to be transferred to the transferee company, by way of execution of novation of the existing contract, along with transfer of corresponding employees engaged with customers, without continuity of services, in a phased manner based on transfer of customer contract to the transferee. A total sum of Rs. 1,015.00 Lakhs has been paid as advance by the company to the transferor companies, as disclosed in Note No. I.12, pending settlement of final consideration amount, based on the actual novation of the underlying client contracts.

A sum of Rs. 43.86 Lakhs (Rs. 5.90 Lakhs, during the year ended March 31, 2023) has been capitalised to the cost of Intangible Assets acquired on pro-rata basis (including Intangible Assets under development), towards the expenditure incurred directly attributable expenditure eligible for capitalisation under Intangible Assets and the borrowing cost.

### H. Segment Reporting

The Company is engaged in the business of Information & Consulting Services and Corporate Training Services. However, Organisational and management structure of the company and its internal financial reporting system does not identify the pre- dominant sources of risks and returns of the company for the purpose of its segment reporting. Therefore, the management has concluded that no separate segment disclosures are required as per Accounting Standard-17 on 'Segment Reporting'.

### I. Earnings & Expenditure In Foreign Currencies

(Amount ""Rs. in Lakhs"", unless otherwise stated)

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
Income from Services	12.51	18.76	-	-
Purchase of traded goods	13.04	11.56	-	-

### J. Break- up of payments due to statutory auditors: -

(Amount ""Rs. in Lakhs"", unless otherwise stated)

Particulars	31-12-23	31-03-23	31-03-22	31-03-21
In respect of Statutory Audit	3.50	7.00	1.75	1.25
In respect of Tax Audit	-	1.50	-	0.50
<b>Total</b>	<b>3.50</b>	<b>8.50</b>	<b>1.75</b>	<b>1.75</b>

K. The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

L. The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

M. There are no transaction with the companies whose name struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the period covered under these restated financial information

N. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

O. "No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company ("Ultimate Beneficiaries")."

Moreover, the Company has not received any fund from any party ("Funding Party") with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entity identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries."

- P. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- Q. The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- R. The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- S. There has been no changes in the accounting policies during the period covered under the restated financial information.
- T. There has been no qualifications in the independent auditor's report during the period covered under the restated financial information.

#### Restated Statement of Long term Provisions

Note-I. 5  
(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Provision for employee benefits:</b>				
Gratuity	51.53	59.03	2.28	24.25
Leave Encashment	61.91	60.85	1.83	24.36
<b>Total</b>	<b>113.44</b>	<b>119.88</b>	<b>4.11</b>	<b>48.61</b>

#### Restated Statement of Short Term Borrowings

Note-I. 6  
(Amount "Rs. in Lakhs", unless otherwise stated)

Particular	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Cash credit from Bank (secured)	447.44	-	-	-
Inland Bill Discounting from ICICI Bank (refer note "a" below)	165.23			
Loan repayable on demand (unsecured): -				
From related parties	220.00	280.00	-	344.12
From others	-	-	-	-
<b>Total</b>	<b>832.67</b>	<b>280.00</b>	<b>-</b>	<b>344.12</b>

#### Terms and Nature of loans :-

Particular	31-12-23	31-03-23	31-03-22	31-03-21
<b>From Banks</b>				
Interest Rate				
Cash Credit from ICICI Bank	REPO + 2.75% p.a.	N.A.	N.A.	N.A.
Inland Bill Discounting from ICICI Bank	REPO + 2.75% p.a.	N.A.	N.A.	N.A.

Security	1) Corporate Guarantee of JK Traders Limited. 2) Pledge of 40,000 Equity shares of J K Cements Limited, held by promoter shareholder cum director. 3) Exclusive charge on all existing and future current assets including receivables & stocks and movable/ immovable fixed assets of the company.	N.A.	N.A.	N.A.
<b>From Others</b>				
Interest Rate	10.00% p.a.	10.00% p.a.	N.A.	10.00% p.a.

**Restated Statement of Trade Payable** Note-I. 7  
(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Trade Payable due to:</b>				
Micro and small enterprises	0.33	2.49	1.47	-
Other than Micro and small enterprises	280.60	124.67	9.32	7.84
<b>Total</b>	<b>280.93</b>	<b>127.16</b>	<b>10.79</b>	<b>7.84</b>

**Trade Payables Ageing Schedule**

Particulars	Outstanding from due date of payment as on 31st December 2023					
	Unbilled Dues	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME		0.33	-	-	-	0.33
(ii) Others	77.41	203.18	-	-	-	280.60
(iii) Disputed dues : MSME	-	-	-	-	-	-
(iv) Disputed dues : others	-	-	-	-	-	-

Particulars	Outstanding from due date of payment as on 31st March 2023					
	Unbilled Dues	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	2.49	-	-	-	2.49
(ii) Others	93.50	31.17	-	-	-	124.67
(iii) Disputed dues : MSME	-	-	-	-	-	-
(iv) Disputed dues : others	-	-	-	-	-	-

Particulars	Outstanding from due date of payment as on 31st March 2022					
	Unbilled Dues	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	-	1.47	-	-	-	1.47
(ii) Others	2.05	7.26	-	-	-	9.32
(iii) Disputed dues : MSME	-	-	-	-	-	-
(iv) Disputed dues : others	-	-	-	-	-	-

Particulars		Outstanding from due date of payment as on 31st March 2021					Total
		Unbilled Dues	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i)	MSME	-	-	-	-	-	-
(ii)	Others	-	7.84	-	-	-	7.84
(iii)	Disputed dues : MSME	-	-	-	-	-	-
(iv)	Disputed dues : others	-	-	-	-	-	-

The following details relating to Micro, Small and Medium Enterprises shall be disclosed in the notes:-

Particulars		As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
(i)	Unpaid amount to any supplier				
	a) Principal amount	0.33	2.49	1.47	-
	b) Interest thereon	-	-	-	-
(ii)	Interest paid as per Sec 16 of MSMED Act, 2006 during the year	-	-	-	-
(iii)	Interest due and payable for the delayed payments made during the year	-	-	-	-
(iv)	Interest accrued and remaining unpaid	-	-	-	-
(v)	Further interest due and payable, which are disallowed as a deductible expense under Sec 23 of MSMED Act, 2006	-	-	-	-

Note: The above statements should be read with the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash Flows, Significant accounting policies and notes on Restated Financial Information appearing in Annexure I,II,III and IV respectively.

#### Restated Statement of Other Current Liabilities

Note-I. 8  
(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Other Current Liabilities:</b>				
Payable as per Business Transfer Agreement (Refer 3 F of Annexure IV)	381.03	381.03	-	-
Payable Towards Expenses	-	-	0.05	54.47
Employee Benefits Payable as per BTA	0.13	4.96	-	-
Payable against transfer of employee benefit	0.41	36.75	36.75	-
Interest accrued and not due on borrowings	21.78	-	-	-
Payable Towards Statutory Dues	92.67	84.42	10.20	19.94
Advance form Customer	-	-	1.21	-
<b>Total</b>	<b>496.02</b>	<b>507.16</b>	<b>48.21</b>	<b>74.41</b>

#### Restated Statement of Short Term Provisions

Note-I. 9  
(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Provision for employee benefits:-</b>				
Gratuity	4.23	5.23	0.27	2.67
Leave Encashment	24.07	14.47	0.29	4.31
<b>Total (A+B)</b>	<b>28.30</b>	<b>19.70</b>	<b>0.56</b>	<b>6.98</b>



**Restated Statement of Property, Plant & Equipment and Intangible Assets**
**Note-I. 10**  
**(Amount "Rs. in Lakhs", unless otherwise stated)**

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Tangible Assets</b>				
<u>Cost or deemed cost: -</u>				
Opening Balance	19.59	4.18	4.18	114.27
Additions during the period	26.75	18.17	-	-
Asset disposed/ written off during the year	4.53	2.76	-	110.09
<b>Closing Balance</b>	<b>41.81</b>	<b>19.59</b>	<b>4.18</b>	<b>4.18</b>
<u>Accumulated depreciation: -</u>				
Opening Balance	3.09	3.80	3.70	109.37
Charge for the period	5.40	2.05	0.09	0.25
Adjusted on assets disposed/ written off	1.02	2.76	-	105.91
Closing Balance	7.48	3.09	3.80	3.70
	-	-	-	-
<b>Carrying amount</b>	<b>34.33</b>	<b>16.50</b>	<b>0.38</b>	<b>0.47</b>
<b>Intangible Assets</b>				
<u>Cost or deemed cost: -</u>				
Opening Balance	572.90	-	-	-
Additions during the period	-	572.90	-	-
Asset disposed/ written off during the year	-	-	-	-
Closing Balance	572.90	572.90	-	-
	-	-	-	-
<u>Accumulated depreciation: -</u>				
Opening Balance	114.58	-	-	-
Charge for the period	86.33	114.58	-	-
Adjusted on assets disposed/ written off	-	-	-	-
Closing Balance	200.91	114.58	-	-
<b>Carrying amount</b>	<b>371.99</b>	<b>458.32</b>	<b>-</b>	<b>-</b>
<b>Intangible Assets under development</b>				
Opening Balance	-	-	-	-
Additions during the period	43.86	-	-	-
Capitalisation during the year	-	-	-	-
<b>Carrying amount</b>	<b>43.86</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Tangible Assets**

Particulars	Computer and Data Processing Units	Electrical Installations & Equipment	Office Equipment	Furniture and Fitting	Vehicles	Computer Software	Total Tangible Assets
<b>Gross carrying amount</b>							
As at April 01, 2020	67.73	6.97	1.38	38.19	-	11.55	125.82
Additions	-	-	-	-	-	-	-
Disposals	67.73	3.77	1.38	37.21	-	11.55	121.64
<b>As at March 31, 2021</b>	<b>-</b>	<b>3.20</b>	<b>-</b>	<b>0.98</b>	<b>-</b>	<b>-</b>	<b>4.18</b>
<b>Accumulated depreciation</b>							

Particulars	Computer and Data Processing Units	Electrical Installations & Equipment	Office Equipment	Furniture and Fitting	Vehicles	Computer Software	Total Tangible Assets
As at April 01, 2020	65.95	6.36	1.27	35.78	-	11.55	120.92
Charge for the year	-	0.12	0.04	0.09	-	-	0.25
On disposals	65.95	3.30	1.31	35.35	-	11.55	117.46
<b>As at March 31, 2021</b>	<b>(0.00)</b>	<b>3.17</b>	<b>0.00</b>	<b>0.53</b>	-	-	<b>3.70</b>
<b>Net carrying amount as at March 31, 2021</b>	<b>0.00</b>	<b>0.02</b>	<b>(0.00)</b>	<b>0.45</b>	-	-	<b>0.47</b>
<b>Gross carrying amount</b>							
As at April 01, 2021	-	3.20	-	0.98	-	-	4.18
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
<b>As at March 31, 2022</b>	<b>-</b>	<b>3.20</b>	<b>-</b>	<b>0.98</b>	<b>-</b>	<b>-</b>	<b>4.18</b>
<b>Accumulated depreciation</b>							
As at April 01, 2021	(0.00)	3.17	0.00	0.53	-	-	3.70
Charge for the year	-	-	-	0	-	-	0.09
On disposals	-	-	-	-	-	-	-
<b>As at March 31, 2022</b>	<b>(0.00)</b>	<b>3.17</b>	<b>0.00</b>	<b>0.62</b>	<b>-</b>	<b>-</b>	<b>3.80</b>
<b>Net carrying amount as at March 31, 2022</b>	<b>0.00</b>	<b>0.02</b>	<b>(0.00)</b>	<b>0.36</b>	<b>-</b>	<b>-</b>	<b>0.38</b>
<b>Gross carrying amount</b>							
As at April 01, 2022	-	3.20	-	0.98	-	-	4.18
Additions	13.94	-	0.01	-	4.22	-	18.17
Disposals	-	2.76	-	-	-	-	2.76
<b>As at March 31, 2023</b>	<b>13.94</b>	<b>0.44</b>	<b>0.01</b>	<b>0.98</b>	<b>4.22</b>	<b>-</b>	<b>19.59</b>
<b>Accumulated depreciation</b>							
As at April 01, 2022	(0.00)	3.17	0.00	0.62	-	-	3.80
Charge for the year	1.45	-	0.00	0.09	0.50	-	2.05
On disposals	-	2.76	-	-	-	-	2.76
<b>As at March 31, 2023</b>	<b>1.45</b>	<b>0.42</b>	<b>0.00</b>	<b>0.72</b>	<b>0.50</b>	<b>-</b>	<b>3.09</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>12.49</b>	<b>0.02</b>	<b>0.01</b>	<b>0.26</b>	<b>3.72</b>	<b>-</b>	<b>16.50</b>
<b>Gross carrying amount</b>							
As at April 01, 2023	13.94	0.44	0.01	0.98	4.22	-	19.59
Additions	26.45	-	0.30	-	-	-	26.75
Disposals	0.31	-	-	-	4.22	-	4.53
<b>As at December 31st 2023</b>	<b>40.09</b>	<b>0.44</b>	<b>0.31</b>	<b>0.98</b>	<b>-</b>	<b>-</b>	<b>41.81</b>
<b>Accumulated depreciation</b>							
As at April 01, 2023	1.45	0.42	0.00	0.72	0.50	-	3.09
Charge for the year	4.95	-	0.02	0.07	0.37	-	5.40
On disposals	0.15	-	-	-	0.87	-	1.02
<b>As at December 31st 2023</b>	<b>6.26</b>	<b>0.42</b>	<b>0.02</b>	<b>0.79</b>	<b>-</b>	<b>-</b>	<b>7.48</b>
<b>Net carrying amount as at December 31, 2023</b>	<b>33.83</b>	<b>0.02</b>	<b>0.29</b>	<b>0.19</b>	<b>-</b>	<b>-</b>	<b>34.33</b>

**Restated Statement of Deferred Tax Assets/(Liabilities)**
**Note-I. 11**  
 (Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Deferred Tax Assets</b>				
Related to Property, Plant & Equipment	-	-	2.75	3.26
Provision for Expenses	21.53	13.80	1.24	15.59
Related to Carry Forward Losses and unabsorbed depreciation	55.46	-	-	-
<b>Total (a)</b>	<b>76.99</b>	<b>13.80</b>	<b>3.99</b>	<b>18.85</b>
<b>Deferred Tax Liabilities</b>				
Related to Property, Plant & Equipment	1.38	3.45	-	-
Provision for Expenses	-	-	-	-
Related to Carry Forward Losses and unabsorbed depreciation	-	-	-	-
<b>Total (b)</b>	<b>1.38</b>	<b>3.45</b>	<b>-</b>	<b>-</b>
Reversal of deferred tax on transfer of provision for expenses*	-	-	14.16	-
Deferred tax charged/(credited) in statement of Profit & Loss	(65.26)	(6.36)	0.70	33.45
<b>Deferred Tax Assets/(Liabilities) (net)</b>	<b>75.61</b>	<b>10.35</b>	<b>3.99</b>	<b>18.85</b>

\*During the year ended on 31st March 2022, eighteen employees of the Company including their accumulated retirement benefits, have been transferred to M/s JK Technosoft Limited. Accordingly, deferred tax assets amounting to Rs. 14.16 Lakhs created on provisions for retirement benefits of such employees have been reversed.

