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MY MUDRA

BHAROSE KA DUSRA NAAM

MY MUDRA FINCORP LIMITED
CIN: U65191DL2013PLC257611

| Registered Office | Corporate Office | Contact Person | Email and Telephone | Website |
|---|---|--|---|--|
| 17A/45, 2 nd Floor, w.e.a. Karol Bagh, Central Delhi, New Delhi, Delhi- 110005, India. | 17A/45, 3 rd Floor, w.e.a. Karol Bagh, Central Delhi, New Delhi, Delhi- 110005, India. | Piyushi Jindal Company Secretary & Compliance Officer | E-mail: info@mymudra.com Tel No: 011-47010500 | www.mymudra.com |

| | |
|--------------------------------|---|
| Promoter of the Company | Vaibhav Kulshrestha And Nisha Kulshrestha |
|--------------------------------|---|

| DETAILS OF THE ISSUE | | | | |
|----------------------|--|---|-------------------------------|--|
| Type | Fresh Issue Size (in ₹ lakhs) | OFS Size (by no. of Shares or by amount in ₹) | Total Issue Size (in ₹ lakhs) | Eligibility |
| Fresh Issue | up to 30,24,000 Equity Shares aggregating up to ₹3326.40 lakhs | Nil | ₹3326.40 lakhs | This Issue is being made in terms of regulation 229(2) and 253(1) of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. |

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue 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 Issue Price*” on page 78 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 this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 25 of this Prospectus.


ISSUER ABSOLUTE RESPONSIBILITY

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


LISTING

The Equity Shares Issued through Prospectus are proposed to be listed on the SME Platform of NSE (“NSE Emerge”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).

BOOK RUNNING LEAD MANAGER TO THE ISSUE

| Name and Logo | Contact Person | Email & Telephone |
|---|------------------|---|
|  HEM SECURITIES LIMITED | Ravi Kumar Gupta | Email: ib@hemsecurities.com Tel. No.: +91- 022- 49060000 |

REGISTRAR TO THE ISSUE

| Name and Logo | Contact Person | Email & Telephone |
|--|----------------|--|
|  Skyline Financial Services Private Limited | Anuj Rana | Email: ipo@skylinerta.com Tel No.: 011- 40450193-97 |

BID/ISSUE PERIOD

| ANCHOR PORTION ISSUE OPENED/ CLOSED ON*: | BID/ ISSUE OPENED ON: | BID/ ISSUE CLOSED ON: |
|--|------------------------------|----------------------------|
| WEDNESDAY, SEPTEMBER 04, 2024 | THURSDAY, SEPTEMBER 05, 2024 | MONDAY, SEPTEMBER 09, 2024 |

*The Anchor Investor Bid/ Issue date was on Wednesday, September 04, 2024, one Working Day prior to the Bid/Issue Opening Date.

MY MUDRA

BHAROSE KA DUSRA NAAM

MY MUDRA FINCORP LIMITED
CIN: U65191DL2013PLC257611

Our Company was originally incorporated as a Private Limited Company under the name "My Mudra Fincorp Private Limited" on September 11, 2013 bearing CIN U65191DL2013PTC257611 under the provisions of the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on August 11, 2023 our company was converted into a Public Limited Company and consequently the name of our Company was changed from "My Mudra Fincorp Private Limited" to "My Mudra Fincorp Limited" vide a fresh Certificate of Incorporation consequent upon conversion from private company to public company dated October 19, 2023 issued by the Registrar of Companies, Delhi, bearing CIN U65191DL2013PLC257611. For further details, please refer to chapter titled "History and Corporate Structure" beginning on page 126 of this Prospectus.

Registered Office: 17A/45, 2nd Floor, w.e.a. Karol Bagh, Central Delhi, New Delhi, Delhi- 110005, India.

Corporate Office: 17A/45, 3rd Floor, w.e.a. Karol Bagh, Central Delhi, New Delhi, Delhi- 110005, India.

Tel No: 011-47010500; **E-mail:** info@mymudra.com; **Website:** www.mymudra.com;

Contact Person: Piyushi Jindal, Company Secretary & Compliance Officer

Promoter of our Company: VAIBHAV KULSHRESTHA AND NISHA KULSHRESTHA

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 30,24,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF MY MUDRA FINCORP LIMITED ("OUR COMPANY" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹110/- PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹100/- PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹3326.40 LAKHS ("PUBLIC ISSUE") OUT OF WHICH 1,53,600 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹110/- PER EQUITY SHARE FOR CASH, AGGREGATING ₹ 168.96 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 28,70,400 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹110/- PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹3157.44 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.55% AND 25.20 % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

*Subject to finalization of Basis of Allotment

THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH. THE ISSUE PRICE IS 11 TIMES WITH THE FACE VALUE OF THE EQUITY SHARES. THE ANCHOR INVESTOR ISSUE PRICE IS ₹110/- PER EQUITY SHARE. THE PRICE BAND AND THE MINIMUM BID LOT WERE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WERE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER, "BUSINESS STANDARD", ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER, "BUSINESS STANDARD" AND DELHI EDITION OF PRATAH KIRAN, REGIONAL NEWSPAPER EACH WITH WIDE CIRCULATION, AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND WERE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE"), REFERRED TO AS THE "DESIGNATED STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI (ICDR) REGULATIONS").

The Issue was made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue was available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), Our Company, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), Further, not less than 15% of the Net Issue was made available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) were required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors were not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 238 of this Prospectus.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 238 of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10/-. The Floor Price, Cap Price and Issue 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 Issue Price" on page 78 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 this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 25 of this Prospectus.

ISSUER ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares Issued through Prospectus are proposed to be listed on the SME Platform of NSE ("NSE Emerge"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received "in-principle" approval letter dated August 23, 2024 from National Stock Exchange of India Limited ("NSE") for using its name in the Issue Document for listing of our shares on the SME Platform of NSE ("NSE Emerge"). For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

BOOK RUNNING LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



HEM SECURITIES LIMITED

904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India
Tel. No.: +91- 22- 49060000;
Email: ib@hemsecurities.com
Investor Grievance Email: redressal@hemsecurities.com
Website: www.hemsecurities.com
Contact Person: Ravi Kumar Gupta
SEBI Regn. No. INM000010981



Skyline Financial Services Private Limited

Address: D-153A, 1st floor, Okhla Industrial Area, Phase I, New Delhi, Delhi -110020, India
Telephone: 011- 40450193-97
Email: ipo@skylinerta.com;
Website: www.skylinerta.com;
Contact Person: Anuj Rana
SEBI Registration Number: INR000003241
CIN: U74899DL1995PTC071324

BID/ISSUE PERIOD

ANCHOR PORTION ISSUE OPENED/ CLOSED ON*:
WEDNESDAY, SEPTEMBER 04, 2024

BID/ ISSUE OPENED ON:
THURSDAY, SEPTEMBER 05, 2024

BID/ ISSUE CLOSED ON:
MONDAY, SEPTEMBER 09, 2024

*The Anchor Investor Bid/ Issue date was on Wednesday, September 04, 2024, one Working Day prior to the Bid/ Issue Opening Date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification, clarification, direction or policies shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarifications, modifications, replacements or reenactments thereto, as amended, from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used in this Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI (ICDR) Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Unless the context otherwise requires, all references to ‘we’, ‘us’ and ‘our’ are to our Company and our Subsidiary, on a consolidated basis.

Notwithstanding the foregoing, terms used in of the sections “Statement of Special Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association of our Company” on page 84, 150 and 262 respectively, shall have the meaning ascribed to such terms in such sections.

General Terms

| Terms | Description |
|---|---|
| “MMFL”, “the Company”, “our Company”, “Issuer” and “My Mudra Fincorp Limited” | My Mudra Fincorp Limited, a Company incorporated under the Companies Act, 1956 and having its Registered office at 17A/45, 2nd Floor, w.e.a. Karol Bagh, Central Delhi, New Delhi – 110005, Delhi, India and Corporate office at 17A/45, 3 rd Floor, w.e.a. Karol Bagh, Central Delhi, New Delhi – 110005, Delhi, India. |
| “we”, “us” and “our” | Unless the context otherwise indicates or implies, refers to our Company and our Subsidiary, on a consolidated basis. |
| “you”, “your” or “yours” | Prospective investors in this Issue |

Company related and Conventional terms

| Term | Description |
|--|---|
| AOA/ Articles/ Articles of Association | Unless the context otherwise requires, refers to the Articles of Association of our Company, as amended, from time to time |
| Audit Committee | Audit committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled “ Our Management ” beginning on page 131 of this Prospectus. |
| Auditors/ Statutory Auditors | The Statutory Auditors of our Company Being M/s. Sangita Gupta & Associates (Firm Registration No: 023808N & Peer Review Certificate No: 016217). |
| Bankers to our Company | Canara Bank |
| Board of Directors/ the Board/ our Board | The Board of Directors of our Company, including all duly constituted Committees thereof. |
| Chief Financial Officer/ CFO | The Chief Financial Officer of our Company being Vidit Jindal. |
| Companies Act/ Act | The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable |
| Company Secretary and Compliance Officer | The Company Secretary & Compliance Officer of our Company being Piyushi Jindal (M. No.: A37242) |
| Depositories | National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |
| Director(s) / our Directors | The Director(s) of our Company, unless otherwise specified |
| DP/ Depository Participant | A depository participant as defined under the Depositories Act |

| Term | Description |
|--|---|
| DP ID | Depository's Participant's Identity Number |
| Equity Shareholders/ Shareholders | Persons/ Entities holding Equity Shares of our Company |
| Equity Shares | Equity Shares of the Company of face value of ₹10/- each unless otherwise specified in the context thereof. |
| Executive Directors | Executive Directors are the Managing Director & Whole-time Director of our Company. |
| Fugitive economic offender | Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018) |
| Group Companies/ Group Company | Our group companies identified in accordance with SEBI (ICDR) Regulations and in accordance with our Materiality Policy. For details, see section titled "Our Group Company" on page 214 of this Prospectus. |
| HUF | Hindu Undivided Family |
| Independent Director | An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see "Our Management" on page 131 of this Prospectus. |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| ISIN | International Securities Identification Number. In this case being INE0RVQ01016. |
| Key Management Personnel/ KMP | Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations and the Companies Act, 2013. For details, see section titled "Our Management" on page 131 of this Prospectus. |
| LLP | Limited Liability Partnership |
| MOA/ Memorandum/ Memorandum of Association | Memorandum of Association of My Mudra Fincorp Limited as amended from time to time. |
| MD or Managing Director | The Managing Director of our Company, Vaibhav Kulshrestha |
| Materiality Policy | The policy adopted by the Board in its meeting dated May 15, 2024 for identification of (a) material outstanding litigation proceedings involving our Company, Directors and Subsidiaries; (b) Group Companies; and (c) outstanding dues to material creditors by our Company, in accordance with the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time. |
| Non-Executive Directors/ Nominee Directors | Non-executive directors on our Board. For details, see section titled "Our Management" on page 131 of this Prospectus. |
| Nomination and Remuneration Committee | The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled "Our Management" beginning on page 131 of this Prospectus |
| NRIs / Non-Resident Indians | A person resident outside India, as defined under Foreign Exchange Management Act, 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. |
| Promoter(s) | Shall mean promoters of our Company i.e. Vaibhav Kulshrestha and Nisha Kulshrestha. For further details, please refer to section titled "Our Promoters & Promoter Group" beginning on page 145 of this Prospectus. |
| Promoter Group | The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section "Our Promoters & Promoter Group" beginning on page 145 of this 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 validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| RBI Act | The Reserve Bank of India Act, 1934 as amended from time to time. |
| Registered Office | The Registered Office of our Company situated at 17A/45, 2nd Floor, w.e.a. Karol Bagh, Central Delhi, New Delhi – 110005, Delhi, India. |
| Reserve Bank of India/ RBI | Reserve Bank of India constituted under the RBI Act. |

| Term | Description |
|--|---|
| Restated Financial Information/ Statements | The Restated Financial statements of our Company, comprising of the Restated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Statements of Profit and Loss and Cash Flows for the fiscals ended March 31 2024, March 31, 2023 and March 31, 2022 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 Prospectus (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto. For details, please refer section titled “ Financial Information of the Company ” on page 150 of this Prospectus |
| RoC/ Registrar of Companies | Unless specified otherwise refers to Registrar of Companies, Delhi, 4th Floor, IFCI Tower 61, Nehru Place, New Delhi 110019, India. |
| SEBI Act/ SEBI | Securities and Exchange Board of India Act, 1992, as amended from time to time. |
| SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI (Venture Capital) Regulations | Securities Exchange Board of India (Venture Capital) Regulations, 2000 as amended from time to time. |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended. |
| SEBI FII Regulations | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time. |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time. |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time. |
| SEBI PIT Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions, notifications and clarifications issued by SEBI from time to time. |
| SEBI SBEB Regulations | Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 |
| SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR) | The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Takeover Regulations or SEBI (SAST) Regulations/ SEBI Takeover Regulations/ Takeover Regulations/ Takeover Code | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time. |
| SEBI (PFUTP) Regulations/ PFUTP Regulations | Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003 |
| Stakeholders’ Relationship Committee | Stakeholders’ relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled “ Our Management ” beginning on page 131 of this Prospectus. |
| Stock Exchange | Unless the context requires otherwise, refers to, National Stock Exchange of India Limited. |
| Shareholders | Shareholders of our Company from time to time. |
| Sub- Account | Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals. |
| Subscriber to MOA | Initial Subscribers to MOA being Nisha Kulshrestha and Ganesh Kumar Mishra. |