**Restated Statement of Long Term Loans and Advances**
**Note-I. 12**  
 (Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Unsecured and considered good ;</b>				
Capital Advance	1,015.00	-	-	-
<b>Total</b>	<b>1,015.00</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Restated Statement of Other non-current assets**
**Note-I. 13**  
 (Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
MAT credit entitlement	82.69	82.31	93.66	92.85
Security deposit	0.54	0.29	3.52	3.33
Prepaid Expenses	0.09	-	-	-
Interest Accrued on Bank Deposit	0.01	-	0.14	0.10
<b>Total</b>	<b>83.33</b>	<b>82.60</b>	<b>97.32</b>	<b>96.28</b>

**Restated Statement of Trade Receivables**

Note-I. 14

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Unsecured, considered good	1,169.51	533.63	60.48	95.79
Unsecured, considered doubtful	-	-	-	-
<b>Total</b>	<b>1,169.51</b>	<b>533.63</b>	<b>60.48</b>	<b>95.79</b>
Less: Allowance for bad and doubtful debts	-	-	-	-
<b>Net Total</b>	<b>1,169.51</b>	<b>533.63</b>	<b>60.48</b>	<b>95.79</b>

**Trade Receivable Ageing Schedule**

S No.	Particulars	Outstanding from due date of payment as on 31st December 2023							Total
		Billed but not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Unbilled Revenue	
(i)	Undisputed Trade Receivables : Considered good	291.05	358.70	0.78	0.12	-	-	518.87	<b>1,169.52</b>
(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-	-	-	-

S No.	Particulars	Outstanding from due date of payment as on 31st March 2023							Total
		Billed but not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Unbilled Revenue	
(i)	Undisputed Trade Receivables : Considered good	222.88	33.67	-	13.46	-	-	263.62	<b>533.63</b>
(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-	-	-	-

S No.	Particulars	Outstanding from due date of payment as on 31st March 2022							
		Billed but not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Unbilled Revenue	Total
(i)	Undisputed Trade Receivables : Considered good		-	30.66	11.61	-	-	18.21	<b>60.48</b>
(ii)	Undisputed Trade Receivables : Considered doubtful		-	-	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good		-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful		-	-	-	-	-	-	-

S No.	Particulars	Outstanding from due date of payment as on 31st March 2021							
		Billed but not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Unbilled Revenue	Total
(i)	Undisputed Trade Receivables : Considered good	-	-	95.76	-	0.03	-	-	<b>95.79</b>
(ii)	Undisputed Trade Receivables : Considered doubtful	-	-	-	-	-	-	-	-
(iii)	Disputed Trade Receivables : Considered good	-	-	-	-	-	-	-	-
(iv)	Disputed Trade Receivables : Considered doubtful	-	-	-	-	-	-	-	-

**Restated Statement of Cash and Cash Equivalents**

Note-I. 15  
(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Cash &amp; Cash Equivalents</b>				
Balance with banks	0.18	60.75	21.27	78.50
Cash on hand	-	-	-	0.08
<b>Other bank balances:</b>				
Deposits with maturity less than 12 months	-	0.94	1.17	12.18
Deposits with maturity more than 12 months	0.76	0.54	0.54	0.54
<b>Total</b>	<b>0.94</b>	<b>62.23</b>	<b>22.98</b>	<b>91.30</b>

**Restated Statement of Short Term Loans and Advances**
**Note-I. 16**  
 (Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Unsecured and considered good ;</b>				
Advance to Suppliers	38.70	2.90	0.18	0.02
<b>Unsecured and considered Doubtful;</b>				
Loan and Advances to Staff	-	-	-	0.24
Less: Allowance for doubtful debts	-	-	-	(0.23)
<b>Total</b>	<b>38.70</b>	<b>2.90</b>	<b>0.18</b>	<b>0.03</b>

**Restated Statement of Other Current Assets**
**Note-I. 17**  
 (Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>Unsecured and Considered Good</b>				
Income Accrued	-	0.20	0.01	20.96
Balance Recoverable	1.97	1.23	-	-
Prepaid Expenses	74.57	34.40	-	0.50
Expenses for Proposed Initial Public Offer	28.58	15.13	-	-
Security Deposit	0.55	0.55	-	-
Staff Advance	11.27	1.05	-	-
Advance Income Tax (Net of Provision)	69.68	285.72	18.32	46.06
<b>Total</b>	<b>186.62</b>	<b>338.28</b>	<b>18.33</b>	<b>67.52</b>

**Restated Statement of Revenue from Operations**
**Note-II. 1**  
 (Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	From 01-04-2023 to 31-12-2023	For Year ended 31-03-2023	For Year ended 31-03-2022	For Year ended 31-03- 2021
<b>Income from sale of goods</b>	<b>17.83</b>	<b>15.94</b>	-	-
<b>Income from services</b>				
<u>Information services and consulting services:</u>	<b>2,450.38</b>	<b>3,316.52</b>	<b>22.83</b>	<b>484.12</b>
Export	5.55	-	-	-
Deemed Export (SEZ)	274.72	220.49	-	-
Domestic	2,170.11	3,096.03	22.83	484.12
<u>Commercial Coaching and Training Services:</u>	<b>139.88</b>	<b>420.22</b>	<b>49.58</b>	<b>39.08</b>
Export	6.96	18.76	-	-
Deemed Export (SEZ)	15.97	72.47	-	-
Domestic	116.95	328.99	49.58	39.08
<b>Total</b>	<b>2,608.09</b>	<b>3,752.68</b>	<b>72.41</b>	<b>523.20</b>

**Restated Statement of Other Income**

Note-II. 2

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	From 01-04-2023 to 31-12-2023	For Year ended 31-03-2023	For Year ended 31-03-2022	For Year ended 31-03-2021
Interest Income	0.07	0.11	0.68	0.86
Profit on Sale of Property, plant and equipment and intangible assets	-	0.13	-	-
Interest on Income tax Refund	11.33	1.90	2.83	1.00
Notice Period Recovery	1.34	4.28		
Liabilities Written back	-	0.43		
Miscellaneous Income	0.09	0.78	0.61	-
<b>Total</b>	<b>12.83</b>	<b>7.63</b>	<b>4.12</b>	<b>1.86</b>

**Restated Statement of Purchase of Stock-In-Trade**

Note-II. 3

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	From 01-04-2023 to 31-12-2023	For Year ended 31-03-2023	For Year ended 31-03-2022	For Year ended 31-03-2021
Purchases of Traded Goods	13.04	11.56	-	-
<b>Total</b>	<b>13.04</b>	<b>11.56</b>	<b>-</b>	<b>-</b>

**Restated Statement of Employee Benefit Expenses**

Note-II. 4

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	From 01-04-2023 to 31-12-2023	For Year ended 31-03-2023	For Year ended 31-03-2022	For Year ended 31-03-2021
Salaries & Wages	1,674.32	1,698.39	2.13	213.44
Gratuity expense	9.64	14.79	0.29	0.56
Leave encashment expense	13.38	26.42	-	9.26
Workmen Insurance	-	-	0.02	-
Contribution to provident and other funds	64.55	71.24	1.26	8.80
Staff welfare expenses	2.93	3.77	0.35	2.91
<b>Total</b>	<b>1,764.82</b>	<b>1,814.61</b>	<b>4.05</b>	<b>234.97</b>

**Restated Statement of Finance cost**

Note-II. 5

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	From 01-04-2023 to 31-12-2023	For Year ended 31-03-2023	For Year ended 31-03-2022	For Year ended 31-03-2021
Interest to Banks	15.51	-	-	3.36
Interest to Others	19.25	17.85	16.18	35.10
Other Borrowing Costs	2.50	-	-	-
<b>Total</b>	<b>37.26</b>	<b>17.85</b>	<b>16.18</b>	<b>38.46</b>

## Restated Statement of Other Expenses

Note-II. 6

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	From 01-04-2023 to 31-12-2023	For Year ended 31-03-2023	For Year ended 31-03-2022	For Year ended 31-03-2021
Office Expenses	20.61	16.21	0.15	17.93
Legal & Professional	197.24	408.01	39.67	46.18
Manpower Expenses	683.78	1341.57	0.27	0.09
Travelling & Communication Expenses	17.05	8.63	0.27	1.32
Miscellaneous Expenses	29.97	2.84	9.48	22.39
<b>Total</b>	<b>948.65</b>	<b>1777.27</b>	<b>49.83</b>	<b>87.91</b>

## Restated Statement of Earnings per Share

Note-II. 7

(Amount "Rs. in Lakhs", unless otherwise stated)

Particulars	From 01-04-2023 to 31-12-2023	For Year ended 31-03-2023	For Year ended 31-03-2022	For Year ended 31-03-2021
<b>Calculation of Earnings per Share (EPS)</b>				
Profit/ (Loss) after tax as per Restated Statement of Profit & Loss	-171.70	16.06	1.45	117.07
Weighted Average Number of Equity Shares	60,52,646	56,17,814	8,80,569	8,60,000
<b>Earnings per share- EPS (in Rs.)</b>				
Basic	-2.84	0.29	0.16	13.61
Diluted	-2.84	0.29	0.16	13.61

Note:-

EPS Ratios have been calculated as follows:

Basic Earning per share = Restated Profit after Tax available to equity/

Weighted Average Number of Equity Shares

Diluted Earning per share = Restated Profit after Tax available to equity/

Weighted Average Number of Equity Shares



**Restated Statement of Accounting Ratios**
**Annexure V**

S. No.	Ratios	Numerator	Denominator	As at					Change in December 2023	change in 2023	change in 2022	change in 2021	Reason for December 2023	Reason for changes in 2023	Reason for changes in 2022	Reason for changes in 2021
				31st December 2023 <sup>(Note 1)</sup>	31st March 2023	31st March 2022	31st March 2021	31st March 2020								
1	Current Ratio	Current Assets	Current Liabilities	1.73	1.43	1.71	2.85	1.66	20.98%	- 16.31%	- 40.01%	71.54%	Due to substantial increase in trade receivables and other current assets	Due to substantial increase in other current liabilities	Due to substantial decrease in current assets in comparison with current liability.	Due to increase in current assets & decrease in current liabilities.
2	Debt Equity Ratio	Total Debts (Total Liability)	Total Equity (Equity Share capital + Other equity)	7.29	0.66	-	-3.08	-1.77	1007.14%	100.00%	- 100.00%	73.84%	Due to substantial increase in Long term borrowings	Due to zero outstanding of loans as on 31st March 2022 compared to the borrowings as on 31st March 2021.	Due to zero outstanding of loans as on 31st March 2022 compared to the borrowings as on 31st March 2021.	Due to decrease in shareholder's fund.
3	Debt-Service Covera	Earnings available for debt	Total Debt Services (Finance	(0.71)	0.67	0.06	0.87	0.31	- 205.00%	971.67%	- 92.74%	179.45%	Due to substantial	Due to decrease in	Due to decrease in	Due to increase in

S. No.	Ratios	Numerator	Denominator	As at					Change in December 2023	change in 2023	change in 2022	change in 2021	Reason for December 2023	Reason for changes in 2023	Reason for changes in 2022	Reason for changes in 2021
				31st December 2023 <sup>(Note 1)</sup>	31st March 2023	31st March 2022	31st March 2021	31st March 2020								
	ge Ratio	service (Net profit before exceptional Items & tax expense + depreciation & amortization + Finance cost + Non cash operating items + other adjustment)	cost + principle repayment of borrowings during the period/year)										decrease in Earnings available for debt service.	Earnings available for debt service for the year & repayment of loan amount	Earnings available for debt service for the year & repayment of loan amount	Shareholder's fund
4	Return on Equity	Net profit after tax-Exceptional items	Average Total Equity [(Opening Equity Share capital + Opening Other equity + Closing Equity Share Capital + Closing Other Equity)/2]	- 67.49%	5.69 %	10.26 %	- 68.76 %	- 34.58 %	- 1287.13 %	44.58%	114.92 %	- 98.86 %	Due to substantial decrease in net profit after tax.	Due to increase in paid up share capital.	Due to increase in paid up share capital.	Due to increase in net profit.

S. No.	Ratios	Numerator	Denominator	As at					Change in December 2023	change in 2023	change in 2022	change in 2021	Reason for December 2023	Reason for changes in 2023	Reason for changes in 2022	Reason for changes in 2021
				31st December 2023 <sup>(Note 1)</sup>	31st March 2023	31st March 2022	31st March 2021	31st March 2020								
5	Inventory Turnover Ratio	Revenue from sales of products	Average Inventory [(opening balance + closing balance)/2]	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
6	Trade Receivable Turnover Ratio	Revenue from operations	Average trade receivable [(Opening balance + closing balance)/2]	4.08	12.63	0.93	5.12	4.67	- 67.68%	1263.18%	- 81.88%	9.63%	Due to decrease in revenue from operations and increase in average trade receivables	Due to increase in revenue from operations.	Decrease in revenue from operations.	Due to decrease in average trade debtors.
7	Trade Payable Turnover Ratio	Purchases <sup>(Note 2)</sup>	Average trade payable [(Opening balance + closing balance)/2]	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
8	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset-current liabilities)	5.89	13.26	1.71	3.16	7.24	- 55.59%	676.59%	- 46.02%	- 56.30%	Due to decrease in revenue from operation	Due to increase in revenue from operation	Due to decrease in revenue from operation	Due to increase working capital.

S. No.	Ratios	Numerator	Denominator	As at					Change in December 2023	change in 2023	change in 2022	change in 2021	Reason for December 2023	Reason for changes in 2023	Reason for changes in 2022	Reason for changes in 2021
				31st December 2023 <sup>(Note 1)</sup>	31st March 2023	31st March 2022	31st March 2021	31st March 2020								
													ns and increase in trade receivables	s	ns	
9	Net Profit Ratio	Net profit after tax and Exceptional items	Revenue from operations	-6.58%	0.43%	2.00%	22.38%	17.02%	-1638.17%	-78.63%	-91.05%	31.47%	Due to decrease in Net profit after tax.	Due to decrease in Net profit after tax.	Due to decrease in Net profit after tax.	Due to increase in Net profit of the company.
10	Return on capital Employed	Profit Before interest, Tax & Exceptional item	Capital Employed (Tangible Net Worth+Long term Debt)	-20.74%	9.47%	16.12%	-180.75%	-79.88%	319.09%	41.25%	108.92%	-126.27%	Due to substantial decrease in net profit after tax and increase in long term borrowings.	Due to decrease in profit in the given period.	Due to decrease in profit in the given period.	Due to increase in profit in the given period.
11	Return on Investment	Interest Income on fixed deposits + Profit on sale of investments + Income	Current investments + Non current Investments + Fixed deposits with bank	12.28%	7.43%	39.77%	6.76%	7.58%	65.23%	-81.31%	488.17%	-10.80%	Due to maturity of investments	Due to decrease in income on investments.	Due to decrease in fixed deposits with banks.	Due to increase in fixed deposits with banks.

S. No.	Ratios	Numerator	Denominator	As at					Change in December 2023	change in 2023	change in 2022	change in 2021	Reason for December 2023	Reason for changes in 2023	Reason for changes in 2022	Reason for changes in 2021
				31st December 2023 <sup>(Note 1)</sup>	31st March 2023	31st March 2022	31st March 2021	31st March 2020								
		of investment - impairment on value of investment														

Notes :-

1 Figures for the period from 1st April 2023 to 31st December 2023 are annualised for comparison purpose.

(Amount ""Rs. in Lakhs"", unless otherwise stated)

Particulars	As at 31st December 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Current Assets (A)	1,395.77	937.04	101.97	254.64
Current Liabilities(B)	805.25	654.02	59.56	89.23
Total Debt/ Liabilities ( C)	1,847.67	280.00	-	344.12
Shareholder's Equity (D)	253.34	425.05	139.99	-111.72
Net Profit /(loss) After Tax ( E)	(228.95)	16.06	1.45	117.07
Average Shareholders Fund (F)	339.20	282.52	14.14	(170.26)
Sales/ Revenue from Operation(G)	2,608.09	3,752.68	72.41	523.20
Opening Stock	-	-	-	-
Closing Stock	-	-	-	-
Average Stock (H)	-	-	-	-
Sales (I)	3,477.45	3,752.68	72.41	523.20
Opening Debtors	533.63	60.48	95.79	108.78
Closing Debtors	1,169.51	533.63	60.48	95.79
Average Debtors (J)	851.57	297.06	78.14	102.29
Total Purchases (K)	17.39	11.56	-	-
Opening Creditors	127.16	10.79	7.84	16.02
Closing Creditors	280.93	127.16	10.79	7.84
Average Creditors (L)	204.05	68.98	9.32	11.93
Working Capital (M)	590.52	283.02	42.41	165.41
EBIT (N)	-263.09	40.24	22.56	201.93
Capital Employed (O)	<b>1,268.34</b>	<b>425.05</b>	<b>139.99</b>	<b>(111.72)</b>
Current Ratio (A/B)	1.73	1.43	1.71	2.85
Debt Equity Ratio (C/D)	7.29	0.66	-	(3.08)
Debt Service Coverage Ratio	(0.71)	0.67	0.06	0.87
Return on Equity (%) (E/F)	-67.50%	5.69%	10.26%	-68.76%
Inventory Turnover Ratio (G/H)	N.A.	N.A.	N.A.	N.A.
Trade Receivable Turnover Ratio (I/J)	4.08	12.63	0.93	5.12
Trade Payables Turnover Ratio (I/L)	N.A.	N.A.	N.A.	N.A.
Net Capital turnover Ratio (I/M)	5.89	13.26	1.71	3.16
Net Profit Ratio (E/I)	-6.58%	0.43%	2.00%	22.38%
Return on Capital Employed (N/O)	-20.74%	9.47%	16.12%	-180.75%
Return on Investments	12.28%	7.43%	39.77%	6.76%

**Note:**

Figures for the period from 1st April 2023 to 31st December 2023 are annualised for comparison purpose.

The Ratios have been computed as below: -

1. Current Ratio= Current Assets/ Current Liabilities.
2. Debt Equity Ratio = Total Liabilities/ Total Equity
3. Debt Service Coverage Ratio = Earnings available for debt service/Total Debt Services
4. Return on Equity = Profit after Tax/ Average Shareholders Fund
5. Inventory Turnover Ratio = COGS/Average Stock
6. Trade Receivable Turnover Ratio = Sales/ Average Debtor
7. Trade Payable Turnover Ratio = Purchase/ Average Creditor
8. Net Capital Turnover Ratio = Sales/ Working Capital
9. Net Profit Ratio = Profit After Tax/Total Sales
10. Return on Capital Employed = EBIT/ Capital Employed
11. The company does not have any revaluation reserves or extraordinary items.

## Annexure VI - Restated Statement of Capitalisation

### CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at December 31, 2023, on the basis of the restated financial information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "Risk Factors", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" respectively.

(Amount ""Rs. in Lakhs"", unless otherwise stated)

Particulars	Pre offer as at December 31,2023	As adjusted for the proposed Offer*
Borrowings:		
Long term borrowings (A)	1015.00	[•]
Short term borrowings (B)	832.67	[•]
Total borrowings (C)	<b>1847.67</b>	[•]
Equity:		
Equity share capital	605.26	[•]
Reserves and surplus	-351.92	[•]
Total equity (D)	<b>253.34</b>	[•]
Ratio: Total borrowings (C)/ Total equity (D)	<b>7.29</b>	[•]
Notes:		
1. As per the restated financial information.		

The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

## Annexure -VII- Restated Statement of tax shelters

Particulars	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
<b>Tax Rates</b>				
Income tax rate (%)	25.00%	25.00%	25.00%	25.00%
Surcharge	7.00%	7.00%	7.00%	7.00%
Health & Education cess	4.00%	4.00%	4.00%	4.00%
Income tax rate (%)	27.82%	27.82%	27.82%	27.82%
Minimum alternate tax (MAT) rate (%)	15.00%	15.00%	15.00%	15.00%
Surcharge	7.00%	7.00%	7.00%	7.00%
Health & Education cess	4.00%	4.00%	4.00%	4.00%
Minimum alternate tax (MAT) rate (%)	16.69%	16.69%	16.69%	16.69%
<b>Income from business or profession</b>				
Restated profit before tax as per books (B)	-234.58	22.39	6.38	163.47
<b>Timing differences during the year</b>				
<u>Expenses allowable/ disallowable subject to provisions of Income tax Act: -</u>				
Depreciation	6.86	-22.87	-1.13	-1.10
Profit/ (loss) on sales of property, plant & equipment	-	-	-	-
Gratuity Expenses	-9.64	14.79	0.29	-6.96
Expense on which TDS is not deducted u/s 40(a)	-	-	-0.14	0.23
Expenses allowable on payment basis u/s 43B	-13.38	32.10	-0.29	4.35
Brought forward losses and unabsorbed depreciation set off	-	-	-	-78.88
Allowance for bad and doubtful debts	-	-1.62	-0.23	-40.55

<b>Total timing differences during the year (C)</b>	<b>-16.17</b>	<b>22.40</b>	<b>-1.50</b>	<b>-122.92</b>
<b>Permanent differences during the year</b>				
Expenses disallowed u/s 37 of the Income tax Act	-	1.26	8.18	4.18
Expenses disallowed u/s 36 of the Income tax Act	-	0.34	-	-
<b>Total permanent differences (D)</b>	<b>-</b>	<b>1.60</b>	<b>8.18</b>	<b>4.18</b>
<b>Taxable income (E) = (B+C+D)</b>	<b>-250.75</b>	<b>46.40</b>	<b>13.05</b>	<b>44.72</b>
<b>Book Profit under Section 115JB</b>	<b>-234.58</b>	<b>22.39</b>	<b>6.38</b>	<b>163.47</b>
<b>Income tax payable under normal provisions</b>	<b>-</b>	<b>12.06</b>	<b>3.39</b>	<b>11.63</b>
<b>Book profit for MAT</b>	<b>-234.58</b>	<b>22.39</b>	<b>6.38</b>	<b>163.47</b>
<b>MAT on book profit</b>	<b>-</b>	<b>3.49</b>	<b>1.00</b>	<b>27.29</b>
Tax payable as per normal or MAT	None	Normal	Normal	MAT
Tax payable on restated profits	-	12.06	3.39	27.29
Tax payable as per return	Nil*	12.06	3.39	27.29
Differences		-	-	-

\*Amount is Nil as return for December 2023 is not to be filed

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**OTHER FINANCIAL INFORMATION**

For Details on other financial information relating to Capitalization Statement or Financial Indebtedness please refer to Notes on Restated Financial Information of Restated Financial statement beginning on page 157 of this Draft Red Herring Prospectus.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the period ended December 31, 2023, and for the financial year ended March 31, 2023, 2022 and 2021. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements as Restated" and the chapter titled "Financial Information" on page 157 of the Draft Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 25 of this Draft Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 15 of this Draft Red Herring Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Diensten Tech Limited, our Company. Unless otherwise indicated, financial information included herein are based on our Financial Statements as Restated for Financial Years 2023, 2022 and 2021 included in this Draft Red Herring Prospectus beginning on page 157 of this Draft Red Herring Prospectus.*

### BUSINESS OVERVIEW

Our Company was originally incorporated as a public company under the Companies Act, 1956 in the name and style of "JKT Consulting Limited" bearing Corporate Identification Number U74140DL2007PLC160160 dated March 06, 2007 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently the name of our Company was changed to "Diensten Tech Limited" pursuant to fresh certificate of incorporation issued by the Registrar of Companies, Delhi, dated May 11, 2021.

We are into the business of Information Technology ('IT') professional resourcing, IT Consultancy, IT Training and Software AMC. We connect our clients to individuals with a specific IT skill set, manage capacity across a team, or deliver in-house technology experts to take client project to full delivery.

We are a next-generation IT consultancy service provider that helps enterprises reimagine their businesses for the digital age. We provide end-to-end professional solutions to make large companies and organizations more competitive by combining in-depth knowledge of a wide range of business sectors and innovative technologies with a fully collaborative approach. We are a lifelong learning partner for enterprises, helping them build skills in emerging technologies at scale. Our Corporate Training division helps build innovative learning modules for organizations in the workplace by structuring a smarter workforce, supporting changes and driving growth.

We started our business under the name of JKT Consulting Limited with consulting services in the area of SAP Software/ SAP Training Centres and Domain Consulting Services. From the year 2014-15 onwards, we started shifting our business focus towards Information Technology Consultancy, Training, Software Sale, Software AMC and related services as our core business. To further strengthen the said domain, our Company entered into a Business Transfer Agreement dated April 30, 2022 with JK Technosoft Limited. Pursuant to

this Agreement, we have acquired Professional Services & Training (PS & T) business from JK Technosoft Limited with effect from April 01, 2022. For details of Revenue from Operations you are requested to refer Financial Information of the Company on page 157 of this Draft Red Herring Prospectus.

Our Company with an expert panel reaches out to a wide range of IT support and consultancy services related to IT Skilled Staffing Solutions, IT Training, Development and Capacity Building. Our trained employee base whom we hire, train and deploy on our client sites based on type of agreements with them we have a strong national presence.

We have been providing technical consultancy, training, software services and other services to large corporates of the country, multinational companies, small and medium enterprises of diversified sectors. Post-acquisition of PS & T business as above mentioned we are focusing on this segment specifically. The foundation lies in our strong culture amongst the skilled and professional resources that are trained, upgraded and equipped with the best modern technology to ensure top quality customer services.

## **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR AND STUB PERIOD**

As per mutual discussion between the Board of the Company and LM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Draft Red Herring Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except the Board of Directors of our Company has approved and passed resolution on December 22, 2022 to authorize the Board of Directors to raise the funds by way of Initial Public Offering.

## **SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factor*” beginning on page 25 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- Government spending on Agrochemical Sector;
- Company’s results of operations and financial performance;
- Performance of Company’s competitors;
- Significant developments in India’s economic and fiscal policies;
- Failure to adapt to the changing needs of industry and in particular Agrochemical Sector may adversely affect our business and financial condition;
- Volatility in the Indian and global capital market;

## **DISCUSSION ON RESULT OF OPERATION**

### ***Our Significant Accounting Policies***

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “Financial Statements as Restated” beginning on page 157 of the Draft Red Herring Prospectus.

## Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

### Revenues

#### ◆ Revenue of operations

Our Company's revenue is primarily generated from providing services in the field of Information Technology ('IT') professional resourcing, IT Consultancy, IT Training and Software AMC.

#### ◆ Other Income

Our other income mainly consists of interest from banks and Foreign exchange gain (net).

### Expenditure

Our total expenditure primarily consists of Employee benefit expenses, Finance cost, Depreciation and amortization and other expenses.

#### ◆ Employment Benefit Expenses

It includes Salaries & Wages, Gratuity expense, Leave encashment expense, Contribution to provident and other funds and Staff welfare expenses

#### ◆ Other Expenses

It mainly includes Rent on Building, Rent on Machinery, Professional Fees & Legal Expenses, Travelling & Conveyance Expenses, Internet & Networking, Telephone Expenses, Maintenance Expenses-Office, Maintenance Expenses – Computers, Audit Fee, Bad Debts, Interest on Statutory Dues, Reimbursement of Manpower Cost, Electric, Power, Fuel and Water, Printing and Stationery, Postage and Courier, Naukari Portal Login-in Cost, Balance Written Off, Fixed Assets Written Off, Filing Expenses, Software Cost, Insurance Expenses, Bank Charges and Miscellaneous Expenses.

#### ◆ Finance Costs

Our finance costs mainly include Bank charges and interest and other borrowing costs.

#### ◆ Depreciation

Depreciation has been provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on Written down Value (WDV) Method on pro rata basis.