Issue Related Terms

| Terms | Description |
|---|--|
| Applicant | Any prospective investor who makes an application for Equity Shares in terms of this Prospectus |
| Abridged Prospectus | Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf. |
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to a bidders as proof of registration of the Application. |
| Allotment/ Allot/ Allotted | Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful bidders. |
| Allotment Advice | A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange. |
| Allottee (s) | A successful bidders to whom the Equity Shares are allotted. |
| Anchor Investor(s) | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI (ICDR) Regulations and the Prospectus and who has Bid for an amount of at least ₹ 200 lakhs. |
| Anchor Investor Allocation Price | The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers 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 was considered as an application for Allotment in terms of the Prospectus. |
| Anchor Investor Bid/ Issue Period | September 04, 2024 i.e. One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors was submitted and allocation to the Anchor Investors was completed. |
| Anchor Investor Issue Price | ₹ 110/- per Equity Share. The Anchor Investor Issue Price has been decided by our Company in consultation with the Book Running Lead Manager. |
| Anchor Investor Portion | Up to 60% of the QIB Portion which were allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. |
| Application Supported by Block Amount (ASBA) | An application, whether physical or electronic, used by ASBA Bidders, were blocked by such SCSB to the extent of the appropriate bid amount in relation to a Bid by an ASBA Bidder. |
| ASBA Account | Account maintained by the ASBA Bidders with an SCSB in which funds were blocked by such SCSB to the extent of appropriate bid amount in relation to a Bid by an ASBA Bidder. |
| 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 | All Bidders 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 were considered as the application for Allotment in terms of the Prospectus or the Prospectus. |
| Banker to the Issue Agreement | Agreement dated August 08, 2024 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 has been opened, in this case being HDFC Bank Limited |
| Basis of Allotment | The basis on which the Equity Shares is allotted to successful bidders under the issue and which is described in the chapter titled “ Issue Procedure ” beginning on page 238 of this Prospectus. |
| Bid | An indication to make an offer 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) |

| Terms | Description |
|---|--|
| | Regulations and in terms of the 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 Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue. |
| Bid Lot | 1200 equity shares and in multiples of 1200 equity shares thereafter. |
| Bid/ Issue Closing Date | Except in relation to any Bids received from the Anchor Investors September 09, 2024.. |
| Bid/ Issue Opening Date | Except in relation to any Bids received from the Anchor Investors September 05, 2024, |
| Bid/ Issue Period | Except in relation to any Bids received from the Anchor Investors, the period between the September 05, 2024 and September 09, 2024 inclusive of both days , |
| Bidder/ Applicant | Any investor who has made a bid pursuant to the terms of the 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 accepted 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 Hem Securities Limited, SEBI Registered Category I Merchant Banker. |
| Broker Centres | Broker Centres 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 have been allotted, after approval of Basis of Allotment by the designated Stock Exchange. |
| Cap Price | ₹ 110/- per Equity Share |
| 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, i.e., ₹ 110/-* per Equity Share, 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, name of the applicants father/ husband, investor status, 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). |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |

| Terms | Description |
|---|---|
| Designated CDP Locations | Such locations of the CDPs where Applicant submitted 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., www.nseindia.com |
| Designated Date | The date on which the funds from the Anchor Escrow Accounts, the funds blocked by the SCSBs and Sponsor Bank are transferred from ASBA Accounts specified by the ASBA Bidder to the Public Issue Account and/or Refund Account and/or are unblocked, as applicable in terms of Prospectus |
| 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 Market Maker | Member Brokers of NSE who are specifically registered as Market Makers with the NSE SME Platform. In our case, Hem Finlease Private Limited is the sole Market Maker |
| Designated RTA Locations | Such locations of the RTAs where Bidder submitted 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 available on the websites of the Stock Exchange i.e., www.nseindia.com . |
| 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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time. |
| Designated Stock Exchange | National Stock Exchange of India Limited (NSE Emerge i.e., SME platform of NSE) |
| DP ID | Depository's Participant's Identity Number |
| DP/ Depository Participant | A depository participant as defined under the Depositories Act, 1996 |
| Draft Red Herring Prospectus | Draft Red Herring Prospectus dated July 02, 2024 issued in accordance with Sections 26 & 32 of the Companies Act, 2013 |
| Electronic Transfer of Funds | Refunds through NACH, NEFT, Direct Credit or RTGS as applicable. |
| Eligible NRI | A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares. |
| Eligible QFIs | QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Red Herring 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) 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. |
| FII/ Foreign Institutional Investors | Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India. |
| First Bidder/ Applicant/ Bidders | Bidder(s) whose name have been 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 | ₹ 104/- per Equity Share |
| Foreign Venture Capital Investors | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000. |
| Fraudulent Borrower | Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations. |
| FPI/ Foreign Portfolio Investor | A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign |

| Terms | Description |
|------------------------------------|---|
| | portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018. |
| General Corporate Purposes | Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document. |
| 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 circular no. SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50 dated March 30, 2020, as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers. |
| Issue Agreement | The Issue Agreement dated June 07, 2024 between our Company and Book Running Lead Manager, Hem Securities Limited. |
| Issue Price | ₹ 110/- per Equity Share i.e., the final price at which the Equity Shares will be allotted in terms of this Prospectus as determined by our company in consultation with BRLM |
| 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 Prospectus |
| Listing Agreement | The Equity Listing Agreement to be signed between our Company and the Stock Exchange. |
| Lot Size | 1200 Equity Shares |
| 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 Reservation Portion | The reserved portion of 1,53,600 Equity Shares of ₹10 each at an Issue price of ₹110/- each is aggregating to ₹ 168.96 Lakhs to be subscribed by Market Maker in this issue. |
| Market Making Agreement | The Market Making Agreement dated August 08, 2024 between our Company, Book Running Lead Manager and Market Maker, Hem Finlease Private Limited. |
| Mutual Funds | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time. |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of 28,70,400 equity Shares of ₹10/- each at a price of ₹ 110/- per Equity Share (the “Issue Price”), including a share premium of ₹ 100 per equity share aggregating to ₹ 3157.44 Lakhs. |
| Net Proceeds | The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled “ <i>Objects of the Issue</i> ” beginning on page 69 of this Prospectus. |
| Net QIB Portion | The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors |
| Non- Resident | A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs |
| 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 ₹ 200,000 (but not including NRIs other than Eligible NRIs) |
| Non-Institutional Portion | The portion of the Issue being not less than 15% of the Issue, consisting of 4,30,800 Equity Shares, which was available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price. |
| Other Investor | Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| Overseas Corporate Body/ OCB | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the |

| Terms | Description |
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| | commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. |
| Payment through electronic transfer of funds | Payment through NECS, NEFT or Direct Credit, as applicable. |
| Person/ Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Price Band | Price Band of a minimum price (Floor Price) of ₹104/- and the maximum price (Cap Price) of ₹110/- 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, finalized the Issue Price. |
| Prospectus | The Prospectus, dated September 10, 2024 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. |
| Public Issue Account | The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date. |
| Public Issue Account Bank | Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account(s) will be opened. |
| QIB Category/ QIB Portion | The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of 22,93,200 Equity Shares aggregating to ₹2522.52 lakhs which were made available for allocation to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation to Anchor Investor were made available on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price |
| Qualified Institutional Buyers/ QIBs/ QIB Bidders | Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations. |
| Red Herring Prospectus/ RHP | The Red Herring Prospectus dated August 29, 2024 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 was filed with the RoC at least three Working Days before the Bid/Issue Opening Date i.e. September 05, 2024 and will be 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/ Refund Banker | Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account has been opened, in this case being HDFC Bank Limited. |
| Refund through electronic transfer of funds | Refunds through NECS, direct credit, RTGS or NEFT, as applicable. |
| Registered Broker | The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids |
| Registrar Agreement | The agreement dated May 29, 2024 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue. |
| Registrar and Share Transfer Agents or RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI. |

| Terms | Description |
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| Registrar/ Registrar to the Issue/ RTA/ RTI | Registrar to the Issue, in this case being Skyline Financial Services Private Limited. |
| Regulation S | Regulation S under the U.S. Securities Act of 1933, as amended from time to time. |
| Reservation Portion | The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018. |
| Reserved Category/ Categories | Categories of persons eligible for making application under reservation portion. |
| Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs | Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2,00,000/- in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs). |
| Retail Portion | The portion of the Issue being not less than 35% of the Net Issue, consisting of 10,05,600 Equity Shares, which was made available for allocation to Retail Individual Bidders. (subject to valid Bids having been received at or above the Issue Price). |
| Revision Form | Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Offer Closing Date. |
| Securities laws | Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board. |
| SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI (Venture Capital) Regulations | Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time. |
| SEBI Act/ SEBI | Securities and Exchange Board of India Act, 1992, as amended from time to time. |
| SEBI Insider Trading Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR) | The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Takeover Regulations or SEBI (SAST) Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time. |
| Self-Certified Syndicate Bank(s) / SCSB(s) | Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or at such other website as may be prescribed by SEBI from time to time. |
| SME Exchange | SME Platform of the National Stock Exchange of India Limited i.e., “NSE Emerge” |
| Specified Locations | Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time. |
| Specified Securities | Equity shares offered through this Prospectus. |
| 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 (National Payments |

| Terms | Description |
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| | Corporation of India) in order to push the mandate, collect requests and/ or payment instructions of the Retail Investors into the UPI. |
| Sub Syndicate Member | A SEBI Registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue. |
| Syndicate | Includes the BRLM, Syndicate Members and Sub Syndicate Members. |
| Syndicate Agreement | The agreement dated August 08, 2024 entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue. |
| Syndicate ASBA Bidding Locations | Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi |
| Syndicate Members/ Members of the Syndicate | Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being Hem Finlease Private Limited. |
| Systemically Important Non-Banking Financial Company | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations. |
| Transaction Registration Slip/ TRS | The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application. |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended |
| Underwriter | The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time. |
| Underwriting Agreement | The Agreement dated August 08, 2024 entered between the Underwriter, BRLM and our Company. |
| UPI | UPI is an instant payment system developed by the NPCI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account |
| UPI Circulars | SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the notice issued by BSE having reference no. 20220722-30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard. |
| UPI ID | ID created on the UPI for single-window mobile payment system developed by the NPCI |
| UPI Mandate Request/ Mandate Request | A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment. |
| UPI Mechanism | The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues |
| UPI PIN | Password to authenticate UPI transaction |
| Venture Capital Fund/ VCF | 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. |

| Terms | Description |
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| WACA | Weighted average cost of acquisition. |
| Wilful Defaulter(s) | Wilful defaulter as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations, 2018. |
| Working Day | In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days' means, all days on which commercial banks in Mumbai are open for business. However, in respect of– announcement of Price Band; and Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI. |

Technical and Industry Related Terms:

| Term | Description |
|-----------------------------|---|
| Bank | Banking Company Registered under the Banking Regulation Act, 1949 |
| BL | Business Loan |
| CAM | Credit analysis Memorandum |
| Corporate DSA/ Distributor | Corporate Direct Selling Agent/ Distributor of various loans and financial facilities being provided by the Bank(s) and NBFC(s) |
| CRM | Customer Relationship Management |
| Channel Partner/ Franchisee | Partner/ sole agent which work as representative of the Corporate DSA to sell their services or products. |
| DSA | Direct Selling Agent |
| IVR | Interactive Voice Response |
| KYC | Know Your Customer |
| LAP | Loan against Property |
| MSME | Micro Small and Medium Enterprises |
| MFI | Micro Finance Institutions |
| NBFC | A Non-Banking Financial Corporation is a company incorporated under the Companies Act 2013 or 1956 and having registration under section 45-I (c) of the RBI Act for carrying out the business of a financial institution as per the specific permission. |
| OD | Overdraft |
| OB | Outbound Dialer |
| PL | Personal Loan |
| Physital | (Physical & Digital) |
| RCS | Rich Communication Services |
| SEO | Search Engine Optimization |
| Sub-DSA | Direct Selling Agent of the Corporate DSA who works for one or more DSA(s). |
| UAT | User Acceptance Testing |
| VPC | Virtual Private Cloud |
| w.e.a. | Western Extension Area |

Conventional terms and Abbreviations:

| Abbreviations | Full Form |
|--------------------------|---|
| Rs./ Rupees/ INR/ ₹ | Indian Rupees |
| AS / Accounting Standard | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| A/c | Account |
| ACS | Associate Company Secretary |
| AGM | Annual General Meeting |
| ASBA | Applications Supported by Blocked Amount |

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|---------------------|--|
| AMT. | Amount |
| AIF | Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended. |
| AY | Assessment Year |
| AOA | Articles of Association |
| Approx | Approximately |
| BA | Bachelor of Arts |
| B. Com | Bachelor of Commerce |
| B. E | Bachelor of Engineering |
| B. Sc | Bachelor of Science |
| BCA | Bachelor in Computer Application |
| B. Tech | Bachelor of Technology |
| Bn | Billion |
| BG/LC | Bank Guarantee / Letter of Credit |
| BIFR | Board for Industrial and Financial Reconstruction |
| BOQ | Bill of quantities |
| BRLM | Book Running Lead Manager |
| BSE | BSE Limited |
| CDSL | Central Depository Services (India) Limited |
| CAGR | Compounded Annual Growth Rate |
| CAN | Confirmation of Allocation Note |
| Companies Act, 2013 | Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended. |
| Companies Act, 1956 | Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder. |
| CA | Chartered Accountant |
| Client ID | Client identification number of the Bidder's beneficiary account |
| CAIIB | Certified Associate of Indian Institute of Bankers |
| CB | Controlling Branch |
| CC | Cash Credit |
| CIN | Corporate Identification Number |
| CIT | Commissioner of Income Tax |
| CS | Company Secretary |
| CS & CO | Company Secretary & Compliance Officer |
| CFO | Chief Financial Officer |
| CSR | Corporate Social Responsibility |
| C.P.C. | Code of Civil Procedure, 1908 |
| CrPC | Code of Criminal Procedure, 1973 |
| CENVAT | Central Value Added Tax |
| CST | Central Sales Tax |
| CWA/ICWA | Cost and Works Accountant |
| CMD | Chairman and Managing Director |
| DIN | Director Identification Number |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India |
| DP | Depository Participant |
| Depositories Act | The Depositories Act, 1996, read with the rules, regulations, clarifications and modifications Thereunder. |
| Depository | A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018. |
| DP ID | Depository Participant's Identification Number |
| EBITDA | Earnings Before Interest, Taxes, Depreciation & Amortization |

| | |
|----------------------------|---|
| ECS | Electronic Clearing System |
| ESIC | Employee's State Insurance Corporation |
| EMI | Equated Monthly Instalment |
| EPFA | Employee's Provident Funds and Miscellaneous Provisions Act, 1952 |
| EPS | Earnings Per Share |
| EGM /EOGM | Extra-Ordinary General Meeting |
| ESOP | Employee Stock Option Plan |
| EXIM/ EXIM Policy | Export – Import Policy |
| FCNR Account | Foreign Currency Non-Resident (Bank) account established in accordance with the provisions of FEMA |
| FIPB | Foreign Investment Promotion Board |
| FY / Fiscal/Financial Year | Period of twelve months ended March 31 of that particular year, unless otherwise stated |
| FEMA | Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under. |
| FBT | Fringe Benefit Tax |
| FDI | Foreign Direct Investment |
| FIs | Financial Institutions |
| FIIIs | Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India |
| FPIs | “Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992 |
| FTA | Foreign Trade Agreement. |
| FVCI | Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000. |
| FEMA Rules | Foreign Exchange Management (Non-debt Instruments) Rules, 2019 |
| Finance Act | Finance Act, 1994 |
| Fraudulent Borrower | A fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI (ICDR) Regulations. |
| FV | Face Value |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| GoI/Government | Government of India |
| GDP | Gross Domestic Product |
| GIR Number | General Index Registry Number |
| GST | Goods and Services Tax |
| GVA | Gross Value Added |
| HUF | Hindu Undivided Family |
| HNI | High Net Worth Individual |
| HSL | Hem Securities Limited |
| IBBI | Insolvency and Bankruptcy Board Of India |
| IBC | The Insolvency and Bankruptcy Code, 2016 |
| ICAI | The Institute of Chartered Accountants of India |
| ISIN | International Securities Identification Number |
| IST | Indian Standard Time |
| ICWAI | The Institute of Cost Accountants of India |
| IMF | International Monetary Fund |
| IIP | Index of Industrial Production |
| IPO | Initial Public Offer |
| ICSI | The Institute of Company Secretaries of India |
| IFRS | International Financial Reporting Standards |
| INR / Rs./ Rupees/₹ | Indian Rupees, the legal currency of the Republic of India |