## RESULTS OF OUR OPERATION

(Rs. In Lakhs)

Particulars	31-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
<b>Incomes:</b>				
Revenue from Operations	2,608.09	3,752.68	72.41	523.20
% of total revenue	99.51%	99.80%	94.62%	99.65%
% Increase/(Decrease)	-30.50%	5082.54%	-86.16%	-
Other income	12.83	7.63	4.12	1.86

Particulars	31-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
% of total revenue	0.49%	0.20%	5.38%	0.35%
% Increase/(Decrease)	68.15%	85.19%	121.51%	-
<b>Total Revenue</b>	<b>2,620.92</b>	<b>3,760.31</b>	<b>76.53</b>	<b>525.06</b>
<b>Expenses:</b>				
Purchases	13.04	11.56	-	-
% of total revenue	0.50%	0.31%	0.00%	0.00%
% Increase/(Decrease)	12.80%	-	-	-
Changes in Inventories of stock in trade	0.00	0.00	0.00	0.00
% of total revenue	0.00%	0.00%	0.00%	0.00%
% Increase/(Decrease)	-	-	-	-
Other Expenses	948.65	1,777.27	49.83	87.91
% of total revenue	36.20%	47.26%	65.11%	16.74%
% Increase/(Decrease)	-46.62%	3466.67%	-43.32%	-
Employee Benefit expenses	1,764.82	1,814.61	4.05	234.97
% of total revenue	67.34%	48.26%	5.29%	44.75%
% Increase/(Decrease)	-2.74%	44705.19%	-98.28%	-
<b>Total Expense</b>	<b>2,726.51</b>	<b>3,603.44</b>	<b>53.88</b>	<b>322.88</b>
% of total revenue	104.03%	95.83%	70.40%	61.49%
% Increase/(Decrease)	-24.34%	6587.90%	-83.31%	-
<b>Profit before Interest, Depreciation and Tax</b>	<b>(105.59)</b>	<b>156.87</b>	<b>22.65</b>	<b>202.18</b>
% of total revenue	-4.03%	4.17%	29.60%	38.51%
Depreciation and amortization expenses	91.73	116.63	0.09	0.25
% of total revenue	3.50%	3.10%	0.12%	0.05%
% Increase/(Decrease)	-21.35%	129486.23%	-64.00%	-
<b>Profit before Interest and Tax</b>	<b>(197.32)</b>	<b>40.24</b>	<b>22.56</b>	<b>201.93</b>
% of total revenue	-7.53%	1.07%	29.48%	38.46%
Financial Charges	37.26	17.85	16.18	38.46
% of total revenue	1.42%	0.47%	21.14%	7.32%
% Increase/(Decrease)	108.74%	10.32%	-57.93%	-
<b>Profit/(Loss) before tax</b>	<b>(234.58)</b>	<b>22.39</b>	<b>6.38</b>	<b>163.47</b>
% of total revenue	-8.95%	0.60%	8.34%	31.13%
% Increase/(Decrease)	-1147.59%	250.98%	-96.10%	-
Exceptional Items	-	-	-	-
Total tax expenses	-62.88	6.33	4.93	46.40
% of total revenue	-2.40%	0.17%	6.44%	8.84%
<b>Profit/(loss) after Tax</b>	<b>(171.70)</b>	<b>16.06</b>	<b>1.45</b>	<b>117.07</b>
% of total revenue	-6.55%	0.43%	1.89%	22.30%
% Increase/(Decrease)	-1168.96%	1007.75%	-98.76%	-

## REVIEW OF OPERATIONS FOR THE PERIOD ENDED DECEMBER 31, 2023.

### Income from Operations

Our revenue from operations for the period ended December 31, 2023, was Rs.2,608.09 Lakh which was about 99.51% of the total revenue.

### Other Income

Our other income for the period ended December 31, 2023 was Rs.12.83 Lakhs which was about 0.49% of the total revenue.

## EXPENDITURE

### Employee Benefits expenses

The employee benefits expenses for the period ended December 31, 2023 were Rs. 1764.82 Lakhs which was about 67.34% of the total revenue and which includes Salaries and wages.

### Other Expenses

Other Expenses for the period ended December 31, 2023 were Rs. 948.65 Lakhs which was about 36.20% of the total revenue.

### Earnings Before Interest, Taxes, Depreciation

Our EBITDA for the period ended December 31, 2023 were Rs. (105.59) Lakhs.

### Financial Costs

Financial costs for the period ended December 31, 2023 were Rs.37.26 Lakhs which was about 1.42% of the total revenue and which consists of interest expenses and Bank charges.

### Depreciation

Depreciation for the period ended December 31, 2023 were Rs.91.73 Lakhs which was about 3.50% of the total revenue and which consists of depreciation and amortization.

### Loss after Tax

Loss for the period ended December 31, 2023 was Rs. (171.70) Lakhs, because of reasons explained below:

**Industry Slowdown and Client Onboarding Challenges:** The IT and professional services industry experienced a global slowdown in the first half of FY 2023-24. Our critical clients halted the hiring of new employees, causing a significant decline in fresh onboarding opportunities. This slowdown has significantly impacted our gross additions and put strain to manpower suppliers like us.

**Strategic Operational Changes and Leadership Transition:** Following a comprehensive review of our operations, DTL made strategic decisions to enhance efficiency and value. This included hiring key employees like Mr. Siva Prasad Nanduri as our CEO. Additionally, we underwent significant changes such as expanding our office space, and transitioning to a stronger in-house team starting from June, albeit at increased costs.

**Increased Overheads and Future Investment Strategy:** As a result of the aforementioned changes, our Selling, General & Administrative overheads (SGA) significantly rose, impacting our bottom line. Despite this, the company views these expenses as necessary investments that will yield benefits in the upcoming financial years, beginning FY 24-25.

## FISCAL YEAR ENDED MARCH 31, 2023, COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022

### Income

Total revenue has increased by Rs. 3,683.78 Lakhs and 4,813.51% from Rs. 76.53 Lakhs in the fiscal year ended March 31, 2022 to Rs. 3,760.31 Lakhs in the fiscal year ended March 31, 2023. The increase in revenue is on account of following reason:

The Company started its business with consulting services in the area of SAP Software/ SAP Training Centers and Domain Consulting Services. From the year 2014-15 onwards, it eventually started shifting its business focus towards Information Technology Consultancy, Training, Software Sale, Software AMC and related services as its core business. To further strengthen the said domain, it entered into a Business Transfer Agreement dated April 30, 2022 with JK Technosoft Limited. Uptil the FY 2020-21, in addition to the Income from IT Training Services business, the Company was also providing a SAP Software Contract. However, in the FY 21-22, the said SAP Software Contract was not renewed leading to decrease in the revenue. In FY 22-23, as abovementioned acquisition of Professional Services and Training business from J K Technosoft Limited, has contributed to the increased revenue for September 30, 2022

**Expenditure**

Total Expenditure increased by Rs. 3,549.56 Lakhs and 6,587.90%, from Rs. 53.88 Lakhs in the fiscal year ended March 31, 2022 to Rs. 3,603.44 Lakhs in the fiscal year ended March 31, 2023.

**Employee Benefit Expenses**

Employee Benefit Expenses in terms of value and percentage increased by Rs. 1,810.56 Lakhs and 44705.19% from Rs. 4.05 Lakhs in the fiscal year ended March 31, 2022 to Rs. 1,814.61 Lakhs in the fiscal year ended March 31, 2023.

**Other Expenses**

Other Expenses in terms of value and percentage increased by Rs. 1,727.44 Lakhs and 3,466.67% from Rs. 49.83 Lakhs in the fiscal year ended March 31, 2022 to Rs. 1,777.27 Lakhs in the fiscal year ended March 31, 2023.

**Profit before Tax and Extraordinary items**

Profit before exceptional & extraordinary items and Tax has increased by Rs. 16.01 Lakhs and 250.98% from Rs. 6.38 Lakhs in the fiscal year ended March 31, 2022 to Rs. 22.39 Lakhs in the fiscal year ended March 31, 2023.

**Finance Costs**

Finance Costs in terms of value and percentage increased by Rs. 1.67 Lakhs and 10.32% from Rs. 16.18 Lakhs in the fiscal year ended March 31, 2022 to Rs. 17.85 Lakhs in the fiscal year ended March 31, 2023.

**Depreciation & Amortization Expenses**

Depreciation in terms of value increased by Rs. 116.54 Lakhs and 1,29,486.23% from Rs. 0.09 Lakhs in the fiscal year ended March 31, 2022 to Rs. 116.63 Lakhs in the fiscal year ended March 31, 2023.

**Net Profit after Tax and Extraordinary items**

Net Profit has increased by Rs. 14.61 Lakhs and 1,007.75% from profit of Rs. 1.45 Lakhs in the fiscal year ended March 31, 2022 to profit of Rs. 16.06 Lakhs in the fiscal year ended March 31, 2023.

**FISCAL YEAR ENDED MARCH 31, 2022, COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2021****Income**

Total revenue has decreased by Rs. 448.53 Lakhs and 85.42% from Rs. 525.06 Lakhs in the fiscal year ended March 31, 2021 to Rs. 76.53 Lakhs in the fiscal year ended March 31, 2022. The decrease in revenue is because of following :

The Company started its business with consulting services in the area of SAP Software/ SAP Training Centers and Domain Consulting Services. From the year 2014-15 onwards, it eventually started shifting its business focus towards Information Technology Consultancy, Training, Software Sale, Software AMC and related services as its core business.

To further strengthen the said domain, it entered into a Business Transfer Agreement dated April 30, 2022 with JK Technosoft Limited. Uptil the FY 2020-21, in addition to the Income from IT Training Services business, the Company was also providing a SAP Software Contract. However, in the FY 21-22, the said SAP Software Contract was not renewed leading to decrease in the revenue.

**Expenditure**

Total Expenditure decreased by Rs. 269 Lakhs and 83.31%, from Rs. 322.88 Lakhs in the fiscal year ended March 31, 2021 to Rs. 53.88 Lakhs in the fiscal year ended March 31, 2022.

**Employee Benefit Expenses**

Employee Benefit Expenses in terms of value and percentage decreased by Rs. 230.92 Lakhs and 98.28% from Rs. 234.97 Lakhs in the fiscal year ended March 31, 2021 to Rs. 4.05 Lakhs in the fiscal year ended March 31, 2022.

**Other Expenses**

Other Expenses in terms of value and percentage decreased by Rs. 38.08 Lakhs and 43.32% from Rs. 87.91 Lakhs in the fiscal year ended March 31, 2021 to Rs. 49.83 Lakhs in the fiscal year ended March 31, 2022.

**Profit before Tax and Extraordinary items**

Profit before exceptional & extraordinary items and Tax has decreased by Rs. 157.09 Lakhs and 96.10% from Rs. 163.47 Lakhs in the fiscal year ended March 31, 2021 to Rs. 6.38 Lakhs in the fiscal year ended March 31, 2022.

**Finance Costs**

Finance Costs in terms of value and percentage decreased by Rs. 22.28 Lakhs and 57.93% from Rs. 38.46 Lakhs in the fiscal year ended March 31, 2021 to Rs. 16.18 Lakhs in the fiscal year ended March 31, 2022.

**Depreciation & Amortization Expenses**

Depreciation in terms of value decreased by Rs. 0.16 Lakhs and 64.00% from Rs. 0.25 Lakhs in the fiscal year ended March 31, 2021 to Rs. 0.09 Lakhs in the fiscal year ended March 31, 2022.

**Net Profit after Tax and Extraordinary items**



Net Profit has decreased by Rs. 115.62 Lakhs and 98.76% from profit of Rs. 117.07 Lakhs in the fiscal year ended March 31, 2021 to profit of Rs. 1.45 Lakhs in the fiscal year ended March 31, 2022.

**INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:**

**1. Unusual or infrequent events or transactions**

Except as described in this Draft Red Herring Prospectus , during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the section titled “Risk Factors” beginning on page 25 of this Draft Red Herring Prospectus , to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**3. Income and Sales on account of major product/main activities**

Income and sales of our Company on account of major products/ main activities derives from providing IT Professionals Services and Corporate Training.

**4. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known**

Our Company’s future costs and revenues can be impacted by an increase in labour costs as the company looks to hire talent with new skills and capabilities for the digital economy who may be in short supply.

**5. Future relationship between Costs and Income**

Our Company’s future costs and revenues will be determined by competition, demand/supply situation, Indian Government Policies, foreign exchange rates and interest rates quoted by banks & others.

**6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

**7. Total turnover of each major industry segment in which the issuer company operates**

The Company is operating in Information Technology Industry. Relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 85 of this Draft Red Herring Prospectus.

**8. Status of any publicly announced new products or business segments**

Our Company has not announced any new product and segment / scheme, other than disclosure in this Draft Red Herring Prospectus.

**9. The extent to which the business is seasonal**

Our business is not seasonal in nature.

**10. Any significant dependence on a single or few clients.**

Our Company is significantly dependent on few clients for approximately 88% of our revenue.

**11. Competitive Conditions**

We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled “Our Business” on page 99 of this Draft Red Herring Prospectus.

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**SECTION VII - 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) disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action; (iv) claims relating to direct and indirect taxes; and (v) Material Litigation (as defined below); involving our Company, Directors or Promoters.*

Our Board, in its meeting held on January 29, 2024 determined that litigation involving Company, its directors, subsidiaries and joint ventures and group companies shall be considered material if:

- (a) the monetary amount of claim made by or against the Company, its subsidiaries, joint ventures, directors and group companies in any such pending litigation is equal to or in excess of 1% of the revenue of the Company or 5% of Profit After Tax as per the last restated financial statement of the Company (as provided under restated financial statement); or
- (b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceed 1% of the Net worth of the Company as of March 31, 2023 (as provided under restated financial statement); and
- (c) any such litigation an adverse outcome of which would materially and adversely affect the Company's business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Subsidiaries which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered material only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company. Unless otherwise stated to contrary, the information provided is as of date of this Draft Red Herring Prospectus.

**I. Litigations involving our Company****A. Against our Company****(i). Criminal Proceedings**

There are no criminal proceedings initiated / filed against our Company.

**(ii). Civil Proceedings**

There are no civil proceedings initiated / filed against our Company.

**(iii). Actions by statutory/regulatory authorities**

There are no actions initiated by any statutory / regulatory authorities against our Company.

**(iv). Tax proceedings**

There is no tax proceeding against our Company except as following:

## (a) Direct Tax

As per website of Income Tax, the following e-proceedings are shown as pending with “open” or “pending” status. However, in some cases the amount has not been mentioned and cannot be crystallized:

Assessment Year	Proceeding Name and Description	Proceeding Status
2016-17	A Defective Notice was received by our Company under section 139(9) of the Income Tax Act, 1961 vide Document Identification Number CPC/1617/G5/1645479824 dated February 10, 2017, for ITR-6. As such this E Proceeding is Pending	Pending
2018-19	<p>A Communication of proposed adjustment under section 143(1)(a) of Income Tax Act, 1961 was received by our Company vide Communication Reference No. CPC/1819/G22/1876156432 dated March 23, 2019. As per the communication the return for PAN AABCJ8530C, Assessment Year 2018-19, E-filing- Acknowledgement number 361115121301018, dated October 30, 2018, had errors/incorrect claims/ inconsistencies which attracted adjustment(s).</p> <p>Adjustments as per the communication were as follows:</p> <p><b>Incorrect Claim under section 143(1)(a)(ii):</b></p> <ul style="list-style-type: none"> <li>• <b>Schedule BP</b> – Amount stated in Income Tax Return was Rs. 79,590 and Amount computed by the authority was Rs. 0. Hence, variance on account of Proposed adjustment is Rs. 79,590.</li> <li>• <b>Schedule MAT</b> - Amount stated in Income Tax Return was Rs. 4,17,686 and Amount computed by the authority was Rs. 54,21,506. Hence, variance on account of Proposed adjustment is Rs. 50,03,820.</li> </ul> <p><b>Disallowance of expenditure indicated in the audit report but not taken into account in computing the total income in the return- 143(1)(a)(iv):</b></p> <ul style="list-style-type: none"> <li>• <b>Any sum received from employees as contribution to any provident fund or superannuation fund or any fund set up under ESI Act or any other fund for the welfare of employees to the extent not credited to the employees account on or before the due date [36(1)(va)]</b> - Amount stated in Income Tax Return was Rs. 0 and</li> </ul>	Pending

	<p>Amount mentioned in Form Annexure 3CD was Rs. 3,22,025. Hence, Proposed adjustment to total income amounts to Rs. 3,22,025.</p> <p>Assessee was afforded an opportunity to respond to the proposed adjustment(s) and as such the said E proceeding is Pending.</p>	
2019-20	A Defective Notice was received by our Company under section 139(9) of the Income Tax Act, 1961 vide Document Identification Number CPC/1920/G5/1966709794 dated December 07, 2019, for ITR-6. As such this E Proceeding is Pending	Pending
2019-20	A Defective Notice was received by our Company under section 139(9) of the Income Tax Act, 1961 vide Document Identification Number CPC/1920/G5/1972498636 dated January 24, 2020, for ITR-6. As such this E Proceeding is Pending	Pending

**(b) Income Tax**

As per website of Income Tax Department there are no outstanding tax demand.

**B. By our Company**

NIL

**II. Litigations involving our Promoters**

**A. Against our Promoters**

**(i). Criminal Proceedings**

There are no criminal proceedings initiated / filed against our Promoters.

**(ii). Civil Proceedings**

There are no civil proceedings initiated / filed against our Promoters except as following:

- (a)** A Contempt Application bearing no. Contempt Case(AT) - 12/ND/2022, is filed before the NCLAT, New Delhi against Mr. Abhishek Singhanian (the “Respondent”) on July 07, 2022, by JK Jute Mill Mazdoor Morcha (registered Trade Union and an Operational Creditor under IBC), (the “Applicant”). The Applicant vide the afore-stated application, states that during the pendency of a Company Appeal bearing no. Company Appeal (AT)(Ins) - 82/ND/2017 at NCLAT, the Respondent along with the other Contemnors tried to transfer and/or create third party interest in respect of assets of the Company on which a status quo order dated 15.05.2019 had been passed by NCLAT. The Contemnors tried to transfer the assets of the Company among themselves in a clandestine manner for illegal gratifications. This act had come to light vide Newspaper Publication (Dainik Jagran, Kanpur Edition) dated 05.04.2022 issued by Municipal Corporation, Kanpur. Thereby, the Applicant has approached the NCLAT by the Contempt Application under Section 425 of the Companies

Act, 2013 r/w Section 12 of the Contempt of Courts Act, 1971 seeking relief for holding upon the Contemnor for violation of the order dated 15.05.2019 passed by NCLAT. The matter is currently pending adjudication and is listed for February 23, 2024.

- (b) An Interlocutory Application bearing no. IA - 2045/ND/2022, is filed before the NCLAT, New Delhi against Mr. Abhishek Singhania (the “Respondent”) on July 07, 2022, by JK Jute Mill Mazdoor Morcha (registered Trade Union and an Operational Creditor under IBC), (the “Applicant”). The matter is currently pending adjudication.
- (c) A Petition bearing no. Original Suit/966/2016, was filed before the Kanpur District Court Civil Judge Junior Division against Yadupati Singhania and Abhishek Singhania (the “Respondent”), by Raj Kumar, (the “Petitioner”). The Petitioner vide the afore-stated petition, states that he worked as an employee at J.K. Jute Mill Co. Ltd., one of the companies under J.K. Organisation. Petitioner was allotted a portion of the mill compound where he lived with his family. However, after the sudden closure of the factory by Respondent, the Petitioner was being forced to leave the compound without his earlier dues being settled. Upon the death of the Respondent during the pendency of the petition, the Petitioner approached the court under Order 22 Rule 4 r/w Section 151 of the Code of Civil Procedure, 1908 to substitute Respondent with Abhishek Singhania, in his capacity as the new General Manager of the entity who handles all the administrative work. The matter is currently pending adjudication and listed on April 25, 2024.

**(iii). Actions by statutory/regulatory authorities**

There are no actions initiated by any statutory / regulatory authorities against our Promoters.

**(iv). Disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years including outstanding action:**

There are no disciplinary actions including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years.

**(v). Tax proceedings**

There is no tax proceeding against our Promoters except as following:

**(a) Direct Tax**

As per website of Income Tax, the following e-proceedings are shown as pending with “open” or “pending” status. However, in some cases the amount has not been mentioned and cannot be crystallized:

Assessment Year	Proceeding Name and Description	Proceeding Status
<b>J K Traders Limited</b>		
2018-19	A Communication of proposed adjustment under section 143(1)(a) of Income Tax Act, 1961 was received by our JK Traders Limited vide Communication Reference No.	Pending

	<p>CPC/1819/G22/1875643762 dated January 08, 2019. As per the communication the return for PAN AAACJ3503A, Assessment Year 2018-19 E-filing- Acknowledgement number 306748971260918 dated September 26, 2018 contains errors/incorrect claims/ inconsistencies which attracted adjustment(s)</p> <p>Adjustments as per the communication were as follows:</p> <p><b>Incorrect Claim under section 143(1)(a)(ii):</b></p> <ul style="list-style-type: none"> <li>• <b>Schedule BP</b> – Amount stated in Income Tax Return was Rs. 4,21,41,980 and Amount computed by the authority was Rs. 0. Hence, variance on account of Proposed adjustment amounts to Rs. 4,21,41,980.</li> </ul> <p><b>Schedule BTI</b> - Amount stated in Income Tax Return was Rs. 30,450 and Amount computed by the authority was Rs. 0. Hence, variance on account of Proposed adjustment amounts to Rs. 30,450.</p> <p>Assessee was afforded an opportunity to respond to the proposed adjustment(s) and as such the said E proceeding is Pending.</p>	
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**(b) Income Tax**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Promoters are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	Outstanding Demand (Rs. In Lakhs)	Final Interest (Rs. In Lakhs)
<b>Abhishek Singhania</b>					
*2016	-	2016201637041458850T	October 04, 2016	0.00	0.035
<b>Vipul Prakash</b>					
2009	143(3)	2011200951098201833T	December 30, 2011	6.89	9.90
2009	143(3)	2011200910067301665T	December 30, 2011	3.90	10.78
2019	154	2019201937102445951T	February 04, 2020	0.048	0.021
<b>Tina Prakash</b>					
2022	143(1)(a)	2022202237097623055T	August 06, 2022	0.0037	0.00051
<b>Total</b>				<b>10.84</b>	<b>20.73</b>

\*The same has been paid by the assessee vide challan no. 00199 dated November 09, 2022, but it still shows on the Income Tax Website.

**(vi). Other Material Pending Litigations**

There are no other Material Pending Litigations initiated / filed against our Promoter.

**B. By our Promoters**

NIL

**III. Litigations involving our Directors other than Promoters of our Company****A. Against our Directors other than Promoters of our Company****(i). Criminal Proceedings**

There are no criminal proceedings initiated / filed against our Directors other than Promoters of our Company.

**(ii). Civil Proceedings**

There are no civil proceedings initiated / filed against our Directors other than Promoters of our Company.

**(iii). Actions by statutory/regulatory authorities**

There are no actions initiated by any statutory / regulatory authorities against our Directors other than Promoters.

A Show Cause Notice bearing no. SCN No. 06/2021-22, was issued to M/s J K Technosoft Limited by the Office of the Principal Commissioner of Customs. The Customs Office vide the aforesaid notice, states that it appears that M/s. JKTL, New Delhi had wrongly classified their exported services as “Management Consulting Services” and wrongly obtained SEIS scrips, which were otherwise not available to them. They mentioned their services rendered as “Management Consulting Services” only before the DGFT, whereas the services rendered by them mentioned in all the other statutory documents show otherwise. They suppressed the fact of supply of Information Technology Software service before DGFT and obtained the SEIS scrips. Thereby, the Customs Office have called upon Mr. Satish Chandra Gupta in his capacity as a Director of M/s JKTL to show cause, in writing as to why duty payable should not be demanded from them, goods imported by wrongly availing duty exemption should not be confiscated, and penalty should not be imposed on them for violating various provisions of the Customs Act, 1962 and other statutory provisions and notifications. The said case is pending adjudication.

**(iv). Tax proceedings**

There is no tax proceeding against our Directors other than Promoters of our Company except as following:

**a. Direct Tax**

As per website of Income Tax, the following e-proceedings are shown as pending with “open” or “pending” status. However, in some cases the amount has not been mentioned and cannot be crystallized:



Assessment Year	Proceeding Name and Description	Proceeding Status
<b>Sanjay Kumar Jain</b>		
2018-19	A Defective Notice was received by Mr. Sanjay Kumar Jain under section 139(9) of the Income Tax Act, 1961 vide Document Identification Number CPC/1819/G5/1846837543 dated February 16, 2019, for ITR-3. As such this E Proceeding is Pending	Pending
2019-20	<p>A Communication of proposed adjustment under section 143(1)(a) of Income Tax Act, 1961 was received by Mr. Sanjay Kumar Jain vide Communication Reference No. CPC/1920/G22/1966448122 dated February 02, 2019. As per the communication the return for PAN AADPJ6779L, Assessment Year 2019-20 E-filing- Acknowledgement number 987151390300819 dated August 31, 2019 contains errors/incorrect claims/ inconsistencies which attracted adjustment(s)</p> <p>Adjustments as per the communication were as follows:</p> <p><b>Incorrect Claim under section 143(1)(a)(ii):</b></p> <ul style="list-style-type: none"> <li><b>Schedule CG</b> – Amount stated in Income Tax Return was Rs. -1,53,011 and Amount computed by the authority was Rs. 13,97,262. Hence, variance on account of Proposed adjustment amounts to Rs. 15,50,273.</li> </ul> <p>Assessee was afforded an opportunity to respond to the proposed adjustment(s) and as such the said E proceeding is Pending.</p>	Pending

#### b. Income Tax

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the our Directors other than Promoters of our Company are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	Outstanding Demand (Rs. In Lakhs)	Accrued Interest (Rs. In Lakhs)
<b>Sunaina Primlani Gera</b>					
*2023	143(1)(a)	2023202337204718805T	October 20,	14.80	0.60

			2023		
2022	143(1)(b)	2022202237119205345T	October 03, 2022	0.12	0.02
Total				14.92	0.62

\*Amount of Rs. 14,39,420/- has been paid by the assessee vide challan no. 11140 dated August 28, 2023.

**(v). Other Material Pending Litigations**

There are no other Material Pending Litigations initiated / filed against our Directors other than Promoters of our Company.

**B. By our Directors other than Promoters of our Company**

NIL

**IV. Litigations relating to the Subsidiary Company**

**(a) Against Directors of our Subsidiary Company**

Not Applicable

**(b) By Directors of our Subsidiary Company**

Not Applicable

*Note: The Company do not have any subsidiary company as on the date of this Draft Red herring Prospectus.*

**V. Other litigations involving any other entities which may have a material adverse effect on our Company**

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of the Companies Act, show cause notices or legal notices pending against any company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

**VI. Details of the past penalties imposed on our Company / Directors**

Except as disclosed above as on the date of the Draft Red Herring Prospectus, there are no cases in the last five years in which penalties have been imposed on our Company or our Directors.

**VII. Outstanding dues to Creditors**

For identification of material creditors, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if amounts due to such creditor exceeds 5 % of the total trade payables as on the date of the restated financial statements for the last completed fiscal year included in the Offer Documents.

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 (ICDR) Regulations have been disclosed on our website at [www.dienstentech.com](http://www.dienstentech.com).

As on March 31, 2023, our Company has Rs. 2.49 Lakh payable or outstanding towards Micro, small and medium enterprises. Details of amounts outstanding to material and other creditors is as follows:

<b>Nature of Creditors</b>	<b>Amount (In Lakh)</b>
Total Outstanding dues to Micro, Small & Medium Enterprises	2.49
Total Outstanding dues to creditors other than Micro, Small & Medium Enterprises	124.67
<b>Total</b>	<b>127.16</b>

**VIII. Material developments occurring after last balance sheet date, that is, December 31, 2023.**

Except as disclosed in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations of our Company” beginning on page number 199 of this Draft Red Herring Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of its assets or its ability to pay its material liabilities within the next 12 months.

**We certify that except as stated herein above:**

- a) There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters, group entities, companies promoted by the promoters during the past three years.
- b) There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- c) There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
- d) There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- e) The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- f) There is no material regulatory or disciplinary action by SEBI, stock exchange or regulatory authority in the past five year in respect of our promoters, group company’s entities, entities promoted by the promoters of our company.

- g) There are no the status of criminal cases filed or any investigation being undertaken with regard to alleged commission of any offence by any of our Directors. Further, none of our Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.
- h) The issue is in compliance with applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.
- i) Neither the Company nor any of its promoters or directors is a willful defaulter or fraudulent borrower.

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## GOVERNMENT AND OTHER APPROVALS

*In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorizations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Offer document. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “Key Industry Regulation and Policies” beginning on page 108 of the Draft Red Herring Prospectus.*

### APPROVALS FOR THE ISSUE

#### *Corporate Approvals*

The following approvals have been obtained or will be obtained in connection with the Issue:

- a. Our Board of Directors have pursuant to a resolution passed at its meetings held on and January 29, 2024, have authorized the Issue with subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary.
- b. The Issue of Equity Shares has been authorized by Special Resolutions adopted pursuant to Section 62(1)(c) of the Companies Act, 2013 by Special Resolutions in an Extra Ordinary General Meeting of the Shareholders of the Company held on January 29, 2024.

### IN-PRINCIPLE APPROVAL

The Company has obtained approval from NSE vide its letter dated [●] to use the name of NSE in this Offer document for listing of equity shares on SME Platform of NSE. NSE is the Designated Stock Exchange.

### AGREEMENTS WITH NSDL AND CDSL

1. The Company has entered into an agreement dated October 27, 2022, with the Central Depository Services (India) Limited (“CDSL”), and the Registrar and Transfer Agent, who, in this case, is KFin Technologies Limited, for the dematerialization of its shares.
2. The Company has also entered into an agreement dated November 16, 2021 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who, in this case, is KFin Technologies Limited, for the dematerialization of its shares.
3. The Company’s International Securities Identification Number (“ISIN”) is INE0JRD01019.