| | |
|--------------------------------|---|
| I.T. Act | Income Tax Act, 1961, as amended from time to time |
| IT Authorities | Income Tax Authorities |
| IT Rules | Income Tax Rules, 1962, as amended, except as stated otherwise |
| Indian GAAP | Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016 |
| Ind AS | Indian Accounting Standards as referred to in and notified by the Ind AS Rules |
| Ind AS Rules | The Companies (Indian Accounting Standard) Rules, 2015 |
| IRDA | Insurance Regulatory and Development Authority |
| JV/ Joint Venture | A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities. |
| KMP | Key Managerial Personnel |
| LL.B | Bachelor of Law |
| Ltd. | Limited |
| LLP | Limited Liability Partnership |
| MAT | Minimum Alternate Tax |
| MoF | Ministry of Finance, Government of India |
| MoU | Memorandum of Understanding |
| M. A | Master of Arts |
| MCA | Ministry of Corporate Affairs, Government of India |
| M. B. A | Master of Business Administration |
| M. Com | Master of Commerce |
| Mn | Million |
| M. E | Master of Engineering |
| M. Tech | Masters of Technology |
| Merchant Banker | Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| MSME | Micro, Small and Medium Enterprises |
| MAPIN | Market Participants and Investors Database |
| NA | Not Applicable |
| NCLT | National Company Law Tribunal |
| Net worth | The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account |
| NACH | National Automated Clearing House |
| NEFT | National Electronic Funds Transfer |
| NECS | National Electronic Clearing System |
| NAV | Net Asset Value |
| NCT | National Capital Territory |
| NPV | Net Present Value |
| NRI | Non-Resident Indians |
| NRE Account | Non-Resident External Account |
| NRO Account | Non-Resident Ordinary Account |
| NSE | National Stock Exchange of India Limited |
| NOC | No Objection Certificate |
| NSDL | National Securities Depository Limited |
| OCB or Overseas Corporate Body | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue. |
| P.A. | Per Annum |

| | |
|----------------------------|--|
| PF | Provident Fund |
| PG | Post Graduate |
| PGDBA | Post Graduate Diploma in Business Administration |
| PLR | Prime Lending Rate |
| PAC | Persons Acting in Concert |
| P/E Ratio | Price/Earnings Ratio |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| P.O. | Purchase Order |
| PBT | Profit Before Tax |
| PLI | Postal Life Insurance |
| POA | Power of Attorney |
| PSU | Public Sector Undertaking(s) |
| Pvt. | Private |
| Q.C. | Quality Control |
| RoC | Registrar of Companies |
| RBI | The Reserve Bank of India |
| Registration Act | Registration Act, 1908 |
| ROE | Return on Equity |
| R&D | Research & Development |
| RONW | Return on Net Worth |
| RTGS | Real Time Gross Settlement |
| SCRA | Securities Contracts (Regulation) Act, 1956, as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended from time to time |
| SME | Small and Medium Enterprises |
| SCSB | Self-Certified syndicate Banks |
| STT | Securities Transaction Tax |
| Sub-Account | Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals. |
| Sec. | Section |
| SPV | Special Purpose Vehicle |
| TAN | Tax Deduction Account Number |
| TRS | Transaction Registration Slip |
| Trade Marks Act | Trade Marks Act, 1999 |
| TRAI | Telecom Regulatory Authority of India |
| TIN | Taxpayers Identification Number |
| TAT | Turnaround time |
| UIN | Unique Identification Number |
| U.N. | United Nations |
| US/United States | United States of America |
| UAE | United Arab Emirates |
| USD/ US\$/ \$ | United States Dollar, the official currency of the United States of America |
| U.S. GAAP | Generally Accepted Accounting Principles in the United States of America |
| U.S. Securities Act | United States Securities Act of 1933 |
| VAT | Value Added Tax |
| VCF / Venture Capital Fund | 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. |
| Wilful Defaulter(s) | Company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any |

| | |
|--------|---|
| | company whose director or promoter is categorised as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018. |
| WDV | Written Down Value |
| WTD | Whole Time Director |
| w.e.f. | With effect from |
| -, (₹) | Represent Outflow |

The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

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

Certain Conventions

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, unless the context otherwise indicates or implies, refers to My Mudra Fincorp Limited. All references in the Prospectus to “India” are to the Republic of India. All references in the Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Use of Financial Data

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our restated financial information prepared for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Financial Information of the Company*” beginning on page 150 of this Prospectus

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

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 the 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, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Statutory Auditor, set out in section titled “*Financial Information of the Company*” beginning on page 150 of this Prospectus. As on date of the Prospectus we don’t have any subsidiary. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

For additional definitions used in this Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Prospectus. In the section titled “*Main Provisions of the Articles of Association of our Company*”, on page 262 of the Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

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

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

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled “**Basis for Issue Price**” on page 78 of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

Currency of Financial Presentation

All references to “Rupees” or “INR” or “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “**Industry Overview**” throughout the Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in “**Risk Factors**”, “**Our Business**”, “**Management's Discussion and Analysis of Financial Conditions and Results of Operations**” on page 25, 102 and 193 respectively of this Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

The Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

FORWARD LOOKING STATEMENTS

This Prospectus includes certain “forward-looking statements”. We have included statements in the Prospectus which contain words or phrases such as “will”, “aim”, “is likely to 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, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- loss of consumers;
- Any change in government policies resulting in increases in taxes payable by us;
- Our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- Our ability to retain our key managements persons and other employees;
- Changes in laws and regulations that apply to the industries in which we operate.
- Our failure to keep pace with rapid changes in technology;
- Our ability to grow our business;
- Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
- General economic, political and other risks that are out of our control;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Company’s ability to successfully implement its growth strategy and expansion plans;
- failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
- inability to successfully obtain registrations in a timely manner or at all;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- Any adverse outcome in the legal proceedings in which we are involved;
- Concentration of ownership among our Promoters;
- The performance of the financial markets in India and globally;
- Global distress due to pandemic, war or by any other reason.

For further discussion of factors that could cause our actual results to differ, see the Section titled “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 25, 102 and 193 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Neither our Company or our Directors or our Officers or Book Running Lead Manager or Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with 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 grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

SECTION II – SUMMARY OF PROSPECTUS

A. OVERVIEW OF BUSINESS

Established in 2013, our company operates as a Channel Partner (DSA) for major Banks and NBFCs in India. We integrate tele-calling, advertising, direct marketing, referrals, networking, and a combined physical and digital (physical) approach to acquire customers. We specialize in distributing secured loans (home loans, loans against property), unsecured loans (business loans, personal loans, professional loans), and credit cards. Recently, we expanded to include insurance products. Our platform allows customers to research and compare a wide range of financial products, enhancing choice and transparency.

For further details, please refer to the chapter titled “Our Business” beginning on page 102 of this Prospectus.

B. OVERVIEW OF THE INDUSTRY

The Indian financial services sector is thriving, driven by rising incomes and financial inclusion, with the insurance market projected to reach US\$ 1 trillion by 2025. The fintech space is expanding rapidly, with over 2,100 companies, and the mobile wallet industry is expected to grow at a CAGR of 148% to US\$ 4.4 billion by 2022. Government policies, including increasing the FDI limit in insurance to 74%, support this growth. Digital transactions are set to rise to US\$ 1 trillion by 2023, with UPI transactions reaching 11.23 billion worth US\$ 208.51 billion in November 2023. The banking sector is also growing, with digital payments projected to constitute 65% of all transactions by 2026.

For further details, please refer to the chapter titled “Industry Overview” beginning on page 88 of this Prospectus.

C. OUR PROMOTERS

The Promoters of our Company are Vaibhav Kulshrestha and Nisha Kulshrestha.

D. DETAILS OF THE ISSUE

This is an Initial Public Issue of upto 30,24,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. 110/- per Equity Share (including a share premium of Rs. 100/- per Equity Share) aggregating to Rs. 3326.40 lakhs (“**The Issue**”), out of which 1,53,600 Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. 110/- per Equity Share aggregating up to Rs. 168.96 lakhs will be reserved for subscription by the market maker to the issue (the “**Market Maker Reservation Portion**”). The Issue less Market Maker Reservation Portion i.e. Issue of 28,70,400 Equity Shares of face value of Rs. 10/- each, at an issue price of Rs. 110/- per Equity Share for cash, aggregating to Rs. 3157.44 lakhs is hereinafter referred to as the “**Net Issue**”. The Public Issue and Net Issue will constitute **26.55%** and **25.20%** respectively of the post-issue paid-up Equity Share capital of our Company.

E. OBJECTS OF THE ISSUE

Our Company intends to utilize the net Proceeds of the Issue to meet the following objects: -

| Sr No. | Particulars | Amount (₹ in Lakhs) |
|--------|--|------------------------|
| 1. | Repayment of a portion of certain borrowing availed by our Company | 625.00 |
| 2. | Investment in technology development and digital infrastructure | 660.00 |
| 3. | To meet Working Capital requirements | 700.00 |
| 4. | General Corporate Purpose | 812.10 |
| | Total | 2797.10 |

F. PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 65,88,400 Equity shares of our Company aggregating to 78.74% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Prospectus: -

| Sr. No | Names | Pre IPO | | Post IPO | |
|--------|---------------------|------------------|---------------|------------------|---------------|
| | | Shares Held | % Shares Held | Shares Held | % Shares Held |
| | Promoters | | | | |
| 1. | Nisha Kulshrestha | 4,768,400 | 56.99 | 4,768,400 | 41.86 |
| 2. | Vaibhav Kulshrestha | 1,820,000 | 21.75 | 1,820,000 | 15.98 |
| | Total | 6,588,400 | 78.74 | 6,588,400 | 57.84 |

G. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022: -

(Amount in ₹ Lakhs)

| Sr. No | Particulars | For the year ended | | |
|--------|--|--------------------|------------|------------|
| | | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| 1. | Equity Share Capital | 1.18 | 1.18 | 1.07 |
| 2. | Net Worth | 1679.79 | 844.27 | 437.88 |
| 3. | Total Income | 7,114.36 | 5,355.80 | 2,846.18 |
| 4. | Profit/(loss) after tax | 835.52 | 346.75 | 46.86 |
| 5. | Earnings per Share (based on weighted average number of shares) | 10.09 | 4.19 | 0.63 |
| 6. | Net Asset Value per Share (Based on Weighted Average Number of Shares) | 20.29 | 10.20 | 5.85 |
| 7. | Total Borrowings (including current maturities of long-term borrowings) | 964.41 | 371.10 | 341.20 |

H. AUDITOR QUALIFICATIONS

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

I. SUMMARY OF OUTSTANDING LITIGATIONS

Except as mentioned below, as on the date of this Prospectus, our Company are not involved in any legal proceedings.

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

Litigations against the Company

(Amount in ₹ Lakhs)

| Nature of Cases | No. of Outstanding Cases | Amount in dispute/ demanded to the extent ascertainable |
|-----------------|--------------------------|---|
| Direct Tax | 1 | 52.14 |
| Indirect Tax | 20 | 106.17 |
| Total | 21 | 158.31 |

Litigations against the directors and promoters: -

(Amount in ₹ Lakhs)

| Nature of Cases | No. of Outstanding Cases | Amount in dispute/ demanded to the extent ascertainable |
|-----------------|--------------------------|---|
| Direct Tax | 3 | 9.05 |
| Total | 3 | 9.05 |

For Further details, refer chapter “*Outstanding Litigations and Material Developments*” beginning on page 203 of this Prospectus.

J. RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled “*Risk Factors*” beginning on page 25 of this Prospectus.

K. SUMMARY OF CONTINGENT LIABILITIES

(Amount in ₹ Lakhs)

| Particulars | For the financial year ended | | |
|---|------------------------------|--------------|--------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Contingent liabilities in respect of: | | | |
| TDS Defaults with respect to Delay filing fee, Short Deduction and Interest thereon | 43.28 | 40.97 | 8.77 |
| GST Demand | 53.17 | 1.63 | 1.51 |
| Income Tax Outstanding Demand | 1.00 | 1.00 | 1.00 |
| Total | 97.45 | 43.59 | 11.28 |

For further details, please refer to *Annexure Z - Contingent Liabilities* of the chapter titled “*Financial Information of the Company*” on page 184 of this Prospectus.

L. SUMMARY OF RELATED PARTY TRANSACTIONS

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

List of Related Parties and Nature of Relationship:

| Particulars | Names of related parties | Nature of Relationship |
|--|--------------------------|--|
| Directors and Key Management Personnel (KMP) | Vaibhav Kulshrestha | Chairman & Managing Director (Appointed w.e.f. 01-09-2021) |
| | Abhisek Dhal | Whole-Time Director (Appointed w.e.f. 12-10-2020) |
| | Vidit Jindal | CFO (Appointed w.e.f. 04-01-2024) |
| | Sarita | Independent Director (Appointed w.e.f. 13-05-2024) |
| | Sudhir Kumar Jain | Independent Director (Appointed w.e.f. 13-05-2024) |
| | Piyushi Jindal | CS (Appointed w.e.f. 04-01-2024) |
| | Ganesh Kumar Mishra | Non-Executive Director (Appointed w.e.f. 11-09-2013) |
| | Tushar Jagtap | Director (Appointed from 16-02-2021 to 18-04-2022) |
| | Anju Arora | Director (Appointed from 19-10-2021 to 10-12-2021) |
| Relatives of KMP | Nisha Kulshrestha | Spouse of Vaibhav Kulshrestha |
| | Gaurav Kumar Arya | Brother of Vaibhav Kulshrestha |
| | Anubhav Kulshrestha | Brother of Vaibhav Kulshrestha |

(Amount in ₹ Lakhs)

| Particulars | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|------------|------------|------------|
| (i) Transactions with Director & KMP | | | |
| 1 Ganesh Kumar Mishra | | | |
| Director Remuneration given | 5.40 | 5.04 | 4.61 |
| 2 Abhisek Dhal | | | |
| Director Remuneration given | 25.20 | 17.44 | 13.97 |
| 3 Tushar Jagtap | | | |
| Director Remuneration given | - | - | 6.00 |
| 4 Vaibhav Kulshrestha | | | |

| | | | | |
|--|-----------------------------|-------|-------|-------|
| | Director Remuneration given | 30.00 | 18.00 | 7.00 |
| | Reimbursement of Expenses | 2.65 | 29.49 | 11.02 |
| | Advance Given | 33.11 | 3.00 | 0.90 |
| | Advance Repaid | 32.70 | 3.00 | 0.90 |
| | Closing Balance (Dr/ (Cr)) | 0.41 | - | - |
| 5 | Vidit Jindal | | | |
| | Salary given | 5.66 | | |
| 6 | Piyushi Jindal | | | |
| | Salary given | 1.95 | | |
| | Advances Given | 1.75 | | |
| | Closing Balance (Dr/ (Cr)) | 1.75 | | |
| (ii) Transaction with Relatives of KMP and Enterprises in which KMP/Relatives of KMP can exercise significant influence | | | | |
| 1 | Nisha Kulshrestha | | | |
| | Salary given | 24.00 | 18.00 | 8.75 |
| | Advance Taken | - | - | 5.55 |
| | Advance Repaid | - | - | 5.55 |
| | Closing Balance (Dr/ (Cr)) | - | - | - |
| 2 | Gaurav Kumar Arya | | | |
| | Advance Given | - | - | 0.49 |
| | Advance Repaid | - | - | - |
| | Closing Balance (Dr/ (Cr)) | 0.49 | 0.49 | 0.49 |
| 3 | Anubhav Kulshrestha | | | |
| | Commission paid | 3.52 | 1.70 | - |
| | Advances Given | 0.85 | 1.50 | 0.40 |
| | Advance Repaid | - | 1.50 | - |
| | Closing Balance (Dr/ (Cr)) | 1.25 | 0.40 | 0.40 |

For further details, please refer to the “Annexure-W– Related Party Disclosures” of chapter titled “Financial Information of the Company” on page 182 of this Prospectus.

M. DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby the promoters, members of the promoter group, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Prospectus.

N. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR

Weighted average price at which the Equity Shares were acquired by our Promoters in last one year preceding the date of this Prospectus:

| Sr. No. | Name of the Promoters | No. of Shares acquired in last one year | Weighted Average Price (in ₹)* |
|---------|-----------------------|---|--------------------------------|
| 1. | Nisha Kulshrestha | 47,61,588 | - |
| 2. | Vaibhav Kulshrestha | 18,17,400 | - |

*Except for the bonus issue of shares, which has been made by our Company on May 15, 2024, has acquired/been allotted any Equity Shares in the one year immediately preceding the date of this Prospectus and accordingly the net cost of acquisition has been divided by total number of shares held as on date.

O. AVERAGE COST OF ACQUISITION OF SHARES FOR PROMOTERS

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

| Sr. No. | Name of the Promoters | No. of Shares held | Average cost of Acquisition (in ₹) |
|---------|-----------------------|--------------------|------------------------------------|
| 1. | Nisha Kulshrestha | 47,68,400 | 0.02 |
| 2. | Vaibhav Kulshrestha | 18,20,000 | - |

P. PRE IPO PLACEMENT

Our Company is not considering any pre-IPO placement of equity shares of the Company.

Q. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

Except as set out below, we have not issued Equity Shares for consideration other than cash in the last one year.

| Date of Allotment | Number of Equity Shares | Face Value (Rs.) | Issue Price (Rs.) | Reasons for Allotment | Benefits Accrued to our Company | Name of Allottees | No. of Shares Allotted |
|-------------------|-------------------------|------------------|-------------------|-----------------------------------|--------------------------------------|---------------------|------------------------|
| May 15, 2024 | 83,55,846 | 10 | - | Bonus Issue in the ratio of 699:1 | Capitalization of Reserves & Surplus | Vaibhav Kulshrestha | 18,17,400 |
| | | | | | | Nisha Kulshrestha | 47,61,588 |
| | | | | | | Lalit Dua | 2,05,506 |
| | | | | | | Ritu Dua | 2,05,506 |
| | | | | | | Lalit Dua HUF | 4,86,504 |
| | | | | | | Gaurav Bansal | 5,27,745 |
| | | | | | | Sanchit Gupta | 2,63,523 |
| | | | | | | Vidit Jindal | 88,074 |
| Total | | | | | | 83,55,846 | |

R. SPLIT/ CONSOLIDATION OF EQUITY SHARES

Our company has not done any split/ consolidation/ subdivision of equity shares of the Company since incorporation.

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

As on date of the Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION III – RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Prospectus., particularly the “Financial Information of the Company” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on 137, 94 and 187 respectively of this Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

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

Materiality

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

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

Note:

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

In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “Risk Factors” on page 25 and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” on page 193 of this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Restated Financial Statements”.

INTERNAL RISK FACTORS

- 1. Our business is depended on our relationship with Banks & NBFCs. We have entered into agreements with major Banks and NBFCs, any termination of these existing relationship would adversely affect our business, results of operations, financial condition and prospects.*

Our company derives a substantial portion of its revenue from partnerships with banks and Non-Banking Financial Companies (NBFCs), making our operational success dependent on these relationships. These partnerships enable us to distribute a wide

range of financial products, including secured and unsecured loans, personal loans, business loans, and insurance services. Our banking and NBFC partners are crucial to our business, providing the products we offer to our customers and enhancing our platform's credibility and reach.

However, several risks could jeopardize these partnerships and, consequently, our business operations. Firstly, our banking partners may choose to acquire customers directly, bypassing our services. If our partners decide to develop their own customer acquisition strategies or enhance their digital platforms, they might see less value in partnering with us. This shift could significantly diminish our market presence and revenue, as a substantial portion of our income is derived from these partnerships. Secondly, partners might renegotiate the terms of our agreements, leading to less favorable financial conditions for us. For example, a reduction in our fee arrangements by even a small percentage could significantly impact our profit margins, given the volume of business we conduct through these partners. This financial strain could limit our ability to invest in growth opportunities or improve our service offerings. Thirdly, there is a risk that our partners could reduce or cease their cooperation with us altogether. This could occur if they perceive our services as redundant or less valuable compared to their internal capabilities. Such a development would severely impact our ability to offer financial products and services, potentially leading to a substantial decline in our revenue. For instance, the termination of a major partner relationship, accounting for a significant portion of our business, could result in a sharp revenue decline and disrupt our operations.

Moreover, maintaining these partnerships requires us to ensure efficient credit monitoring and collection efforts to minimize defaults and losses. Our ability to manage these aspects effectively is critical to sustaining our partners' confidence. High levels of consumer engagement on our platform are also crucial; any decline in engagement could reduce our platform's attractiveness to partners. A significant drop in consumer activity could lead to partners questioning the value of our platform, thereby reducing their willingness to collaborate with us.

To mitigate these risks, we continuously strive to strengthen our existing relationships and establish new ones. We engage in regular communication with our partners, align our strategies with their needs, and work to enhance the value we provide. However, the inherent uncertainty in these partnerships means that any failure to maintain or expand them could adversely affect our business. This could lead to reduced cash flows, lower operating margins, and ultimately, a weakened financial condition.

2. A substantial portion of the revenue is generated from our banking partners and financial institutions. Our banking partners and financial institutions are regulated by the Reserve Bank of India ("RBI") and any change in the RBI's policies, decisions and regulatory framework could adversely affect our business, cash flows, results of operations and financial condition.

Our company derives a substantial portion of its revenue from partnerships with banks and Non-Banking Financial Companies (NBFCs), making the success of our operations dependent on these relationships. These partnerships enable us to distribute a variety of financial products, including secured and unsecured loans, personal loans, business loans, and insurance services.

The banking partners or financial institutions we work with are obligated to adhere to rules and comply with the requirements set by different government bodies, such as the Reserve Bank of India (RBI). If the RBI introduces new rules or regulations regarding our business arrangements with these partners, including imposing conditions that require us to modify or adjust our business activities or obtain authorizations, it may adversely affect our business operations and future prospects. Currently, our banking partners and financial institutions hold the requisite authorizations and licenses under applicable laws, and we are not required to obtain any authorizations or licenses from the RBI for our business activity of selling and distributing financial products. However, if there is a change in laws or regulations that requires us to obtain such authorizations or licenses from the RBI, we cannot assure you that we will be able to obtain them in a timely manner, or at all.

Failure to obtain the relevant authorizations or licenses from the RBI or our inability to comply with the requisite procedures could result in the loss of our ability to operate the relevant business, which could adversely affect our financial condition, results of operations, and prospects. Additionally, adverse changes in the credit policies of our Lending Partners or regulatory changes that limit access to capital could significantly impact our growth plans and operational capabilities.

3. The proper functioning of our online platform and technology infrastructure is essential to our business. Any disruption to our IT systems and infrastructure could materially affect our ability to maintain the satisfactory performance of our platform and deliver consistent services to our users.

The industries that we operate in are characterized by technological evolution, changes in Consumer requirements and preferences, introduction of new services and products adopting new technologies, and the emergence of new industry standards and practices, any of which could render our existing technologies and systems less competitive than those used by other market participants or obsolete. The reliability, accessibility and satisfactory performance of our IT systems are critical to our success, our ability to attract and retain Consumers and our ability to maintain a satisfactory user experience and Consumer service. Our systems may experience service interruptions or degradation or other performance problems because of hardware and software defects or malfunctions, unexpected high volume of transactions, distributed denial-of-service and other cyberattacks, infrastructure changes, power losses, disruptions in telecommunications services, unauthorized access, fraud, military or political conflicts, terrorist attacks, legal or regulatory takedowns, phishing, computer viruses, ransomware, malware, or other events. Our systems may also be subject to break-ins, sabotage, theft, intentional acts of vandalism or our employees engaging in unauthorized shadow IT activities.

We may be liable for all costs and damages, as we would not be entitled to any indemnification or warranty that may have been available if we had obtained such systems or software from third-party providers.

4. *Our top ten and top five customers contribute approximately 63.56% and 42.54% respectively of our revenues for the financial year ended March 31, 2024. Any loss of business from one or more of them may adversely affect our revenues and profitability.*

Our top ten customers contribute approximately 63.56%, 77.97% and 84.79% and our top 5 customer contribute approximately 42.54%, 55.40% and 64.09% of our revenues for the financial year ended March 31, 2024, 2023 and 2022 respectively. Any decline in our market share, 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.

Additionally, our revenues may be adversely affected if there is an adverse change in any of our customers' supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers. Further, a decline in our customers' business performance may lead to a corresponding decrease in demand for our products. Furthermore, the volume of work performed for these customers may vary from period to period and we may not be the exclusive service provider for our customers. Consequently, the loss of any existing key customer, may significantly affect our revenues, and we may have difficulty securing comparable levels of business from other customers or secure new customers to offset any loss of revenue from the loss of any of our existing key customers. As a consequence of our reliance on such customers, any adverse change in the financial condition of these customers may also have an adverse effect on our business, financial condition, results of operations, cash flows and future benefits.

5. *Significant disruptions in our information technology systems or breaches of data security could affect our business and reputation.*

We may also face cyber threats such as: (i) Phishing and Trojans - targeting our customers, wherein fraudsters send unsolicited codes or mails to our customers seeking account sensitive information or to infect custom machines to search and attempt ex-filtration of account sensitive information; (ii) Hacking – wherein expert attackers seek to hack into our infrastructure with the primary intention of causing reputational damage to us by disrupting services; (iii) Data theft – This can be internal i.e., by someone who has access to data of our Company or external wherein unconnected expert cyber criminals may attempt to intrude into our network with the intention of stealing our data or information; and (iv) Advanced persistent threat – a network attack in which an unauthorized person gains access to our network and remains undetected for a long period of time in the event of a significant decline in the demand for our products, our business, results of operations and financial condition may be materially and adversely affected.

Our systems are may be vulnerable to data security breaches, whether by our employees, or others that may expose sensitive data to unauthorized persons. We process and transfer data, including personal information, financial information and other confidential data provided to us by our clients. Although we maintain systems and procedures to prevent unauthorized access

and other security breaches, it is possible that unauthorized individuals could improperly access our systems, or improperly obtain or disclose sensitive data that we process or handle. Data security breaches could lead to the loss of intellectual property or could lead to the public exposure of personal information (including sensitive financial and personal information) of our clients' investors or our employees. Any such security breaches or compromises of technology systems could result in institution of legal proceedings against us and potential imposition of penalties, which may have an effect on our business and reputation. However, as of now, we have not encountered any significant disruptions in our information technology systems or data security breaches that have had a detrimental impact on our business or reputation.

6. *We are bound by specific obligations and restrictive covenants outlined in the business agreements we have entered with third parties. Failing to adhere to these obligations and covenants could potentially result in a significant negative impact on our business, prospects, cashflows, and financial condition.*

We have entered in various business agreements with Banks, financial institutions, NBFCs, Insurance Companies and other parties in connection with our business activities. Some of these agreements entail specific restrictive covenants, obligations, and associated risks. For instance, our agreements with banking partner designates us as a business correspondent, and generally require us to adhere to KYC (Know Your Customer) guidelines, data security protocols and other operational guidelines. Any non-compliance with business agreements, may result in breach, termination or modification of any of these agreements and may consequently result in an adverse impact on our business, reputation, financial condition, cash flows, and operational results.

Furthermore, in the event of any breach of obligations or covenants within these agreements, we may be required to indemnify these counterparties, either in part or in full, along with covering any associated costs, for losses they incur due to such breaches. Additionally, some of our company's agreements may lack proper stamping, signatures on all pages, witnesses, or updated commercial terms. If any of our agreement counterparts choose to revoke or alter the arrangements under these agreements, or if they impose terms and conditions that are unfavorable to us, it may disrupt our operations and potentially have an adverse impact on our business and financial results.

7. *We rely on end consumers using one or more of our services, and are thus vulnerable to changes in consumer preferences and behavior that could adversely affect our profitability and financial condition.*

As we rely on end consumers using one or more of our services directly through us or through our Branches/ Sub-DSA, our business may be affected by rapidly-changing end consumer preferences. Our results of operations depend on our ability to attract end customers by anticipating, gauging and responding to such changes in consumer preferences. In ascertaining consumer preferences, we may rely on information furnished to us by or on behalf of our branches and SUB-DSA and customers. We cannot assure you that we would be able to receive updated and accurate information, and be able to interpret it appropriately. If we are unable to anticipate, gauge and respond to changing consumer preferences, or if we are unable to adapt our services to such changes in a timely manner, we may lose or fail to attract customers, who may prefer our competitors. This may adversely affect our business, financial condition, results of operations and cash flows.

8. *We do not own the registered office, corporate office including branches from which we carry out our business activities. If there are issues such as non-renewal of rent agreements, disputes regarding the use of these premises, or disruptions in business operations due to actions by our business associates, our business and operational results could be adversely affected.*

Our registered office and other branches from which we carry out our business activities, are being taken by us on rent. In the event of termination/non-renewal of said agreements, we may be required to vacate the said premises which may cause disruption in our corporate affairs and business and impede our effective operations which could temporarily impact on our business operations until we get suitable alternative premises. For details on the duration of existing rent/ lease agreements for our premises, please refer to the section titled "**Our Business**" beginning on page 102 of this Prospectus. In addition, agreements pertaining to the lease/ rent have irregularities of enforceability, such as non-registration of agreement and inadequate payment of stamp duty, which may affect the value of the relevant agreements in specific performance or other injunctive procedures in a court of law, could impair our operations. Further, it may result in levy of penal charges, in case cognizance being taken by concerned authorities. There can be no assurance that we will, in the future, be able to renew the agreements for the existing locations on same or similar terms, or will be able to find alternate locations for the offices on similar terms favorable to us, or at all. We may also fail to negotiate the renewal of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, affecting our

financial condition and operations. In the event that the rent agreement is terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our Business operations which could materially and adversely affect our business, financial condition and results of operations.

9. *If there are delays in the development or implementation of technology or digital infrastructure and the possible time or cost overruns related to the Proposed implementation or development are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.*

Our Company proposes to utilize an amount of up to ₹660.00 lakhs from the Net Proceeds towards investment in technology development and digital infrastructure. For further details, see “*Objects of the Issue*” on page 69. We have received third-party quotations for the investment in technology development and digital infrastructure, which include the design, development, integration, implementation, and maintenance of software, web portals, and mobile applications. Although we have identified the type of investment required, we have not yet placed orders for the proposed technology development investment amounting to ₹660.00 lakhs. The cost of this investment is based on quotations received from third-party vendors, which are valid for a certain period and may be subject to revisions and other commercial and technical factors.

We cannot assure you that we will be able to invest in technology development and digital infrastructure in a timely manner and at the same price at which the quotations have been received. In the event of any delay in placing the orders, an increase in the cost of technology development, or in the event the vendors are not able to provide the IT infrastructure and operating system in a timely manner, or at all, we cannot assure you that we may be able to identify alternative vendors to provide us with the investment in technology development and digital infrastructure to satisfy our requirements at acceptable prices. Our inability to invest in technology development at acceptable prices or in a timely manner may result in an increase in capital expenditure, causing the proposed schedule implementation and deployment of the Net Proceeds to be extended or varied accordingly, thereby resulting in an adverse effect on our business, prospects, and results of operations.

10. *Increase in Consumer Complaints May Damage Our Reputation, Cause Operational Disruptions, and Affect Financial Performance.*

Our business operations as a Direct Sales Agent (DSA) for banks and NBFCs are significantly reliant on maintaining positive customer relationships and ensuring high levels of customer satisfaction. Any increase in consumer complaints could negatively impact our reputation and, consequently, our business. Customer dissatisfaction arising from issues such as miscommunication, delays in loan processing, incorrect information, or perceived mis-selling can lead to a surge in complaints. This not only damages our brand image but may also attract regulatory scrutiny and legal challenges. If we fail to address and resolve consumer complaints promptly and effectively, it could result in a loss of customer trust and loyalty, adversely affecting our ability to attract new clients and retain existing ones. Moreover, persistent consumer complaints can lead to financial penalties and impact our partnerships with banks and NBFCs, further hindering our operational and financial performance. Therefore, maintaining rigorous customer service standards and promptly addressing grievances is crucial to mitigate this risk and safeguard our business interests.

11. *We have limited experience in one of our services related to distribution of Insurance Products and credit cards. If we are unable to successfully manage our growth, our business, prospects, financial condition and results of operations could be adversely affected.*

Our Company functions as a channel partner (DSA) for major Banks and NBFCs, engaged in the distribution and sale of various financial products. These include secured loans such as home loans and loans against property, unsecured loans like business loans and personal loans, and credit cards. Additionally, we have expanded our services to include the distribution of insurance products. We acknowledge that our relatively short-term experience may impact our ability to manage and grow our business as projected in the coming years. Any inability to effectively manage our operations could negatively affect our business prospects, financial condition, and overall results.


12. *Fraud or negligence by employees or franchises, or similar incidents, including operational fraud, may adversely affect our results of operations and financial condition.*


Operational fraud, such as falsification of sales records or misappropriation of funds, poses a substantial risk to our DSA company. Instances of fraud could involve employees manipulating sales figures, creating fictitious transactions, or fictitious documents. Such activities undermine the integrity of our financial reporting and expose us to potential legal liabilities,

regulatory penalties, and reputational harm. Additionally, employee negligence in adhering to regulatory requirements and ethical standards represents another significant risk. This negligence may manifest in failures to comply with sales practices regulations, mishandling of sensitive customer information, or providing inaccurate information to customers. Breaches in data security due to negligence could result in financial losses, regulatory fines, and damage to our standing in the marketplace. The potential impact of operational fraud and employee negligence on our business operations, financial condition, and reputation necessitates rigorous internal controls, continuous monitoring, and adherence to strict compliance protocols.

13. The internal management of risks associated with statutory requirements applicable to Direct Selling Agents (DSAs) may pose challenges to our operational compliance and financial stability.

Our company operates under regulatory oversight by the Reserve Bank of India (RBI), encompassing compliance with stringent Know Your Customer (KYC) norms, Fair Practices Code (FPC), and data protection regulations. Non-compliance, such as failure to adhere to KYC guidelines, mishandling of customer data, or involvement in unfair practices, could result in severe consequences including regulatory sanctions, fines, or legal liabilities. It is imperative that we maintain effective fraud detection and prevention measures, robust risk management frameworks, and efficient grievance redressal mechanisms to mitigate operational risks and uphold customer trust. Given the dynamic nature of regulatory requirements, our business faces inherent risks related to compliance with RBI guidelines, which may impact our financial performance and market reputation.

14. Our Company's logo  is not registered as on date of this Prospectus. We may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third-party intellectual property rights which could have a material adverse effect on our business, results of operations and financial condition.

Presently, our Company is using wordmark "MY MUDRA" which is registered under class 35 and 36 of Trade Marks Act, 1999, however our company has applied for the registration of our logo " " under class 35 and 36 of the Trade Marks Act, 1999 and the same is pending as date. There can be no assurance that our trademark application will be accepted and the trademark will be registered. Any other vendor in the similar line of business as ours may use the above-mentioned trademark and we may have a lesser recourse to initiate legal proceedings to protect our brand name. In the event we are not able to obtain registrations due to opposition by third parties or if any injunctive or other adverse order is issued against us in respect of our logo for which we have applied for registration, we may not be able to use such trademark and / or avail the legal protection or prevent unauthorized use of such trademark by third parties, which may adversely affect our goodwill and business. Therefore, as on date we do not enjoy the statutory provisions that are accorded to a registered trademark. Further, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects. In case we are unable to obtain the registration for the said trademark in our name, our business revenues and profitability may be impacted. For further details on our trademark, please refer to chapter titled "Our Business" beginning on page 102 of this Prospectus.

15. Our Company has faced penal actions from Banks and NBFCs in the past. There is no guarantee that we will not encounter similar penalties in the future, which could negatively impact our financial condition, operations, and profitability.

Our company, functioning as a Direct Selling Agent (DSA) for major banks and Non-Banking Financial Companies (NBFCs), is subject to strict regulatory and operational standards. These banks and NBFCs have prescribed specific key performance standards and deadlines, with penalties for non-compliance. We may face penal actions from these financial institutions or banks for various reasons, such as delays in delivering full KYC and loan documents, misbehavior or use of abusive language with customers, sales calls to DND (Do Not Disturb) customers, etc. Such penalties can range from fines and sanctions to more severe actions like termination of partnerships or restrictions on certain business activities. In the past, we have faced DSA penal charges from banks and NBFCs. The details of the DSA penalties levied on us over the last three years are as follows:

(Amount in ₹ Lakhs)

| Particulars | For The Year Ended | | |
|-------------------|--------------------|------------|------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| DSA Penal Charges | 2.33 | 2.25 | 1.23 |

The recurrence of such penalties could have several adverse effects on our business. Financially, repeated fines and sanctions would directly impact our profitability and could strain our resources. Operationally, frequent penal actions might necessitate overhauls in our compliance and operational procedures, leading to disruptions and increased costs. Additionally, severe or repeated penalties could damage our reputation and erode the trust and confidence that banks, NBFCs, and customers have in our services. Moreover, if penal actions result in the termination of partnerships with key lending institutions, it would significantly hamper our ability to offer a diverse range of financial products to our customers. This loss of service offerings could lead to a decline in customer acquisition and retention, further impacting our revenue streams and market position.

16. *We operate in dynamic and competitive online fintech industries, which makes it difficult to predict our future prospects.*

We operate in India's dynamic and competitive fintech industry. These industries are relatively new, and business models continue to evolve. The regulatory framework governing the loan, Insurance and credit industry are also developing and may change drastically in the near future. As our business develops and in response to competition, we will continue to provide data insights to our lenders including Banks and NBFCs to assist them to innovate and design better customized products for Consumers as well as to improve their existing products and continue to improve our service offerings or adjust and optimise our business model from time to time. Additionally, our Insurer and Lending Partners may impose more stringent credit management or risk control policies and/or systems to maintain the quality of new products and solutions they offer on our platforms or as a response to general economic conditions, which may negatively affect the growth of our business. Any significant change to our business model may not achieve expected results and may have a material and adverse impact on our financial condition and results of operations. It is therefore difficult to effectively assess our future prospects. The risks and challenges we encounter or may encounter in this emerging, dynamic and competitive market may have an impact on our business and prospects. These risks and challenges include our ability to, among other things:

- develop and maintain relationships with our existing Insurer and Lending Partners and attract new Insurer and Lending Partners;
- navigate and comply with an evolving regulatory environment;
- share our data insights with Insurer and Lending Partners to assist them in developing and launching diversified and distinguishable products;
- grow our Consumer base, market share and enhance our Consumer engagement in a cost-efficient manner;
- effectively implement business development and growth strategies to further increase revenues;
- enhance our credit management and risk control capabilities;
- maintain a secure and scalable technology infrastructure;
- maintain our technology and data focused corporate culture and continue to attract, retain and motivate talented employees;
- generate reasonable returns from our strategic investments or realise synergies by investing in or acquiring potential strategic targets; and
- defend ourselves against litigation, claims concerning intellectual property, privacy or other aspects of our business.

The industries in which we operate are highly competitive, and continuously develop new innovative segments which may not develop as expected. If we fail to educate business partners and Consumers about the value of our services, if the market for our Insurer and Lending Partners' products and solutions does not develop as we expect, if we fail to address the needs of our target market, or face other unexpected risks and challenges, our business and results of operations will be adversely affected.

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

Economic fluctuations, such as changes in interest rates or government policies, can impact the demand for credit cards and personal loans. Adapting to such changes and implementing flexible strategies will be crucial in mitigating the risks associated with economic volatility. Our operations are vulnerable to fluctuations in interest rates. Interest rates are highly volatile and fluctuations thereof are dependent upon many factors, including the monetary policies of RBI, deregulation of the financial services sector in India, domestic and international economic and political conditions, inflation and other factors which are beyond our control. There can be no assurance that we will be able to completely manage our interest rate risk. If we are unable to mitigate the interest rate risk fully, it could have an adverse effect on our net interest margin, thereby affecting our business and financial condition.

18. *We have experienced negative cash flows from operating activities and may do so in the future, which could have a*

material adverse effect on our business, prospects, financial condition, cash flows and results of operations.

The Company has reported negative cash flow from operating activities for financial years 2024, 2023 and 2022 as per the Restated Financial Information as given below:

(Amount in ₹ Lakhs)

| Particulars | For The Year Ended | | |
|---|--------------------|------------|------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Net cash from operating activities | 176.12 | 135.68 | (3.98) |
| Net cash flow from investing activities | (553.73) | (145.14) | (3.17) |
| Net cash flow from financing activities | 497.23 | 39.10 | 21.03 |

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

19. Our Company and Promoters is involved in certain legal proceeding(s) and potential litigations. Any adverse decision in such proceeding(s) may render them liable to liabilities/penalties.

Our Company and Promoters are involved in legal proceedings which are pending at different levels of adjudication authorities. We cannot provide assurance that these legal proceedings will be decided in the favour of our company or director. A classification of these legal and other proceedings are as follows:

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

Litigations against the Company

(Amount in ₹ Lakhs)

| Nature of Cases | No. of Outstanding Cases | Amount in dispute/ demanded to the extent ascertainable |
|-----------------|--------------------------|---|
| Direct Tax | 1 | 52.14 |
| Indirect Tax | 20 | 106.17 |
| Total | 21 | 158.31 |

Litigations against the directors and promoters: -

(Amount in ₹ Lakhs)

| Nature of Cases | No. of Outstanding Cases | Amount in dispute/ demanded to the extent ascertainable |
|-----------------|--------------------------|---|
| Direct Tax | 3 | 9.05 |
| Total | 3 | 9.05 |

For Further details refer chapter “*Outstanding Litigations and Material Developments*” beginning on page 203 of this Prospectus.

20. We require certain approvals or licenses in the ordinary course of business and the failure to renew, obtain or retain them in a timely manner, or at all, may adversely affect our operations.

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained those permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory/ regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended,

we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. Our Company is in the process of making application for change in name in all the permits, licenses and approvals, which are under Company's former name. For further details, please see "**Government and Other Statutory Approvals**" on page 206 of the Prospectus. If we are unable to obtain the requisite licenses in a timely manner or at all, our business operations and results may be affected. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all.

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

Our business has experienced significant growth in prior periods. Our revenue from operations has increased from Rs. 2838.25 Lakhs in FY 2021-22 to Rs. 5346.00 Lakhs in FY 2022-23 and Rs. 7107.24 Lakhs in FY 2023-24. This growth represents a Compound Annual Growth Rate (CAGR) of approximately 58.24% over the past three years. Sustaining this growth will require significant investments, including in assets, and will place pressure on our ability to effectively manage and control both historical and emerging risks. Expansion in the size of our business and the scope and complexity of our operations could strain our internal control framework and processes, potentially leading to delays, increased costs, and lower quality products and services. We may be unable to effectively manage this growth or achieve the desired profitability in the expected timeframe or at all.

As a Direct Selling Agent (DSA) in the loan industry, we operate amidst intense competition from both organized and unorganized players with a widespread presence across various regions in India. Competitors offer similar financial products, potentially gaining a competitive edge in areas such as interest rates, loan terms, customer service, operational efficiency, timely delivery, and reliability. Keeping pace with the ever-changing financial landscape and regulatory environment is crucial, and our ability to adapt will significantly impact our competitive standing.

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

Our Company is engaged in the distribution and sales of financial products as channel partner, which attracts tax liability such as Goods and Service tax and Income tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, Employee State Insurance etc. Any demand or penalty raised by the concerned authority in future for late payments or non-payments for any previous year and current year will affect the financial position of the Company. For instance, our company in the past had delayed filing of GSTR1/ GSTR3B due to operational reasons and accordingly paid late fees and penalties on the same. Any demand or penalty raised by the concerned GST/ Income Tax/ EPF/ESI or any other statutory authority for such late filings may affect the financial position of the company. The Company has now implemented strict monitoring and improved processes to ensure timely filing of returns and timely statutory payments in the future.

23. Stringent and changing laws and regulations relating to privacy and data protection could result in claims, harm our results of operations, financial condition, and prospects, or otherwise harm our business.

We are subject to a variety of laws, rules, directives, and regulations, as well as contractual obligations, relating to the processing of personal information, including personally identifiable information. The regulatory framework for privacy and data protection worldwide is rapidly evolving and, as a result, implementation standards and enforcement practices are likely to continue to evolve for the foreseeable future. Legislators and regulators are increasingly adopting or revising privacy and data protection laws, rules, directives, and regulations that could have a significant impact on our current and planned privacy and data protection-related practices; our processing of personal information; our current or planned business activities. Compliance with current or future privacy and data protection laws affecting personal information to which we are subject could result in higher compliance and technology costs and could restrict our ability to provide certain products and services (such as products or services that involve us sharing personal information with third parties or storing personal information), which could materially and adversely affect our financial position and could reduce income from certain business initiatives.

Our failure, or the failure of any third party with whom we conduct business, to comply with privacy and data protection laws could result in potentially significant regulatory investigations and government actions, litigations, fines, or sanctions and consequently damage to our reputation, which could have a material adverse effect on our business. Complying with privacy and data protection laws and regulations may cause us to incur substantial operational costs or require us to change our privacy and security practices.

24. Adverse publicity and third-party claims regarding our services could negatively impact us.

As a company engaged in the business of Direct Sales Agency (DSA) for banks and NBFCs, Our Company's reputation is crucial to our success. Any adverse publicity or third-party claims regarding our services can significantly impact our business operations and financial condition. Negative media coverage or public opinion, whether justified or not, can damage our brand image, erode customer trust, and reduce our market share. For example, claims of mis-selling, inadequate customer service, or unethical practices can lead to increased scrutiny from regulatory bodies, legal challenges, and potential financial penalties. Furthermore, managing and defending against third-party claims can be time-consuming and costly, diverting resources from core business activities. In a highly competitive market, maintaining a positive reputation is essential for attracting and retaining customers and partners. Therefore, any adverse publicity or third-party claims can undermine our ability to grow and sustain our business, ultimately affecting our overall performance and profitability.

25. Sufficient working capital is essential to ensure the seamless daily operation of our business. If, for any reason, there is a disruption or we encounter difficulties in obtaining the necessary working capital in a timely manner and under favorable terms, it could potentially have a detrimental impact on our operational efficiency, profitability, and prospects for growth.

Our business is working capital intensive as the major investment is in trade receivables, dues towards trade payables and funding day to day operations, therefore our business demands substantial funds towards working capital. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favorable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. For further details regarding incremental working capital requirement, please refer to the chapter titled "*Objects of the Issue*" beginning on page 69 of this Prospectus.

26. We may be exposed to the risk of delays or non-payment by our clients and other counterparties, which may also affect our cash flows and business.