## APPROVALS OBTAINED BY OUR COMPANY

#	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
1	Certificate of Incorporation in the name of "JKT Consulting Limited"	U74140DL2007PL C160160	Registrar of Companies, NCT Delhi and Haryana	March 06, 2007	One Time Registration
2	Certificate of Commencement of Business in the name of "JKT Consulting Limited".	U74140DL2007PL C160160	Registrar of Companies, NCT Delhi and Haryana	June 19, 2007	One Time Registration
3	Certificate of Incorporation upon change of name from "JKT Consulting Limited" to "Diensten Tech Limited"	U74140DL2007PL C160160	Registrar of Companies, Delhi	May 11, 2021	One Time Registration
<b>TAX RELATED APPROVALS</b>					
4	Permanent Account Number ("PAN")	AABCJ8530C	Income Tax Department	March 06, 2007	One Time Registration
5	Tax Deduction Account Number ("TAN")	DELJ06780E	Income Tax Department	February 24, 2022	One Time Registration
<b>GOODS AND SERVICE TAX REGISTRATION</b>					
6	Certificate of Registration under Goods and Services Tax Act, 2017 for Delhi Office	07AABCJ8530C1 ZV	Central Board of Indirect Taxes and Customs	April 01, 2022	One Time Registration
7	Certificate of Registration under Goods and Services Tax Act, 2017 for Uttar Pradesh Office (Noida)	09AABCJ8530C1 ZR	Central Board of Indirect Taxes and Customs	July 16, 2021	One Time Registration
<b>CERTIFICATE OF REGISTRATION UNDER STATE TAX ON PROFESSION, TRADES, CALLING AND EMPLOYMENTS</b>					
8	Certificate of Registration under the Telangana Tax on Professions, Trades, Callings and Employments Act, 1987	36718746053	Commercial Tax Department, Government of Telangana	June 30, 2022	One Time Registration
9	Certificate of Enrolment under the Telangana Tax on Professions, Trades, Callings and Employments Act, 1987	36718746053	Commercial Tax Department, Government of Telangana	June 30, 2022	One Time Registration
10	Certificate of Registration under the Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976	375925374	Competent Authority, Government of Karnataka	May 02, 2022	One Time Registration
11	Certificate of Enrolment under the	128937601	Competent Authority, Government of	October 26, 2022	One Time Registration

	Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976		Karnataka		
12	Certificate of Enrolment under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	99944386038P	Maharashtra Sales Tax Department	Effective Date: April 01, 2022, Date of Issuance: September 19, 2022	One Time Registration
13	Certificate of Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	27142034640P	Maharashtra Sales Tax Department	Effective Date: September 10, 2022 Date of Issuance: September 19, 2022	One Time Registration
<b>BUSINESS RELATED APPROVALS</b>					
14	Udyam Registration under Micro, Small and Medium Enterprises Development Act, 2006	UDYAM-UP-28-0012501	Ministry of Micro, Small and Medium Enterprises	February 04, 2021	One Time Registration
15	Importer-Exporter Code	0510071805	Ministry of Commerce and Industry	December 27, 2010	One Time Registration
<b>CERTIFICATE OF REGISTRATION UNDER STATE SHOPS AND COMMERCIAL ESTABLISHMENT</b>					
16	Registration Certificate under Karnataka Shops and Commercial Establishments Act, 1961	37/81/CE/0024/2022	Senior Labour Inspector – Circle 37, Department of Labour, Karnataka	March 11, 2022	December 31, 2026
17	Registration Certificate under Punjab Shops & Commercial Establishments Act, 1958	PSA/REG/GGN//0266624	Inspector, Shops and Commercial Establishments Circle, Labour Department Haryana	March 07, 2022	One Time Registration
18	Registration Certificate under Telangana Shops & Establishments Act, 1988	SEA/HYD/JCL/HB/0414606/2022	Registering Authority JCL-HYD, Labour Department Telangana	Certificate Date: March 05, 2022 Date of Commencement: February 01, 2022	One Time Registration
19	Registration Certificate under Delhi Shops and Establishment Act, 1954	2023042770	Department of Labour, Government of National Capital Territory of Delhi	March 3, 2023	One Time Registration
20	Registration Certificate under Uttar Pradesh Shops and Commercial Establishment Act, 1962	UPSA66712306	Chief Inspector of Shops and Commercial Establishment, Uttar Pradesh	April 1, 2016 (Renewed on April 1, 2021)	March 31, 2026
21	Acknowledgement Receipt under Maharashtra Shops and Establishment Act, 1948	2213700316258637	Shop Inspector Office, Government of Maharashtra	March 5, 2022	One Time Registration
<b>LABOUR RELATED APPROVALS</b>					
22	Registration under Employee Provident Fund Act, 1952.	MRNOI0044086000	Regional Provident Fund Commissioner, Employees' Provident	January 17, 2008	One Time Registration

			Fund Organisation, Ministry of Labour		
23	Registration under Employee State Insurance Act, 1948 for Noida	670005361800009 11	Sub-Regional Office, Employees' State Insurance Corporation	September 13, 2013	One Time Registration

**APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS:**

#	Word/Label/Mark/Design	Application No.	Class	Registration/Application /Examination Date	Status/Validity
1	DTL Diensten Tech Limited 	5828389	42	<b>Date of Registration:</b> February 12, 2024	Registered
2	DIENSTEN TECH LIMITED	5797083	41	<b>Date of Registration:</b> November 26, 2023	Registered
3	DTL Diensten Tech Limited 	5828390	41	<b>Date of Application:</b> February 28, 2023 <b>Date of Examination:</b> August 14, 2023	Accepted & Advertised
4	DIENSTEN TECH LIMITED	5797084	42	<b>Date of Registration:</b> December 03, 2023	Registered

**CERTIFICATES IN THE NAME OF THE COMPANY:**

#	PARTICULARS/DESCRIPTION	CERTIFICATE/ REGISTRATION NUMBER	DATE OF REGISTRATION	EXPIRY DATE
1	ISO 9001:2015 Quality Management System Certificate issued by Arcade Management Certification	QMS-DTL-22110129	November 02, 2022	Recertification Date: November 11, 2025

**THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:**

#	DOMAIN NAME AND ID	IANA ID NUMBER	CREATION DATE	EXPIRY DATE
1.	<b>Domain name - DIENSTENTECH.COM</b> <b>Domain ID - 2665936828_DOMAIN_COM-VRSN</b>	146	April 01, 2022	April 01, 2026

**PENDING APPROVALS:**

There are no pending approvals as on the date of this Draft Red Herring Prospectus.

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## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

1. Our Board of Directors have pursuant to a resolution passed at its meetings held on and January 29, 2024, have authorized the Issue with subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary.
2. The Issue of Equity Shares has been authorized by Special Resolutions adopted pursuant to Section 62(1)(c) of the Companies Act, 2013 by Special Resolutions in an Extra Ordinary General Meeting of the Shareholders of the Company held on January 29, 2024.
3. The Company has obtained approval from NSE vide its letter dated [●] to use the name of NSE in this Offer document for listing of equity shares on SME Platform of NSE. NSE is the Designated Stock Exchange.
4. The IPO Committee of the Board of Directors of the Company in their meeting has approved this Draft Red Herring Prospectus through its resolution dated February 23, 2024.
5. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “*Government and Other Approvals*” beginning on page number 218 of this Draft Red Herring Prospectus.

### Prohibition by SEBI

Our Company, Directors, Promoters, members of the Promoter Group and Group Entities or the Director and Promoter of our Promoter Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. The listing of any of our securities has never been refused by any of the Stock Exchange in India.

### Prohibition by RBI or Governmental authority

Our Company, our Promoters or their relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been declared as wilful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereof are pending against them.

Our Directors have not been declared as wilful defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.

Further, none of our Promoters, members of promoter group or Directors are declared as fugitive economic

offenders under Fugitive Economic Offenders Act, 2018.

### **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.

### **Directors associated with the Securities Market**

We confirm that none of our Directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Draft Red Herring Prospectus.

### **ELIGIBILITY FOR THIS ISSUE**

Our Company is eligible for the Offer in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as the post Offer face value capital is Less than Rs.1,000 Lakh. Our Company also complies with the eligibility conditions laid by the SME Platform of NSE for listing of our Equity Shares.

### **We confirm that:**

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be hundred percent underwritten and that the Book Running Lead Manager to the Offer will underwrite at least 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to “*General Information – Underwriting*” on page 47 of this Draft Red Herring Prospectus.
- b) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
- c) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the Book Running Lead Manager will ensure that the Issuer shall file a copy of the Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with the Registrar of Companies.
- d) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the Book Running Lead Manager will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled “*General Information – Details of the Market Making Arrangements for this Issue*” on page 47 of this Draft Red Herring Prospectus.

- e) In accordance with Regulation 228 (a) of the SEBI (ICDR) Regulations, neither the issuer, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board;
- f) In accordance with Regulation 228 (b) of the SEBI (ICDR) Regulations, none of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board;
- g) In accordance with Regulation 228 (c) of the SEBI (ICDR) Regulations, neither the issuer nor any of its promoters or directors is a willful defaulter or a fraudulent borrower.
- h) In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, none of the Issuer's promoters or directors is a fugitive economic offender.
- i) In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, application is being made to National Stock Exchange of India Limited which is the Designated Stock Exchange.
- j) In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into an agreement with depositories for dematerialization of specified securities already issued and proposed to be issued. For more details, please refer to the chapter titled Material Contracts and Documents for Inspection on page 303 of this Draft Red Herring Prospectus.
- k) In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.
- l) In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.

#### NSE ELIGIBILITY NORMS:

1. The Company has been incorporated under the Companies Act, 1956 in India.
2. The post issue paid up capital of the Company (face value) will not be more than Rs. 2,500.00 Lakh.
3. **Track Record**  
Our Company has a track record of three years as on date of filing of this Draft Red Herring Prospectus.
4. The Company has operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application.

(Rs. In Lakh)

Particulars	31-03-23	31-03-22	31-03-21
Profit Before Tax	22.39	6.38	163.47
Add - Depreciation	116.63	0.09	0.25
Add - Interest	17.85	16.18	38.46
Less - Other Income	7.63	4.12	1.86
<b>Operating profit (earnings before interest, depreciation, and tax) from operations</b>	<b>149.24</b>	<b>18.53</b>	<b>200.32</b>

5. The Company has positive Net worth (excluding revaluation reserves) which is Rs. 253.34 Lakh as per the audited financial Statements as on December 31, 2023.

#### **6. Other Requirements**

- Our Company has a live and operational website: [www.dienstentech.com](http://www.dienstentech.com).
- The Company has not been referred to Board for Industrial and Financial Reconstruction.
- No petition for winding up is admitted by the court or a liquidator has not been appointed of competent jurisdiction against the Company.
- No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the company
- We ensure that none of the merchant bankers involved in the IPO had instances of any of their IPO draft offer document filed with the Exchange being returned in the past 6 months from the date of application
- The application of the Company has not been rejected by the Exchange in last 6 complete months.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the NSE Emerge.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE 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 OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER(S), HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE 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 OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 23, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE**

**REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.**

**DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website [www.dienstentech.com](http://www.dienstentech.com) would be doing so at his or her own risk.

**Caution**

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the Book Running Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, *etc.* The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged, and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

**Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.**

**Price Information and the track record of the past Issues handled by the Book Running Lead Manager**

For details regarding the price information and the track record of the past Issues handled by the Book Running Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to 'Annexure A' to the Draft Red Herring Prospectus and the website of the Book Running Lead Manager at [www.corporateprofessionals.com](http://www.corporateprofessionals.com).

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies

registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakh, pension funds with minimum corpus of Rs.2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus had been filed with NSE Emerge for its observations and NSE SME gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE OF THE SME PLATFORM OF NSE**

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 [●] given 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 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 Promoter, 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.

**DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (“U.S. Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S Persons” (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**LISTING**

The Equity Shares of our Company are proposed to be listed on NSE Emerge platform. Our Company has obtained in-principle approval from NSE by way of its letter dated [●] for listing of equity shares on NSE (NSE Emerge platform). NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the NSE Emerge is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Red Herring Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

**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.”*

**CONSENTS**

Consents in writing of:(a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary

& Compliance Officer, Chief Financial Officer, Banker to the Company and (b) Book Running Lead Manager, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing Prospectus to ROC) and will be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Red Herring Prospectus with NSE.

## **EXPERT OPINION**

Except the report of the Peer Review Auditor on (a) the restated financial statements; (b) statement of tax benefits, Audit reports by Statutory Auditors for period ended on December 31, 2023, March 31, 2023, 2022, and 2021, and Book Running Legal Advisor report on Outstanding Litigations and Material Developments, included in this Draft Red Herring Prospectus, our Company has not obtained any other expert opinion. All the intermediaries including Merchant Banker has relied upon the appropriateness and authenticity of the same.

## **PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION**

We have not made any previous rights and/or public issues since incorporation, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations.

## **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Other than as detailed under chapter titled ‘*Capital Structure*’ beginning on page 56 of the Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

## **PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY**

None of our Group Companies and Associates are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Draft Red Herring Prospectus.

## **PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF OUR COMPANY**

Except as stated in the section titled “*Capital Structure*” beginning on page 56 of this Draft Red Herring Prospectus, our Company has not undertaken any previous public or rights issue.

None of the Group Companies / Entities or associates of our Company are listed on any stock exchange.



**PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY**

The Company does not have any listed or unlisted subsidiary company.

**OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of the Draft Red Herring Prospectus , our Company has no outstanding debentures, bonds or redeemable preference shares.

**OPTION TO SUBSCRIBE**

Equity Shares being offered through this Draft Red Herring Prospectus can be applied for in dematerialized form only.

**STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

**MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted. All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Bidders.

**DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Vibha Wadhva as the Company Secretary and Compliance Officer and may be contacted at the following address:

**Ms. Vibha Wadhva**

**Company Secretary**

**Diensten Tech Limited**

Address : 7th Floor, A-2, L.S.C., Masjid Moth, Greater Kailash-II, New Delhi - 110048

Tel: 011-40562187; E-mail : [cs@jkdtl.com](mailto:cs@jkdtl.com)

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, *etc.*

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in).

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

#### **EXEMPTIONS**

No exemption has been obtained from SEBI for complying with any provisions of the securities laws.

*This space has been left blank intentionally.*

**SECTION VIII – ISSUE INFORMATION****TERMS OF THE ISSUE**

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents / certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government Of India, the Stock Exchange, the RoC, the RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the Government Of India, the Stock Exchange, the RoC and / or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (ICDR) Regulations, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and any subsequent circulars issued by SEBI in this regard, SEBI has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors (“UPI Phase III”), as may be prescribed by SEBI.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

**AUTHORITY FOR THE PRESENT ISSUE**

This Public Issue has been authorized by a resolution of our Board of Directors passed at their meeting held on January 19, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act at the General Meeting. The shareholders have authorized the Issue by

a Special Resolution in accordance with Section 62(1)(c) of the Companies Act passed at the Extra Ordinary General Meeting of our Company held on January 19, 2024.

### **RANKING OF EQUITY SHARES**

The Equity Shares being issued shall be subject to the provisions of the Companies Act and our MoA and AoA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividends and other corporate benefits, if any, declared by us after the date of Allotment. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, '*Main Provisions of Article of Association*', beginning on page 289 of this Draft Red Herring Prospectus.

### **MODE OF PAYMENT OF DIVIDEND**

The declaration and payment of dividend will be as per the provisions of Companies Act, Article of Association, the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 any other rules, regulations or guidelines as may be issued by Government of India in connection there to and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, in cash as per the provisions of the Companies Act and our Articles of Association. For further details in relation to dividends, please refer to sections titled, '*Dividend Policy*' and '*Main Provisions of Article of Association*', beginning on page 156 and 289 respectively, of this Draft Red Herring Prospectus.

### **FACE VALUE AND ISSUE PRICE**

The face value of each Equity Share is ₹ 10.00 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹ [●] per Equity Share ("**Cap Price**"). The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the 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 and 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 in time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

The Issue Price is determined by our Company in consultation with the BRLM and is justified under the Section titled, '*Basis for Issue Price*', beginning on page 76 of this Draft Red Herring Prospectus.