We may be exposed to counterparty credit risk during the normal course of our business relationship with customers or other partners, who may delay or fail to make payments or meet contractual obligations. The financial status of our customers, business partners, and other partners may be affected by their business, which may be affected by a number of factors, including general economic conditions. We cannot assure you of the continued viability of our partners or that we will accurately assess their reliability. We also cannot guarantee that we will be able to collect all or part of past due payments. Any serious non-payment or non-performance by our customers, business partners, suppliers or other partners can affect the financial condition, results of operations and cash flows.

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

There have been a few discrepancies in our corporate records, particularly concerning certain e-forms filed with the Registrar of Companies. These include clerical errors, such as the improper regularization of an additional director appointed by the board in the past, though this appointment has since been ratified as of the date of the Prospectus. Additionally, the Company has not filed certain charge forms i.e. form CHG-1 for vehicle loans taken in the past, leading to non-compliance with Section 77 of the Companies Act, 2013, which may result in penalties under Section 86 or other relevant provisions. However, these loans have been fully repaid as on date. The Company also did not attach cash flow statements with financial statements from the financial years 2017-18 to 2020-21, in violation of Section 129 read with Section 2(40) of the Companies Act, 2013. This has now been rectified, with the Company filing all the relevant cash flow statements for these financial years in E-Form GNL-2, along with the necessary attachments.

Furthermore, the Company had previously not complied with AS-15 (Employee Benefits) but has addressed this in the restated financial statements. Detailed information on gratuity and employee benefit expenses is provided in 'Annexure AB' on page 186 of the Prospectus. While the Company has not yet received any show-cause notice regarding these matters, any future penalties imposed by regulatory authorities for such non-compliance could adversely affect our financial condition to that extent.

28. *Employee fraud or misconduct could harm us by impairing our ability to attract and retain clients and subject us to significant legal liability and reputational harm.*

Our business is exposed to the risk of employee misappropriation, fraud or misconduct. Our employees could make improper use or disclose confidential information, which could result in regulatory sanctions and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures, we may be unable to adequately prevent or deter such activities in all cases. Our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. While we have not been able to identify such issues in the past, that have impaired our ability to attract and retain clients or have subjected us to significant legal liability and reputational harm, however, in the future there could be, and may be instances of fraud and misconduct by our employees, which may go unnoticed for certain periods of time before corrective action is taken. In addition, we may be subject to regulatory or other proceedings, penalties or other actions in connection with any such unauthorized transaction, fraud or misappropriation by our employees, which could adversely affect our goodwill, business prospects and future financial performance. We may also be required to make good any monetary loss to the affected party. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, we cannot assure you that we will recover any amounts lost through such fraud or other misconduct. However, no such instance in the past had been occurred.

29. *We have in the past entered into related party transactions and may continue to do so in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company's financial condition and results of operations.*

We have entered into various transactions with our Directors/ Promoters and Promoter Group members. These transactions, inter-alia include, remuneration, loans and advances, etc. For details, please refer to “**Annexure W- Related Party Transactions**” under Section titled “**Financial Information of the Company**” on page 182 of this Prospectus. Our Company has entered such transactions due to easy proximity and quick execution on arms-length price in compliance with provisions of Companies Act 2013 and other applicable laws. Although all related-party transactions that we may enter into in the future are subject to approval by Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions are not entered into with related parties.

Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

30. *We are dependent on our Promoters and Directors for the continued success of our business through their continuing services and strategic guidance and support.*

We benefit from our relationship with our individual Promoters and our success depends upon the continuing services of our Promoters and executive Directors who have been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Our Promoters and executive Directors have been actively involved in the day to day operations and management. Accordingly, our performance is dependent upon the services of our Promoters and executive Directors. If our Promoters and executive directors are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all. Further, we rely on the continued services and performance of our key managerial personnel, executives and senior management for continued success and smooth functioning of the operations of the Company. If we lose the services of any of our key managerial personnel, we may be unable to locate suitable or qualified replacements and may incur additional expenses to recruit and train new personnel, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. Our Promoters and executive Directors, along with the key managerial personnel, have over the years built relations with various customers and other persons who form part of our stakeholders and are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected. For further details of our Directors and key managerial personnel, please refer to Section “**Our Management**” on page 131 of this Prospectus.

31. *Our Company has during the preceding one year from the date of this Prospectus have allotted Equity Shares at a price which is lower than the Issue Price.*

In the last 12 months, we have made allotments of Equity Shares through bonus issue of shares to the shareholders, which is given without any consideration to the shareholders. For details, please refer to section titled “**Capital Structure**” on page 57 of this Prospectus. The Issue Price may not be an indicative of the price that will prevail in the open market following listing of the Equity Shares.

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

Our business is subject to loss due to theft or occurrence of any unforeseen event such as fire, earthquake, other natural calamities, terrorism and force majeure events. We maintain insurances for the same which include ICICI Lombard MSME Suraksha Kavach (Complete Fire Insurance), which provide appropriate coverage in relation to Fire, theft and burglary. Along with the same, we have taken Group Personal Accident Insurance of Employees covering Permanent Partial Disability (PPD) and Permanent Total Disability (PTD). We have taken the ICICI Lombard Burglary Insurance Policy which protects damages and misfortunes caused to property and its contents. We have also taken Auto Secure- Private Car Package policy covers loss or damage to the insured vehicle and its accessories due to: Fire, explosion, self-ignition or lightning, Burglary, housebreaking or theft, Riot and Strike. However, it's important to note that we currently do not possess a Key Men Insurance policy for our Key Managerial Persons. While our existing insurance provides a level of protection, there can be no assurance that our insurance policies will be adequate to cover the losses/ damages. suffered or that such insurance coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. If we suffer a significant uninsured loss or if insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

33. *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 its first year of operation, there is no guarantee that we can implement the same on time and within the estimated budget going forward or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

34. *The average cost of acquisition of Equity Shares by our Promoters, could be lower than the issue price.*

The average cost of acquisition of Equity Shares of our Promoters may be lower than the Issue Price decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapters “**Capital Structure**” beginning on pages 57 of this Prospectus

35. *We are subject to restrictive covenants under our credit facilities that limit our operational flexibility.*

The loan agreements entered into by us with banks contain specific covenants which require us to obtain the prior approval/ permission from the banks on the occurrence of certain events such as formulation of any scheme of amalgamation or reconstruction, undertaking of any new project or expansion, making any substantial change in our management set up, any change in our capital structure resulting in reduction of capital, etc. Further, there can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see “**Statement of Financial Indebtedness**” on page 190 of this Prospectus.

36. *Our Promoter and the Promoter Group will jointly continue to retain majority shareholding in our Company after the issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders.*

Our Promoter and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company or their relatives, dividend entitlement, properties given by them on lease/rental basis or loans advanced by them to the Company, and benefits deriving from the directorship in our Company. There can be no assurance that our Promoter will exercise his rights as shareholder to the benefit and best interest of our Company. Our Promoter will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. For further information, please refer to the chapters/section titled “*Our Business*”, “*Our Promoters & Promoter Group*” and “*Annexure W- Related Party Transactions*”, beginning on pages 102, 145 and 182 respectively of this Prospectus

37. *Loans availed by Our Company has been secured on personal guarantees of our Promoters and Directors. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected in case of invocation of any personal guarantees provided by our directors.*

Our Promoters namely Vaibhav Kulshrestha & Nisha Kulshrestha and our Directors namely Abhisek Dhal & Ganesh Kumar Mishra has provided personal guarantee to secure a significant portion of our existing borrowings taken from the banks and may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the personal guarantees provided by the aforesaid may be invoked which could negatively impact their reputation and net worth. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. We may also not be successful in procuring alternate guarantees/ alternate security satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer “*Statement of Financial Indebtedness*” on page 190 of this Prospectus

38. *There may be potential conflicts of interest if our Promoters or Directors get involved in any business activities that compete with or are in the same line of activity as our business operations.*

At present none of our Promoter are engaged in any other business having object similar to the line of business of our Company. However, there can be no assurance that our Promoter or members of the 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 future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations.

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

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer “*Dividend Policy*” on page 149 of this Prospectus.

40. *We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.*

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, convertible securities or securities linked to Equity Shares including through exercise of employee stock options and such issuance may not be done at terms and conditions, which

are favourable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt-to-equity ratio to increase or require us to create charges or liens on our assets in favor of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

41. *We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms. Our failure to obtain sufficient financing could result in delay or abandonment of our business plans and this may have an adverse effect on our growth and operations.*

We may require additional funds in connection with our future business operations. In addition to the Net Proceeds of this Issue and our internal accruals, we may need other sources of funding to meet these requirements, which may include entering into new debt facilities with lending institutions. Our ability to obtain external financing in the future is subject to a variety of uncertainties. Our ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors, including our future financial condition, results of operations and cash flows, the amount and terms of our existing indebtedness, general market conditions and market conditions for financing activities and the economic, political and other conditions in the markets where we operate. If we decide to raise additional funds through the issuance of debt, our interest obligations will increase, and we may be subject to additional covenants. Such financing could cause our debt-to-equity ratio to increase or require us to create charges or liens on our assets in favour of lenders.

We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in delay or abandonment of our business plans and this may have an adverse effect on our future growth and operations.

42. *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.*

The proposed fund requirement for Repayment of certain borrowing availed by our Company, in part or full, Investment in technological development and digital infrastructure and to meet our Working Capital requirements, 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 our future plans/ strategy within the given timeframe. For details, please refer to the Chapter titled "***Objects of the Issue***" beginning on page 69 of this Prospectus

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

We propose to utilize the Net Proceeds for Repayment of certain borrowing availed by our Company, in part or full, Investment in technological development and digital infrastructure, to meet our Working Capital requirements and general corporate purposes. For further details of the proposed objects of the Issue, see "***Objects of the Issue***" beginning on page 69 of this Prospectus. We cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed

utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoter will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

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

Since the Issue is for an amount not exceeding ₹10,000 lakhs, in terms of SEBI ICDR Regulations, our Company is not required to appoint an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our finances. Further, Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue.

45. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in this Prospectus.

While facts and other statistics in the Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various governmental and organizational web site data that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "**Industry Overview**" beginning on page 88 of this Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

46. Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.

Any future equity issuance by our Company may lead to the dilution of investors' shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

47. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the Emerge Platform of NSE Platform in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the Emerge Platform of NSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

48. The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and

volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

49. Certain data mentioned in this Prospectus has not been independently verified.

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

50. Investors other than retail (including non-institutional investors and Corporate Bodies) are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application.

Pursuant to the SEBI ICDR Regulations, Investors other than retail (including non-institutional investors and Corporate Bodies) are not permitted to withdraw or lower their Application (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application. While our Company is required to complete Allotment pursuant to the issue within six Working Days from the issue Closing Date, events affecting the Applicants decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition, may arise between the date of submission of the Application and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the applicant's ability to sell the Equity Shares Allotted pursuant to the issue or cause the trading price of the Equity Shares to decline on listing.

51. The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.

The deployment of funds as stated in the "Objects of the Issue" beginning on page 69 of this Prospectus is entirely at the discretion of our management and has not been appraised by any independent agency. Further, the purposes for which the Net Proceeds are to be utilized have not been appraised by an independent entity and are based on our estimates and on third-party quotations. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds. In such a situation, we would have broad discretion in allocating these net proceeds from the Issue without any action or approval of our shareholders. In case the assumptions on which these estimates have been made are not correct or they become un-realistic then there will be a variation in the estimates and the actual expenditure incurred which could result in execution delays and have an adverse effect on our operations and profitability.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While we are required to complete Allotment, listing and commencement of trading pursuant to the Issue within six (6) Working Days from the Bid/Issue Closing Date, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash

flows and financial condition may arise between the date of submission of the Bid and Allotment, listing and commencement of trading. We may complete the Allotment, listing and commencement of trading of our Equity Shares even if such events occur and such events may limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Issue or may cause the trading price of our Equity Shares to decline on listing. Retail Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Issue within six Working Days from the Bid/Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

EXTERNAL RISK FACTORS

53. We may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of Rs.1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

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

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

55. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in this Prospectus.

While facts and other statistics in the Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "**Industry Overview**" beginning on page 88 of this Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These

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

57. *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.

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

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

59. *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 in India, other incidents such as those in US, Russia, Ukraine, Indonesia, Madrid, 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.

60. *Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.*

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter "Government and Other Approvals" on page 206 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. For instance, the Government has proposed a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and state Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

SECTION IV- INTRODUCTION

THE ISSUE

| PRESENT ISSUE IN TERMS OF THIS PROSPECTUS | |
|--|--|
| Equity Shares Offered through Public Issue⁽¹⁾⁽²⁾ | Issue of 30,24,000 Equity Shares of ₹10 each for cash at a price of ₹110/- (including a Share premium of ₹100/- per Equity Share) per share aggregating to ₹3326.40 Lakhs. |
| Out of which: | |
| Issue Reserved for the Market Makers | 1,53,600* Equity Shares of ₹10 each for cash at a price of ₹110/- (including a Share premium of ₹100/- per Equity Share) per share aggregating to ₹ 168.96 Lakhs |
| Net Issue to the Public | 28,70,400* Equity Shares of ₹10 each for cash at a price of ₹110/- (including a Share premium of ₹100/- per Equity Share) per share aggregating to ₹3157.44 Lakhs |
| Out of which* | |
| A. QIB Portion ⁽³⁾⁽⁴⁾ | 14,34,000* Equity Shares of ₹10 each for cash at a price of ₹110/- (including a Share premium of ₹100/- per Equity Share) per share aggregating to ₹1577.40 Lakhs |
| Of which | |
| i) Anchor Investor Portion | 8,59,200* Equity Shares of ₹10 each for cash at a price of ₹110/- (including a Share premium of ₹100/- per Equity Share) per share aggregating to ₹945.12 Lakhs |
| ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed) | 5,74,800 Equity Shares of ₹10 each for cash at a price of ₹110/- (including a Share premium of ₹100/- per Equity Share) per share aggregating to ₹632.28 Lakhs |
| B. Non-Institutional Portion | 4,30,800* Equity Shares of ₹10 each for cash at a price of ₹ 110/- (including a Share premium of ₹100/- per Equity Share) per share aggregating to ₹473.88 Lakhs |
| C. Retail Portion | 10,05,600* Equity Shares of ₹ 10 each for cash at a price of ₹110/- (including a Share premium of ₹100/- per Equity Share) per share aggregating to ₹1106.16] Lakhs |
| Pre and Post – Issue Equity Shares | |
| Equity Shares outstanding prior to the Issue | 83,67,800 Equity Shares of face value of Rs.10 each. |
| Equity Shares outstanding after the Issue | 1,13,91,800 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 Prospectus |

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

Notes:

- 1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229(2) of SEBI (ICDR) Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
- 2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on May 15, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on May 21, 2024.