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 ICDR REGULATIONS**

Our Company shall comply with all requirements of the ICDR Regulations, as amended time to time.

**COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS**

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

**RIGHTS OF THE EQUITY SHAREHOLDERS**

Subject to applicable laws, rules, regulations and guidelines and the AoA, 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, in accordance with the provisions of the Companies Act;
- Right to receive Issue 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, subject to applicable laws, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, as may be applicable, terms of the Listing Regulations and the MoA and AoA of our Company.

For further details on the main provision of our Company's AoA dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and / or consolidation / splitting, etc., please refer to Section titled, '*Main Provisions of the Articles of Association*', beginning on page 289 of this Draft Red Herring Prospectus.

**MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

In terms of Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per the existing ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form for all Applicants. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated November 16, 2021 between NSDL, our Company and Registrar to the Issue; and

- Tripartite Agreement dated October 27, 2022 between CDSL, our Company and Registrar to the Issue.

The ISIN of the company is INE0JRD01019.

#### **MARKET LOT AND TRADING LOT**

Trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012, and the same may be modified by 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 Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants. 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 Lakhs per application.

#### **MINIMUM NUMBER OF ALLOTTEES**

In accordance with the Regulation 268 of 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 monies blocked by the SCSBs shall be unblocked within 4 Working Days of closure of Issue.

#### **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, the First / Sole 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, 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, any Person who becomes a nominee by virtue of this sections shall upon the production of such evidence as may be required by the Board of Directors, 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, our Board of Directors 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 days, the Board of Directors 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 will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant would prevail. If the Applicants require changing the nomination, they are requested to inform their respective Depository Participant.

## WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company, in consultation with BRLM, reserves the right not to proceed with this issue at any time after the Issue Opening Date, but before our Board Meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the BRLM, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

## ISSUE PROGRAM

<b>Bid / Issue Opens on</b>	[•]
<b>Bid / Issue Closes on</b>	[•]
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	[•]
<b>Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account*</b>	[•]
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	[•]
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	[•]

*Note <sup>1</sup>Our Company in consultation with the BLRM, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid / Issue Period shall be one Working Day prior to the Bid / Issue Opening Date in accordance with the SEBI (ICDR) Regulations*

<sup>2</sup>*Our Company in consultation with the BRLM, consider closing the Bid / Issue Period for QIBs one Working Day prior to the Bid / Issue Closing Date in accordance with the SEBI (ICDR) Regulations.*

\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation / withdrawal / deletion is placed in the Stock exchange Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted / partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

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 6 Working Days of the Bid / Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid / Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid / Issue Closing Date). On the Bid / Issue Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidders 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.

- i. On the Bid / Issue Closing Date, the Bids shall be uploaded until 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii. until 5.00 P.M. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.



On the Bid / Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled / withdrawn / deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid / Issue Opening Date till the Bid / Issue Closing Date by obtaining the same from the Stock exchange. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid / batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid / Issue Closing Date, Applicants are advised to submit their applications 1(one) day prior to the 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. Applicants are cautioned that, in the event a large number of Bid-Cum-Application Forms are received on the 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. Bid-Cum-Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum-Application Forms due to faults in any software / hardware system or otherwise.

In accordance with 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 Investors can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Investors, in this Issue will be on a proportionate basis.

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

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 any revision to the Price Band, the Bid / Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid / Issue Period not exceeding a

total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid / Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the website of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

## **MINIMUM SUBSCRIPTION**

In accordance with Regulation 260 (1) of ICDR Regulations, this Issue is 100% underwritten, so this Issue is not restricted to any minimum subscription level.

As per section 39 of the Companies Act if the “stated minimum amount” has not been subscribed and the sum payable on Application is not received within a period of 30 days from the date of Red Herring Prospectus, the Application Amount has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Offer document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received.

In terms of Regulation 272(2) of SEBI (ICDR) Regulations, in case the Company fails to obtain listing or trading permission from the stock exchange where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In accordance with Regulation 260 (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this 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 ₹ 1.00 Lakhs (Rupees One Lakhs) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI (ICDR) Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE Emerge.

**APPLICATION BY ELIGIBLE NRIS, FPIS / FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND ELIGIBLE QFIS**

It is to be understood that there is no reservation for Eligible NRIs or FPIS / FIIs registered with SEBI or VCFS or Eligible QFIs. Such Eligible NRIs, Eligible QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of allocation.

NRIs, FPIS / FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public issue without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIS and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and / or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

**AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE.**

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 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 by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for Equity Share allocation.

**RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING**

Except for lock-in of the pre-issue Equity Shares and Promoters’ minimum contribution in the Issue as detailed in the Section titled, ‘*Capital Structure*’, beginning on page 56 of this Draft Red Herring Prospectus, and except as provided in the AoA of our Company, there are no restrictions on transfer and transmission and on their consolidation / splitting of Equity Shares. For further details, please refer to the Section titled, ‘*Main Provisions of the Articles of Association*’, beginning on page 289 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 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 Applicants of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## **NEW FINANCIAL INSTRUMENTS**

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue.

## **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode.

Further, 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. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

## **MIGRATION TO MAIN BOARD**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulations, our Company may migrate to the main board of NSE from the NSE EMERGE on a later date subject to the following:

*If the Paid up Capital of our Company is likely to increase above ₹2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to National Stock Exchange of India Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down for Migration.*

OR

*If the Paid up Capital of our company is more than ₹1,000 lakhs but below ₹2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid down for Migration and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

*For detailed criteria please refer to [www.nseindia.com](http://www.nseindia.com).*

**MARKET MAKING**

The Equity Shares offered through this Issue are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited, wherein the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the Emerge platform of National Stock Exchange of India Limited for a minimum period of 3 years from the date of listing on the Emerge Platform of National Stock Exchange of India Limited.

For further details of the agreement entered into between our Company, the BRLM and the Market Maker please refer to Section titled, '**General Information - Details of the Market Making Arrangements for this Issue**', beginning on page 47 of this Draft Red Herring Prospectus.

**JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Delhi, India.

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 Issued or sold within the United States to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**PRE-OFFER ADVERTISEMENT**

Subject to Section 30 of the Companies Act our Company shall, after registering the Prospectus with the RoC publish a Pre-Offer advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English Language National Daily Newspaper; one widely circulated Hindi Language National Daily Newspaper and One Regional Newspaper with wide circulation where the Registered Office of our Company is situated.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the 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. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

## ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the SEBI Circular No. CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular No. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018 and updated pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, SCRA, SCRR and the SEBI (ICDR) Regulations. The General Information Document is available on the website of the Stock Exchange, the Company and the BRLM. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*Additionally, all Applicants may refer to the General Information Document for information, in relation to (i) Category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) payment instructions for ASBA applicants; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of 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 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through its UPI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 read with its Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 03, 2019 and Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.*

*Subsequently, for Applications by RIIs through Designated Intermediaries, the process of physical movement of forms from such 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 01, 2019, by SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 read with Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. Further, as per the SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, the UPI Phase II was extended till March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II was further extended by SEBI until further notice, by its Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 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 01, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to*

form part of this Prospectus. Furthermore, pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 05, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 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 three Working Days. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of National Stock Exchange of India Limited ("NSE EMERGE") to act as intermediaries for submitting Application Forms are provided on [www1.nseindia.com/emerge](http://www1.nseindia.com/emerge) 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 and 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 and 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.

Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

#### **PHASED IMPLEMENTATION OF UPI FOR BIDS BY RETAIL INDIVIDUAL BIDDERS AS PER THE UPI CIRCULAR**

SEBI has issued circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 and circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI

Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual 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 six working days.

**Phase II:** This phase has become applicable from July 1, 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 still, 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 RIBs 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 six working days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification, etc.

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 Exchange 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 Exchange and the BRLM.

Pursuant to the SEBI UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – issue BRLM will be required to compensate the concerned investor.

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 Exchange and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI payment mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applying in Public Offers where the application amount is up to ₹ 5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- a Syndicate Member;
- 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**”);
- a Depository Participant (“**DP**”) (whose name is mentioned on the website of the stock exchange as eligible for this activity);
- a Registrar to The Issue And Shares Transfer Agent (“**RTA**”) (whose name is mentioned on the website of the stock exchange as eligible for this activity);

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the BRLM.

## **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, 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.

The allocation to the public will be made as per Regulation 253 of SEBI (ICDR) Regulations, 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.

Accordingly, we have allocated the Net Issue i.e., not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders and not more than 50% of the Net Issue shall be allocated on a proportionate basis to QIBs.

Subject to valid Bids being received at or above the Issue Price, undersubscription, 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 dematerialized segment of the Stock Exchange.

***Bidders 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, ClientID and PAN and UPI ID (for RIBs using the UPI Mechanism), shall be treated as incomplete and will be rejected. Eligible Employees Bidding in the Employee Reservation Portion Bidding using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.***

***Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.***

## **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the BRLM to the Offer, Registrar to the Offer as mentioned in the Application form. The application forms may also be downloaded from the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus. The Application Form shall contain space for Indicating number of specified securities subscribed for in Demat form.

## **BID CUM APPLICATION FORM**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries, and the Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the website of the NSE ([www.nseindia.com](http://www.nseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected.

UPI Bidders Bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made by the UPI Bidder using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, Bidders shall ensure that the Bids are submitted at the Bidding Centers only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid cum Application Forms) and Bid cum Application Forms not bearing such specified stamp may be liable for rejection.

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 SCSBs or sponsor banks, as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Bid cum Application Form*
Anchor Investors <sup>1</sup>	[●]
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis <sup>^</sup>	[●]
Non-Residents including FPIs, Eligible NRIs, FVCIs and registered bilateral and multilateral institutions applying on a repatriation basis <sup>^</sup>	[●]

*\*Excluding electronic Bid cum Application Form.*

*<sup>^</sup>Electronic Bid cum Application Form and the abridged prospectus will be made available for download on the website of the stock exchange ([www.nseindia.com](http://www.nseindia.com))*

*<sup>1</sup> Bid cum Application Forms for Anchor Investors shall be available at the offices 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.

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 website of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – “Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications Submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by Investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.

The Stock Exchange shall accept the ASBA applications in its electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid / Issue Closing Date (“**Cut-Off Time**”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid / Issue Period until the Cut-Off Time. The NPCI shall maintain an audit trail for every bid entered in the Stock exchange bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank and the Bankers to the Issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Bank and the Bankers to the Issue for analyzing the same and fixing liability.

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](http://www.nseindia.com)) at least one day prior to the Bid / Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to

apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- 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);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows:—Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- 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;
- Mutual Funds registered with SEBI;
- 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;
- 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);
- FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non- Institutional Bidder 's Category;
- Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- Foreign Venture Capital Investors registered with the SEBI;
- 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;
- Scientific and / or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

- Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- 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;
- Multilateral and bilateral development financial institution;
- Eligible QFIs;
- Insurance funds set up and managed by army, navy or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, India;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

- Minors (except through their Guardians);
- Partnership firms or their nominations;
- Foreign Nationals (except NRIs);
- Overseas Corporate Bodies.

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non- resident entities in terms of Regulation 5(1) of RBI Notification No. 20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

**MAXIMUM AND MINIMUM APPLICATION SIZE****For Retail Individual 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/-.

**For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000/- and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000/- for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

**The above information is given for the benefit of the 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 [●] Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid / Issue Period may be extended, if required, by an additional three Working Days, subject to the total Bid / Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and [●] 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 website 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 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 **“Build-up 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., 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 243 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, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in Demat segment only.

- c) A single application from any investor shall not exceed the investment limit / minimum number of Equity Shares that can be held by him / her / it under the relevant regulations / statutory guidelines and applicable law.

**INFORMATION FOR THE BIDDERS**

1. Our Company and the BRLM shall declare the Issue Opening Date and Issue Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in the prescribed format.
2. Our Company will file the Draft Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridged 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 website 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 undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the 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 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 Rs. 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than Rs. 200.00 Lakhs but upto Rs. 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than Rs. 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of Rs. 2500.00

Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of Rs. 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. There shall be a lock-in of 90 days on fifty per cent of the shares allotted to the anchor investors from the date of allotment, and a lock-in of 30 days on the remaining fifty per cent of the shares allotted to the anchor investors from the date of allotment.
11. 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.
12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **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 incolour).

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 subaccount 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.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

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;

- 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
- 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 (1), (2) and (3) 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.

#### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and / or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.

- a) With respect to Bids 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 along with the Bid cum Application Form.
- b) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, 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 Bid cum Application Form.
- c) With respect to 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.
- d) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members 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. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS**

In case of Bids made by provident funds with minimum corpus of ₹25.00 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25.00 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?doRecognisedFpi=yes&intmId=34>. 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 (ICDR) Regulations, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## **PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the 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: — “[●]”
- b) In case of Non-Resident Anchor Investors: — “[●]”
- 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 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the 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 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:

Sr. 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 Exchange 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 Exchange to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and / or the BRLM are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid / Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid / Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **BUILD OF THE BOOK**

- 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 website of the Stock Exchange may be made available at the Bidding centers 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 DesignatedDate. 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 finalise the Issue Price and the Anchor Investor Issue Price.
- b) 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 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 undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- 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 [●].
- 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 26 & 32 of Companies Act.

### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, our Company shall, after registering the Draft 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 (ICDR) Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 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 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.

**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.
17. 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**

### **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. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **Submission of Bids**

- a) During the Bid / Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

## **GROUND OFS 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 as such 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 DRHP;
- 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 DRHP;
- 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 DRHP and as per the instructions in the DRHP 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 numbers.
- 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 exchange
- 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 EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

### **BASIS OF ALLOCATION**

- The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **BASIS OF ALLOTMENT**

#### **a) For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

**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 RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for [●] % 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;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB 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 twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the 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 finalize 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:

f) 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).

g) 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).

h) 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.

i) 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.

j) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to 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 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

### **DESIGNATED DATE**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment / or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid / Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act 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 investorsto submit Bid Cum Application Forms in public issues using the stock broker (broker) network of

Stock exchange, whomay not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the website of NSE i.e., [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and DepositoryParticipants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01,2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the website of NSE i.e., [www.nseindia.com](http://www.nseindia.com).

#### **BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS:**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the 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 front the Depository the demographic detailsincluding 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 AccountDetails, 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 DepositoryParticipants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (Two) Working Days ofdate 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 4(four) 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 and applicable law. Further, in accordance with Section 40 of the Companies Act, 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 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 three working days from Issue Closure date.
3. That if the Company do not proceed with the Offer, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
4. 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;
5. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three 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;
6. That our Promoters' contribution in full has already been brought in;
7. 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, undersubscription etc.;
8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
9. If our Company does not proceed with the Issue after 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 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;
10. 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;
11. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI 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;

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;
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; and
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 November 16, 2021 between NSDL, our Company and Registrar to the Issue; and
- b) Tripartite Agreement dated October 27, 2022 between CDSL, our Company and Registrar to the Issue.
- c) The Company's equity shares bear an International Securities Identification Number INE0JRD01019.

**RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and 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 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.