- 3) The SEBI (ICDR) Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-Institutional bidders.
- 4) Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- 5) Our Company, in consultation with the Book Running Lead Manager, has allocated up to 60% of the QIB Portion (i.e. 8,59,200 Equity Shares) to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. For further details, please refer section titled “*Issue Procedure*” beginning on page 238 of this Prospectus

SUMMARY OF FINANCIAL STATEMENTS

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in ₹ Lakhs)

| PARTICULARS | | As at the Year ended | | |
|-------------|---|----------------------|----------------|---------------|
| | | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| A) | EQUITY AND LIABILITIES | | | |
| 1. | Shareholders' Funds | | | |
| (a) | Share Capital | 1.18 | 1.18 | 1.07 |
| (b) | Reserves & Surplus | 1678.61 | 843.08 | 436.81 |
| | | 1679.79 | 844.27 | 437.88 |
| 2. | Non-Current Liabilities | | | |
| (a) | Long Term Borrowings | 303.11 | 140.20 | 130.33 |
| (b) | Long Term Provisions | 10.62 | 5.66 | 3.48 |
| | | 313.73 | 145.87 | 133.80 |
| 3. | Current Liabilities | | | |
| (a) | Short Term Borrowings | 661.30 | 230.90 | 210.87 |
| (b) | Trade Payables | | | |
| (i) | total outstanding dues of micro enterprises and small enterprises; and | 5.74 | 23.51 | 4.75 |
| (ii) | total outstanding dues of creditors other than micro enterprises and small enterprises. | 18.00 | 15.88 | 25.21 |
| (c) | Other Current Liabilities | 90.91 | 105.43 | 120.20 |
| (d) | Short Term Provisions | 258.35 | 119.16 | 6.89 |
| | | 1034.30 | 494.88 | 367.92 |
| | Total | 3027.82 | 1485.01 | 939.60 |
| B) | ASSETS | | | |
| 1. | Non-Current Assets | | | |
| (a) | Property, Plant & Equipment and Intangible Assets | | | |
| | i) Tangible Assets | | | |
| | (i) Gross Block | 343.43 | 200.50 | 145.74 |
| | (ii) Depreciation | 143.26 | 85.60 | 43.83 |
| | (iii) Net Block | 200.17 | 114.90 | 101.91 |
| | ii) Intangible Assets | | | |
| | (i) Gross Block | 0.51 | 0.51 | - |
| | (ii) Depreciation | 0.32 | 0.20 | - |
| | (iii) Net Block | 0.19 | 0.32 | - |
| | iii) Capital Work in Progress | 362.37 | 122.13 | - |
| | | 562.74 | 237.35 | 101.91 |
| (b) | Non-Current Investment | - | - | 25.98 |
| (c) | Deferred Tax Assets (Net) | 17.90 | 9.17 | 2.36 |
| (d) | Long Term Loans and Advances | 350.11 | 205.05 | 211.32 |
| | | 368.01 | 214.21 | 239.66 |
| | | 930.75 | 451.56 | 341.57 |
| 2. | Current Assets | | | |
| (a) | Current Investment | 25.49 | - | - |
| (b) | Trade Receivables | 1275.29 | 693.75 | 378.23 |
| (c) | Cash and Cash equivalents | 193.06 | 73.45 | 43.82 |
| (d) | Short-Term Loans and Advances | 601.08 | 265.39 | 175.11 |
| (e) | Other Current Assets | 2.14 | 0.87 | 0.88 |
| | | 2097.07 | 1033.46 | 598.03 |
| | Total | 3027.82 | 1485.01 | 939.60 |

RESTATED STATEMENT OF PROFIT AND LOSS*(Amount in ₹ Lakhs)*

| Particulars | | For the Year ended on | | |
|-------------|--|-----------------------|----------------|----------------|
| | | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| 1 | Revenue From Operation | 7107.24 | 5346.00 | 2838.25 |
| 2 | Other Income | 7.11 | 9.80 | 7.93 |
| 3 | Total Income (1+2) | 7114.36 | 5355.80 | 2846.18 |
| 4 | Expenditure | | | |
| (a) | Employee Benefit Expenses | 674.83 | 509.52 | 357.80 |
| (b) | Finance Cost | 108.00 | 55.35 | 40.37 |
| (c) | Depreciation and Amortisation Expenses | 57.78 | 41.97 | 15.93 |
| (d) | Other Expenses | 5154.13 | 4263.17 | 2362.16 |
| 5 | Total Expenditure 4(a) to 4(d) | 5994.74 | 4870.01 | 2776.26 |
| 6 | Profit/(Loss) Before Exceptional & extraordinary items & Tax (3-5) | 1119.61 | 485.79 | 69.92 |
| 7 | Exceptional item | - | - | - |
| 8 | Profit/(Loss) Before Tax (6-7) | 1119.61 | 485.79 | 69.92 |
| 9 | Tax Expense: | | | |
| (a) | Tax Expense for Current Year | 292.83 | 145.84 | 22.01 |
| (b) | Deferred Tax | (8.74) | (6.81) | 1.05 |
| | Net Current Tax Expenses | 284.09 | 139.04 | 23.06 |
| 10 | Profit/(Loss) for the Year (8-9) | 835.52 | 346.75 | 46.86 |
| 11 | Earnings per equity shares (Face Value of Rs. 10 each) | | | |
| | i Basic | 10.09 | 4.19 | 0.63 |
| | ii Diluted | 10.09 | 4.19 | 0.63 |

RESTATED CASH FLOW STATEMENT*(Amount in ₹ Lakhs)*

| PARTICULARS | For the Year ended on | | |
|---|-----------------------|-------------------|-------------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| A) Cash Flow from Operating Activities: | | | |
| Net Profit before tax | 1119.61 | 485.79 | 69.92 |
| Adjustment for: | | | |
| Depreciation | 57.78 | 41.97 | 15.93 |
| Interest Paid | 96.08 | 50.44 | 38.09 |
| Provision of Gratuity | 7.88 | 4.21 | 5.38 |
| Profit on sale of Motor car | - | (0.00) | - |
| Operating profit before working capital changes | 1281.35 | 582.41 | 129.32 |
| Changes in Working Capital | | | |
| (Increase)/Decrease in Trade Receivables | (581.54) | (315.52) | (136.93) |
| (Increase)/Decrease in Short Term Loans & Advances and Provisions | (335.69) | (90.28) | 39.13 |
| Increase/(Decrease) in Trade Payables | (15.65) | 9.43 | (50.50) |
| Increase/(Decrease) in Other Current Liabilities | (14.51) | (14.78) | 46.72 |
| (Increase)/Decrease in Other Current Assets | (1.28) | 0.01 | (0.88) |
| Cash generated from operations | 332.68 | 171.27 | 26.87 |
| Less: Income Taxes paid | (156.57) | (35.59) | (30.84) |
| Net cash flow from operating activities (A) | 176.12 | 135.68 | (3.98) |
| | | | |
| B) Cash Flow from Investing Activities: | | | |
| Purchase of Fixed Assets including of CWIP | (383.17) | (179.40) | (106.00) |
| Sale of Fixed Assets including of CWIP | - | 2.00 | - |
| Long term Investment made/ Sold during the year | (25.49) | 25.98 | (25.98) |
| Increase/(Decrease) in Long Term Loans and Advances | (145.06) | 6.28 | 128.81 |
| Net cash flow from Investing activities (B) | (553.73) | (145.14) | (3.17) |
| | | | |
| C) Cash Flow from Financing Activities: | | | |
| Proceeds from Issue of Share Capital | - | 0.11 | - |
| Share Premium | - | 59.52 | - |
| Increase/(Decrease) in Short Term Borrowings | 430.40 | 20.03 | 2.19 |
| Increase/(Decrease) in Long Term Borrowings | 162.91 | 9.88 | 56.93 |
| Interest Paid | (96.08) | (50.44) | (38.09) |
| Net cash flow from financing activities (C) | 497.23 | 39.10 | 21.03 |
| | | | |
| Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C) | 119.61 | 29.63 | 13.89 |
| Cash equivalents at the beginning of the year | 73.45 | 43.82 | 29.93 |
| Cash equivalents at the end of the year | 193.06 | 73.45 | 43.82 |
| | | | |
| Notes: | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| 1. Component of Cash and Cash equivalents | | | |
| Cash on hand | 34.58 | 38.11 | 20.28 |
| Balance With banks | 58.45 | 35.33 | 23.54 |
| Other Bank Balance | 100.03 | - | - |
| | 193.06 | 73.45 | 43.82 |

GENERAL INFORMATION

Brief Summary:

Our Company was originally incorporated as a Private Limited Company under the name “My Mudra Fincorp Private Limited” on September 11, 2013 bearing CIN U65191DL2013PTC257611 under the provisions of the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on August 11, 2023 our company was converted into a Public Limited Company and consequently the name of our Company was changed from “My Mudra Fincorp Private Limited” to “My Mudra Fincorp Limited” vide a fresh Certificate of Incorporation consequent upon conversion from private company to public company dated October 19, 2023 issued by the Registrar of Companies, Delhi, bearing CIN U65191DL2013PLC257611.

For further details, please refer to chapter titled “*History and Corporate Structure*” beginning on page 126 of this Prospectus.

Registered Office:

My Mudra Fincorp Limited

17A/45, 2nd Floor, w.e.a. Karol Bagh,
Central Delhi, New Delhi - 110005,
Delhi, India.

Tel. No.: 011-47010500

E-mail: info@mymudra.com

Website: www.mymudra.com

CIN: U65191DL2013PLC257611

Registration Number: 257611

Corporate Office:

My Mudra Fincorp Limited

17A/45, 3rd Floor, w.e.a. Karol Bagh,
Central Delhi, New Delhi - 110005,
Delhi, India.

Tel. No.: 011-47010500

E-mail: info@mymudra.com

Website: www.mymudra.com

CIN: U65191DL2013PLC257611

Registration Number: 257611

Address of the RoC:

Registrar of Companies, Delhi

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

Tel No: 011-26235703/26235708

Email id: roc.delhi@mca.gov.in

Website: www.mca.gov.in

Board of Directors of our Company

The Board of Directors of our Company as on the date of filing of this Prospectus consists of:

| Name of Director | Designation | Address | DIN |
|---------------------|------------------------------|--|----------|
| Vaibhav Kulshrestha | Chairman & Managing Director | ED 54, Ground Floor, Tagore Garden, West Delhi, Delhi, 110027, India | 06979149 |

| | | | |
|---------------------|------------------------|---|----------|
| Abhisek Dhal | Whole Time Director | MIG-30, Baramunda Housing Board Colony, Bhubaneswar (M.C.), Khorda, Odisha – 751003, India | 08909761 |
| Ganesh Kumar Mishra | Non-Executive Director | 1769, Gali No. 16, Block-H, Sangam Vihar, Hamdard Nagar, South Delhi, Delhi -110062, India | 06593768 |
| Sarita | Independent Director | RZ-F-908/7 Mahatama Gandhi Marg, Raj Nagar part 2, Bagdola, Palam colony, South West Delhi, Delhi, 110077, India. | 10626409 |
| Sudhir Kumar Jain | Independent Director | 15/93, GF Subhash Nagar, Tagore Garden, West Delhi – 110027, Delhi, India. | 10626387 |

For further details in relation to our directors, please refer to chapter titled **“Our Management”** on page 131 of this Prospectus

| Chief Financial Officer | Company Secretary & Compliance Officer |
|--|---|
| Vidit Jindal My Mudra Fincorp Limited 17A/45, 2nd Floor, w.e.a. Karol Bagh, Central Delhi, New Delhi - 110005, Delhi, India. Tel. No.: +91- 9999046554 E-mail: info@mymudra.com Website: www.mymudra.com | Piyushi Jindal My Mudra Fincorp Limited 17A/45, 2nd Floor, w.e.a. Karol Bagh, Central Delhi, New Delhi - 110005, Delhi, India. Tel. No.: +91-9355018299 E-mail: cosec@mymudra.com Website: www.mymudra.com |

Investor Grievances

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Book Running Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants’ DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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.

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor. For all Issue related queries and for redressal of complaints, investors may also write to the BRLM.

Details of Key Intermediaries pertaining to this Issue and Our Company:

| Book Running Lead Manager to the Issue | Legal Advisor to the Issue |
|---|---|
| Hem Securities Limited Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India. Tel No.: +91-22-4906 0000 | Vedanta Law Chambers Address: 1 st Floor, SSK House, B-62, Sahakar Marg, Lalkothi, Jaipur-302015, Rajasthan, India Tel No.: +91- 141 -2740911, 4014091 Fax: +91- 141 -2740911 |

| | |
|--|---|
| <p>Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Ravi Kumar Gupta SEBI Regn. No.: INM000010981</p> | <p>Email: vedantalawchambers@gmail.com Website: www.vedantalawchambers.com Contact Person: Advocate: Nivedita Ravindra Sarda Designation: Partner</p> |
| Registrar to the Issue | Statutory Auditors |
| <p>Skyline Financial Services Pvt Ltd Address: D-153/A, First Floor, Okhla Industrial Area, Phase I, New Delhi, Delhi, 110020, India Tel No.: 011- 40450193-97 Email: ipo@skylinerta.com Website: www.skylinerta.com Contact Person: Mr. Anuj Rana Designation: Assistant Manager SEBI Registration Number: INR000003241</p> | <p>M/s. Sangita Gupta & Associates Chartered Accountants Address: 203, 2nd Floor, Plot No. 10, MLU, Vardhman Gee Dee Plaza, Sec. 12, Dwarka, New Delhi, Delhi-110078, India Telephone: +91 1145564990 E-mail: casangitakumarigupta@gmail.com Website: www.casangitagupta.com Firm Registration No.: 023808N Membership No: 518358 Contact Person: CA Sangita Kumari Gupta Peer Review Certificate No: 016217</p> |
| Bankers to the Company | Syndicate Member |
| <p>Canara Bank Address: C-7(A), Sultan House, SJS Highway, Bani Park, Jaipur, Rajasthan-302016 India. Tel. No.: 0141-2200244 Contact Person: Mahesh Sharma Designation: Chief Manager Email: cb2459@canarabank.com Website: www.canarabank.com</p> | <p>Hem Finlease Private Limited Address: 203, Jaipur Tower, M. I. Road, Jaipur-302001, Rajasthan, India. Tel No.: +91-141-4051000 Email Id: ashoks@hemsecurities.com Website: www.hemsecurities.com Contact Person: Ashok Soni SEBI Registration Number: INZ000167734</p> |
| Bankers to the Issue/ Refund Banker/Sponsor Bank | |
| <p>HDFC Bank Limited Address: FIG-OPS Department, Lodha - I Think Techno Campus, O-3 Level, Next to Kanjurmarg Railway Station, Kanjurmarg (East), Mumbai – 400042 Maharashtra, India. Tel: +91-22-30752929/28/14 Email: siddharth.jadhav@hdfcbank.com, eric.bacha@hdfcbank.com, sachin.gawade@hdfcbank.com, tushar.gavankar@hdfcbank.com, pravin.teli2@hdfcbank.com Contact Person: Eric Bacha/ Sachin Gawade/ Pravin Teli/ Siddharth Jadhav/ Tushar Gavankar Website: www.hdfcbank.com SEBI Registration Number: INBI00000063</p> | |

Designated Intermediaries:**Self-Certified Syndicate Banks (SCSB's)**

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Application Forms, refer to the above-mentioned SEBI link.

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs/ mobile applications whose name appears on the SEBI website www.sebi.gov.in in at the following path: Home >> Intermediaries/Market Infrastructure Institutions >> Recognized intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

Investor shall ensure that when applying in IPO using UPI, the name of his Bank appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, he/she shall also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the aforesaid list.

Syndicate SCSB Branches

In relation to ASBA Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and updated from time to time. For more information on such branches collecting Bid-cum-Application Forms from the Syndicate at Specified Locations, refer to the above-mentioned SEBI link.

Registered Brokers

Bidders can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and email address, is provided on the website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

Registrar and Share Transfer Agents

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

Collecting Depository Participants (CDPs)

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

Brokers to the Issue

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

Expert Opinion

Except the report of the Auditor on statement of special tax benefits and report on restated financial statements prepared for the financial year ended March 31, 2024, 2023 and 2022 as included in this Prospectus, our Company has not obtained any expert opinion.