**As per the existing policy of the Government of India, OCBs cannot participate in this Issue. The Equity Shares offered in the Issue have not been and will not be registered under the 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 Securities Act and applicable U.S. state securities laws.**

**Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be “qualified institutional investors” (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.**

**The above information is given for the benefit of the Applicants. Our Company and the LM 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.**

## ISSUE STRUCTURE

*This Offer has been made in terms of Regulation 229(1) of Chapter IX of SEBI ICDR Regulations whereby, our post-Offer face value capital does not exceed ten crore rupees. The Company shall issue specified securities 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). For further details regarding the salient features and terms of such Offer, please refer to the chapter titled "Terms of the Issue" and "Issue Procedure" beginning on page 232 and 243 of this Draft Red Herring Prospectus.*

### Present Issue Structure

Initial Public Issue of up to 22,08,000\* equity shares of face value of Rs. 10 each ("equity shares") for cash at a price of Rs.[●] per equity share (including a share premium of Rs.[●] per equity share) ("issue price") aggregating up to Rs.[●] lakhs of which up to 1,10,400\* equity shares of face value of Rs.10/- each for cash at a price of Rs.[●] per equity share including a share premium of [●] per equity share aggregating to Rs.[●] 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 20,97,600 equity shares of face value of Rs.10 each at a price of Rs.[●] per equity share aggregating to Rs.[●] is herein after referred to as the "net issue".

Particulars	QIB's <sup>(1)</sup>	Non– Institutional Bidders	Retail Individual Bidders	Market Maker
<b>Number of Equity Shares*</b>	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares	1,10,400 Equity Shares
<b>Percentage of Issue Size Available for allocation</b>	Not more than 50% of the Net Issue size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to Domestic mutual funds only	Not less than 15% of the Issue or the Issue less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation	Not less than 35% of the Issue or the Issue less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation	5 % of the Issue Size
<b>Basis of Allotment / Allocation if Respective category is oversubscribed</b>	Proportionate as Follows (excluding the Anchor Investor Portion: (a) up to [●] Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) [●] Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds Receiving allocation as per (a) above	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the Remaining available Equity Shares if any,	Firm Allotment



	[●] Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled “Issue Procedure” beginning on page 243.		shall be allotted on a proportionate basis. For details see, “Issue Procedure” on page 243.	
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA).			
<b>Minimum Bid Size</b>	[●] Equity Shares of Face Value of Rs. 10.00 each	Such number of Equity shares in multiple of [●] Equity shares such that Application size exceeds Rs.2,00,000	[●] Equity Shares of Face Value of Rs. 10.00 each	[●] Equity Shares of Face Value of Rs. 10.00 each
<b>Maximum Bid Size</b>	Not exceeding the size of the Issue, subject to limits as applicable to the Bidder	Not exceeding the size of the Issue, 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 Rs. 2,00,000	[●] Equity Shares

*\*Assuming full subscription in the Issue.*

- Our Company may, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see “Issue Procedure” on page 243.*
- Subject to valid Bids being received at or above the Issue Price. The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 253 of the SEBI ICDR Regulations. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. 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. For further details, please see “Terms of the Issue” on page 232.*
- Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Issue Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

**Note:**

*In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.*

***In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.***

### **Lot Size**

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

<b>Issue Price (in Rs. )</b>	<b>Lot Size (No. of shares)</b>
Upto 14	10000
More than 14 upto 18	8000
More than 18 upto 25	6000
More than 25 upto 35	4000
More than 35 upto 50	3000
More than 50 upto 70	2000
More than 70 upto 90	1600
More than 90 upto 120	1200
More than 120 upto 150	1000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1000	160
Above 1000	100

Further to the Circular, at the initial public offer stage the Registrar to Issue in consultation with Book Running Lead Manager, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading.

\*50% of the shares offered are reserved for applications below Rs. 2.00 lakh and the balance for higher amount applications.

### **Issue Programme:**

<b>ISSUE OPENING DATE</b>	[●]
<b>ISSUE CLOSING DATE</b>	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in

the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue closing date when applications will be accepted only between 10.00 a.m. to 2.00 p.m..

In case of discrepancy in the data entered in the electronic book vis a vis the data contained in the physical bid form, for a particular bidder, the detail as per physical application form of that bidder may be taken as the final data for the purpose of allotment.

Standardization of cut-off time for uploading of applications on the issue closing date:

- (a) A standard cut-off time of 3.00 PM for acceptance of applications.
- (b) A standard cut-off time of 4.00 PM for uploading of applications received from non-retail applicants i.e. QIBs, HNIs and employees (if any).

A standard cut-off time of 5.00 PM for uploading of applications received from only retail applicants, which may be extended up to such time as deemed fit by Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by Book Running Lead Manager to the Exchange within half an hour of such closure.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

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**SECTION IX - MAIN PROVISION OF ARTICLE OF ASSOCIATION****PRELIMINARY**

Subject to anything to the contrary hereinafter provided, the Regulations contained in Table “F” in Companies Act, 2013, (hereinafter referred to as the Act) shall apply to the Company.

**INTERPRETATION**

- I.** In these Articles unless there by anything repugnant to the subject or context the following words shall have the meaning written against them :
- (a) ‘The Company’ means **Diensten Tech Limited**.
  - (b) ‘The Act’ or ‘The said Act’ means the Companies Act, 2013 as amended by any Act or Acts for the time being in force in the union of India.
  - (c) ‘Seal’ means the Common seal of the Company.
  - (d) ‘Writing’ shall include printing and lithography and any other mode of representing or reproducing words in visible form and includes fax and e-mails.
  - (e) ‘The Board’ means the Board of Directors of the Company.
  - (f) Unless the context otherwise requires, words or expressions contained in these regulations/Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

**SHARE CAPITAL AND VARIATION OF RIGHTS**

- II. 1.** Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
- 2.**
- (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
    - (a) one certificate for all his shares without payment of any charges; or
    - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
  - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
  - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
  - (iv) Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialized form.
  - (v) Notwithstanding anything contained herein, the Company shall be entitled to treat the

person whose names appear in the register of members as a holder of any share or whose names appear as beneficial owners of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognize any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

- (vi) Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.
  - (vii) Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialized form.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall tails mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

### **LIEN**

9. (i) The company shall have a first and paramount lien—  
(a) on every partly paid up share and that shall be restricted to money called or payable at a fixed time in respect of such share.  
Provided that the Board directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:  
Provided that no sale shall be made :  
(a) unless a sum in respect of which the lien exists is presently payable; or  
(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.  
(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.  
(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.  
(iii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### **CALLS ON SHARES**

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies

unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
  - (iii) A call may be revoked or postponed at the discretion of the Board.
  - (iv) Any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared.
  - (v) The option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.
14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18. The Board—
- (a) may, if it thinks fit, receive from any member willing to advance the same, allot any part of the monies uncalled and unpaid upon any shares held by him; and
  - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

#### **TRANSFER OF SHARES**

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register -
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - (b) any transfer of shares on which the company has a lien.
21. The Board may decline to recognise any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
  - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - (c) the instrument of transfer is in respect of only one class of shares.
  - (d) The Registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the issuer on any account whatsoever.
22. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

### TRANSMISSION OF SHARES

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.
- (ii) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either;
- a) to be registered himself as holder of the share; or
  - b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.



- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividend and other advantages to which he would be entitled if he were the registered holder of the share, except he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### **FORFEITURE OF SHARES**

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the

secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be Conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of.
  - (iii) The transferee shall thereupon be registered as the holder of the share.
  - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **ALTERATION OF CAPITAL**

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
36. Where shares are converted into stock:
- (a) the holders of stock may transfer the same or any part thereof in the manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time fix the minimum amount of stock transferable, so, however that such minimum shall not exceed the nominal amount of the shares from which the stock arose;
  - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
  - (c) such of these Articles of the Company as are applicable to paid-up shares shall apply to

stock and the words “share” and shareholder”/“member” shall include “stock” and “stockholder” respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, --
- (a) its share capital;
  - (b) any capital redemption reserve account; or
  - (c) any share premium account.

### **CAPITALISATION OF PROFITS**

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve -
- a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
  - b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards -
- A. paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - B. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - C. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - D. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - E. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall -
- a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power -
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

- (iii) Any agreement made under such authority shall be effective and binding on such members.

#### **BUY-BACK OF SHARES**

- 40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### **GENERAL MEETINGS**

- 41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.  
(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.  
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- 44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- 45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- 46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

#### **ADJOURNMENT OF MEETING**

- 47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.  
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  
(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.  
(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**VOTING RIGHTS**

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

**PROXY**

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power a authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given :
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**BOARD OF DIRECTORS**

58. The number of the directors and the names of the first directors shall be determined writing by the subscribers of the Memorandum or the majority of them. The first directors of the Company shall

be :

1. Sh. Abhishek Singhania
  2. Sh. Yuvraj Bahadur
  3. Sh. Satish Chandra Gupta
59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
  - (b) in connection with the business of the company.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. All cheques, promissory notes, drafts, 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.
63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **PROCEEDINGS OF THE BOARD**

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he

is to hold office.

- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
- 69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
  - (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 70. (i) A committee may elect a Chairperson of its meetings.
  - (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 71. (i) A committee may meet and adjourn as it thinks fit.
  - (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- 73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

- 74. Subject to the provisions of the Act, -
  - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
  - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
- 75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### **THE SEAL**

- 76. (i) The Board shall provide for the safe custody of the seal.
  - (ii) The seal of the company shall not be affixed to any instrument except by the authority of

a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors-and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

### **DIVIDENDS AND RESERVE**

- 77.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 78.** Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
- 79.** (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 80.** (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- 81.** 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.
- 82.** (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (iii) There will be no forfeiture of unclaimed dividends before the claim becomes barred by law.
- 83.** 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.
- 84.** Notice of any dividend that may have been declared shall be given to the persons entitled to share



therein in the manner mentioned in the Act.

- 85.** No dividend shall bear interest against the company.

### **ACCOUNTS**

- 86.** (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

### **WINDING UP**

- 87.** Subject to the provisions of Chapter XX of the Act and rules made thereunder -
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **INDEMNITY**

- 88.** Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

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**SECTION X- OTHER INFORMATION****MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus ) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus to be delivered to the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered office: 7<sup>th</sup> Floor, A-2, L.S.C., Masjid Moth, Greater Kailash-II, New Delhi -110048, from the date of filing this Draft Red Herring Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.*

**MATERIAL CONTRACTS**

1. Issue Agreement dated February 19, 2024, between our company and the Book Running Lead Manager.
2. Agreement dated February 16, 2024, between our company and the Registrar to the Issue.
3. Public Issue Agreement dated [●] among our Company, the Book Running Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated [●] between our company and the Underwriters.
5. Market making Agreement dated [●] between our company, the Book Running Lead Manager, and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated November 16, 2021.
7. Agreement among CDSL, our company and the registrar to the issue dated October 27, 2022.
8. Agreement entered with Managing Director of the Company dated June 02, 2022.

**MATERIAL DOCUMENTS FOR THE ISSUE**

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated January 29, 2024, in relation to the Issue and other related matters.
3. Shareholders' Resolution dated January 29, 2024, in relation to the Issue and other related matters.
4. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor and Legal Advisor to act in their respective capacities.
5. Peer Review Auditors Report dated February 12, 2024, on Restated Financial Statements of our Company for the period ended December 31, 2023, and for the years ended March 31 2023, 2022 and 2021.
6. The Report dated February 12, 2024, from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Red Herring Prospectus.
7. The Report dated February 23, 2024 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
8. Letter of approval from NSE Emerge vide letter dated [●] to use the name of NSE in this offer document for listing of Equity Shares on SME Platform of NSE.
9. Business Transfer Agreement dated April 30, 2022.
10. Due diligence certificate dated February 23, 2024 from Book Running Lead Manager to the Issue.
11. Key Performance Indicators herein have been certified by M/s S.R. Dinodia & Co. LLP, Chartered Accountants, by their certificate dated February 23, 2024.

*Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.*

**SECTION XI - DECLARATION**

We, hereby declares that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

**Sd/-**

**Abhishek Singhania**

**Director**

Date : February 23, 2024

Place : New Delhi

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We, hereby declares that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

**Sd/-**

**Sanjay Kumar Jain**

**Director**

Date : February 23, 2024

Place : New Delhi

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We, hereby declares that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

**Sd/-**

**Vipul Prakash**  
**Director**

Date : February 23, 2024

Place : New Delhi

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We, hereby declares that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

**Sd/-**

**Satish Chandra Gupta**

**Director**

Date : February 23, 2024

Place : New Delhi

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We, hereby declares that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

**Sd/-**

**Sunaina Primlani Gera**

**Director**

Date : February 23, 2024

Place : New Delhi

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We, hereby declares that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

**Sd/-**

**Kanika Vaswani**

**Director**

Date : February 23, 2024

Place : New Delhi

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We, hereby declares that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

**Sd/-**

**Manoj Kumar**

**Director**

Date : February 23, 2024

Place : New Delhi

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We, hereby declares that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

**Sd/-**

**Sumant Kuthiala**  
**Chief Financial Officer**

Date : February 23, 2024

Place : New Delhi

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We, hereby declares that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

**Sd/-**

**Vibha Wadhva**

**Company Secretary**

Date : February 23, 2024

Place : New Delhi

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## ANNEXURE A

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY  
CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED:****TABLE 1**

<b>Sr. No.</b>	<b>Issue Name</b>	<b>Issue Size (Rs. in Cr.)</b>	<b>Issue Price (Rs.)</b>	<b>Listing Date</b>	<b>Opening Price on Listing Date (Rs.)</b>	<b>+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30<sup>th</sup> Calendar Days from Listing</b>	<b>+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90<sup>th</sup> Calendar Days from Listing</b>	<b>+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180<sup>th</sup> Calendar Days from Listing</b>
<i>Nil</i>								

**SUMMARY STATEMENT OF DISCLOSURE****TABLE 2**

<b>Financial Year</b>	<b>Total No. of IPOs</b>	<b>Total Funds Raised (Rs. in Cr.)</b>	<b>Nos. of IPO trading at discount as on 30<sup>th</sup> calendar day from listing date</b>			<b>Nos. of IPO trading at premium as on 30<sup>th</sup> calendar day from listing date</b>			<b>Nos. of IPO trading at discount as on 180<sup>th</sup> calendar day from listing date</b>			<b>Nos. of IPO trading at premium as on 180<sup>th</sup> calendar day from listing date</b>		
			<b>Over 50%</b>	<b>Between 25-50%</b>	<b>Less than 25%</b>	<b>Over 50%</b>	<b>Between 25-50%</b>	<b>Less than 25%</b>	<b>Over 50%</b>	<b>Between 25-50%</b>	<b>Less than 25%</b>	<b>Over 50%</b>	<b>Between 25-50%</b>	<b>Less than 25%</b>
<i>Nil</i>														

Annexure A is not applicable as there has been no listing three years prior to the date of filing of Draft Red Herring Prospectus.