Inter-se Allocation of Responsibilities

Since, Hem Securities Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Book Running Lead Manager is not applicable.

Monitoring Agency

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds.

Green Shoe Option

No Green Shoe Option is applicable for this Issue.

Appraising Entity

None of the objects for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

Credit Rating

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

IPO Grading

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

Debenture Trustees

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

Filing of Offer Document with the Designated Stock Exchange/SEBI/ROC

The Prospectus is being filed with NSE, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus has been filed with Emerge Platform of National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus was neither be filed with SEBI, nor SEBI issued any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus was filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in/a> copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 was filed with the ROC at its office through the electronic portal at <http://www.mca.gov.in> and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed to the RoC through the electronic portal at <http://www.mca.gov.in>

Book Building Process

Book Building, in the context of the Issue, refers to the process of collection of Bids from bidders on the basis of the Prospectus and the Bid Cum Application Forms and the Revision Forms within the Price Band. The Price Band was determined by our Company in consultation with the Book Running Lead and advertised in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Delhi Edition of Regional newspaper Pratah Kiran where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date.

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

In terms of SEBI ICDR Regulations, QIBs and Non-Institutional Investors were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of number of Equity Shares or the Bid Amount) at any stage. RIIs Bidding could revise their Bid(s) during Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing date. Allocation in the issue will be made on a proportionate basis.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “*Issue Procedure*” beginning on page 238 of the Prospectus. .

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

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 238 of this Prospectus

Underwriting

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter, **Hem Securities Limited** in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated August 08, 2024 entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

| Details of the Underwriter | No. of shares underwritten | Amount Underwritten (₹ in Lakhs) | % of Total Issue Size Underwritten |
|--|----------------------------|----------------------------------|------------------------------------|
| Hem Securities Limited Address: - 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, India Tel No.: +91-22-4906 0000 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Rohit Sharma SEBI Registration Number: INM000010981 | 30,24,000 | 3326.40 | 100% |

*Includes up to 1,53,600 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker Hem Finlease Private Limited in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

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

CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

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

| Details of Auditors | Date of Change | Reason |
|--|-----------------------------------|---|
| M/s. Awadhesh Kumar & Associates Chartered Accountants Address: 307, Hemkunt Chambers 89, Nehru Place, New Delhi – 110019, Delhi, India. Telephone: +91-9810388816 E-mail: caakasso@gmail.com Firm Registration No.: 030306N Membership No: 097469 Contact Person: CA Awadhesh Kumar | Date of Resignation: May 04, 2024 | Resignation due to not having peer review certificate |
| M/s. Sangita Gupta & Associates Chartered Accountants Address: 203, 2nd Floor, Plot No. 10, MLU, Vardhman Gee Dee Plaza, Sec. 12, Dwarka, New Delhi, Delhi-110078, India Telephone: 011-45564990 E-mail: casangitakumarigupta@gmail.com Website: www.casangitagupta.com Firm Registration No.: 023808N Peer Review Certificate Number: 016217 Membership No: 518358 Contact Person: CA Sangita Kumari Gupta | Date of Appointment: May 14, 2024 | Appointment in casual vacancy |

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the BRLM has entered into Market Making Agreement dated August 08, 2024 with the following Market Maker, to fulfill the obligations of Market Making for this issue:

| | |
|--------------------------------------|--|
| Name: | Hem Finlease Private Limited |
| Correspondence Address: | 203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India |
| Tel No.: | +91 -141-4051000 |
| E-mail: | ib@hemsecurities.com |
| Website: | www.hemsecurities.com |
| Contact Person: | Ashok Soni |
| SEBI Registration No.: | INZ000168034 |
| Market Maker Registration No. | SMEREG2020090906741 |

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with BSE and NSE to fulfill the obligations of Market Making) dated August 08, 2024 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

Hem Finlease Private Limited, registered with SME Platform of NSE “NSE Emerge” will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

The Market Maker shall 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:

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

- 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 the National Stock Exchange of India Limited (Emerge platform of NSE) and SEBI from time to time.
- 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.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the Emerge platform of NSE (in this case currently the minimum trading lot size is 1200 equity shares; however, the same may be changed by the Emerge platform of NSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- There shall be no exemption/ threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 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.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 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 six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.
- 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, as amended. 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 office from 10.00 a.m. to 5.00 p.m. on working days.

- **Risk containment measures and monitoring for Market Makers:** NSE Emerge Exchange 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.
- **Punitive Action in case of default by Market Makers:** The Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- **Price Band and Spreads:** 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.
- Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

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

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

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores, the applicable price bands for the first day shall be:

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

Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the Issue at any time before the Bid/ Issue Opening Date but before the allotment of Equity Shares, and in such case a public notice within 2 (two) working days of the Bid/ Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) filing of Red Herring Prospectus/ Prospectus with Registrar of Companies.

CAPITAL STRUCTURE

Set forth below are the details of the Equity Share Capital of our Company as on the date of this Prospectus

(Amount in ₹ Lakhs, except share data)

| Sr. No. | Particulars | Aggregate Value at Face Value | Aggregate Value at Issue Price |
|---------|--|-------------------------------|--------------------------------|
| A | Authorized Share Capital 1,20,00,000 Equity Shares having Face Value of ₹ 10/- each | 1200.00 | - |
| B | Issued, Subscribed & Paid-up Share Capital prior to the Issue 83,67,800 Equity Shares having Face Value of ₹ 10/- each | 836.78 | - |
| C | Present Issue in terms of this Prospectus* 30,24,000 Equity Shares having Face Value of ₹ 10/- each at a Premium of ₹ 110/- per share | 302.40 | 3326.40 |
| | <i>Which comprises of:</i> | | |
| D | Reservation for Market Maker Portion 1,53,600 Equity Shares of ₹ 10/- each at a price of ₹ 110/- per Equity Share reserved as Market Maker Portion | 15.36 | 168.96 |
| E | Net Issue to Public Net Issue to Public of 28,70,400 Equity Shares of ₹ 10/- each at a price of ₹ 110/- per Equity Share to the Public | 287.04 | 3157.44 |
| | <i>Of which:</i> | | |
| | i. 10,05,600 Equity Shares aggregating ₹1106.16 lakhs available for allocation to Retail Individual Investors | 100.56 | 1106.16 |
| | ii. 4,30,800 Equity Shares aggregating ₹473.88 lakhs available for allocation to Non-Institutional Investors | 43.08 | 473.88 |
| | iii. 14,34,000 Equity Shares aggregating ₹ 1577.40 lakhs available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds. | 143.40 | 1577.40 |
| F | Issued, Subscribed and Paid-up Equity Share Capital after the Issue Upto 1,13,91,800 Equity Shares of face value of ₹ 10/- each | 1139.18 | |
| G | Securities Premium Account | | |
| | Before the Issue (as on date of this Prospectus) | Nil | |
| | After the Issue | 3024.00 | |

¹ Subject to finalisation of the Basis of Allotment

*The Present Issue of 30,24,000 Equity Shares in terms of this Prospectus has been authorized pursuant to a resolution of our Board of Directors dated May 15, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on May 21, 2024.

Classes of Shares:

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

Notes to the Capital Structure

1. Changes in Authorized Equity Share Capital of our Company:

| Sr. No. | Particulars of increase | Cumulative No. of Equity Shares | Face Value of Equity Shares | Cumulative Authorized Share Capital (₹ in lakhs) | Date of Meeting | Whether AGM/EGM |
|---------|-------------------------|---------------------------------|-----------------------------|--|--------------------|-----------------|
| 1. | Upon Incorporation | 10,000 | 10/- | 1.00 | Upon incorporation | N.A. |

| | | | | | | |
|----|---|-------------|------|---------|-------------------|-----|
| 2. | Increase in the Authorized share Capital of the Company from ₹ 1.00 Lakh divided into 10,000 Equity Shares of ₹ 10/- each to ₹ 10.00 Lakhs divided into 1,00,000 Equity Shares of ₹ 10/- each. | 1,00,000 | 10/- | 10.00 | December 14, 2018 | EGM |
| 3. | Increase in the Authorized share Capital of the Company from ₹10.00 Lakhs divided into 1,00,000 Equity Shares of ₹10/- each to ₹ 1200.00 Lakhs divided into 1,20,00,000 Equity Shares of ₹ 10/- each. | 1,20,00,000 | 10/- | 1200.00 | January 27, 2024 | EGM |

2. Share Capital History of our Company:

(a) Equity Share capital

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

| Date of Allotment of Equity Shares | No. of Equity Shares allotted | Face Value (₹) | Issue Price (including Premium if applicable) (₹) | Consideration Cash/ Other than Cash | Nature of Allotment | Cumulative No. of Equity Shares | Cumulative Paid-Up Capital (₹) |
|------------------------------------|-------------------------------|----------------|---|-------------------------------------|---|---------------------------------|--------------------------------|
| Upon Incorporation | 10,000 | 10 | 10 | Cash | Subscription to MOA ⁽ⁱ⁾ | 10,000 | 1,00,000 |
| December 21, 2018 | 696 | 10 | 14008.62 | Cash | Right Issue ⁽ⁱⁱ⁾ | 10,696 | 1,06,960 |
| October 06, 2022 | 1,132 | 10 | 5268.00 | Cash | Preferential Allotment ⁽ⁱⁱⁱ⁾ | 11,828 | 1,18,280 |
| May 04, 2024 | 126 | 10 | 7596.90 | Cash | Preferential Allotment ^(iv) | 11,954 | 1,19,540 |
| May 15, 2024 | 83,55,846 | 10 | - | Other than cash | Bonus Issue in the Ratio of 699:1 ^(vi) | 83,67,800 | 8,36,78,000 |

All the above-mentioned shares are fully paid up since the date of allotment.

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

| S. No. | Name of Subscribers | Number of Shares Subscribed |
|--------|---------------------|-----------------------------|
| 1. | Nisha Kulshrestha | 9,900 |
| 2. | Ganesh Kumar Mishra | 100 |
| | Total | 10,000 |

(ii) Right Issue of 696 Equity Shares of face value of Rs.10/- each at a premium of Rs. 13998.62/- each as per details given below:

| Sr. No. | Name of Allottees | Number of Shares Allotted |
|---------|-------------------|---------------------------|
| 1. | Anish Mehta | 482 |
| 2. | Darshana Mehta | 214 |
| | Total | 696 |

(iii) Preferential Issue of 1132 Equity Shares of face value of Rs.10/- each at a premium of Rs. 5258/- each as per details given below:

| Sr. No. | Name of Allottees | Number of Shares Allotted |
|--------------|-------------------|---------------------------|
| 1. | Gaurav Bansal | 755 |
| 2. | Sanchit Gupta | 377 |
| Total | | 1132 |

(iv) Preferential Issue of 126 Equity Shares of face value of Rs.10/- each at a premium of Rs. 7,586.90/- each as per details given below:

| Sr. No. | Name of Allottees | Number of Shares Allotted |
|--------------|-------------------|---------------------------|
| 1. | Vidit Jindal | 126 |
| Total | | 126 |

(v) Bonus issue of 83,55,846 Equity Shares of Face Value of ₹ 10/- each in the ratio of 699:1 i.e., Six Hundred and Ninety-Nine (699) Bonus Equity Share for every One (1) Equity Shares held by shareholders:

| S. No. | Name of Allottees | Number of Shares Allotted |
|--------------|---------------------|---------------------------|
| 1. | Vaibhav Kulshrestha | 18,17,400 |
| 2. | Nisha Kulshrestha | 47,61,588 |
| 3. | Lalit Dua | 2,05,506 |
| 4. | Ritu Dua | 2,05,506 |
| 5. | Lalit Dua HUF | 4,86,504 |
| 6. | Gaurav Bansal | 5,27,745 |
| 7. | Sanchit Gupta | 2,63,523 |
| 8. | Vidit Jindal | 88,074 |
| Total | | 83,55,846 |

b) Preference Share Capital: As on the date of this Prospectus, our Company does not have any Preference Share Capital.

3. Except as mentioned in point no 2(a)(iii), (iv) and 4, the Company has not issued any Equity Share in the last two years preceding the date of the Prospectus.

4. Issue of Equity Shares for consideration other than cash:

Except as set out below we have not issued Equity Shares for consideration other than cash:

| Date of Allotment/ Date of fully Paid up | No of Equity Shares | Face Value (₹) | Issue Price (₹) | Reason of Allotment | Benefits Accrued to our Company | Name of Allottees | No. of Shares Allotted |
|---|---------------------|----------------|-----------------|-----------------------------------|--------------------------------------|---------------------|------------------------|
| May 15, 2024 | 83,55,846 | 10 | - | Bonus Issue in the ratio of 699:1 | Capitalization of Reserves & Surplus | Vaibhav Kulshrestha | 18,17,400 |
| | | | | | | Nisha Kulshrestha | 47,61,588 |
| | | | | | | Lalit Dua | 2,05,506 |
| | | | | | | Ritu Dua | 2,05,506 |
| | | | | | | Lalit Dua HUF | 4,86,504 |
| | | | | | | Gaurav Bansal | 5,27,745 |
| | | | | | | Sanchit Gupta | 2,63,523 |
| | | | | | | Vidit Jindal | 88,074 |
| | | | | | | TOTAL | 83,55,846 |

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.
6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
7. Except for Bonus Issue made on May 15, 2024, Our Company has not issued Equity Shares at price below the Issue price within last one year from the date of the Prospectus. (refer point no. 4 above for allottees list)
8. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
9. **Shareholding Pattern of the Company**

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Prospectus:

I - Our Shareholding Pattern:-

| Category | Category of shareholder | Nos. of shareholders | 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 | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* | | | | No. of Shares Underlying Outstanding convertible | 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 equity shares held in dematerialized form |
|----------|----------------------------|----------------------|---|--|--|------------------------|--|---|----------|------------------|-------------------------|--|---|----------------------------|---------------------------------|--|---------------------------------|---|
| | | | | | | | | No of Voting Rights | | | Total as a % of (A+B+C) | | | No. (a) | As a % of total Shares held (b) | No. (a) | As a % of total Shares held (b) | |
| | | | | | | | | Class Equity Shares of Rs.10/- each^ | Class | Total | | | | | | | | |
| I | II | III | IV | V | VI | VII = IV+V+VI | VIII | IX | | | | X | XI=VII+X | XII | | XIII | | XIV |
| (A) | Promoter & Promoter Group | 2 | 65,88,400 | - | - | 65,88,400 | 78.74 | 65,88,400 | - | 65,88,400 | 78.74 | - | 78.74 | - | - | - | - | 65,88,400 |
| (B) | Public | 6 | 17,79,400 | - | - | 17,79,400 | 21.26 | 17,79,400 | - | 17,79,400 | 21.26 | - | 21.26 | - | - | - | - | 17,79,400 |
| (C) | Non Promoter-Non Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (C1) | Shares underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (C2) | Shares held by Emp. Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Total | 8 | 83,67,800 | - | - | 83,67,800 | 100.00 | 83,67,800 | - | 83,67,800 | 100.00 | - | 100.00 | - | - | - | - | 83,67,800 |

Notes-

- As on date of this Prospectus 1 Equity share holds 1 vote.
- We have only one class of Equity Shares of face value of Rs. 10/- each.
- We have entered into tripartite agreement with CDSL & NSDL.
- Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.

10. List of Shareholders of the Company holding 1% or more of the paid-up Share Capital of the Company:

a) As on the date of filing of this Prospectus:

| Sr. No. | Names of Shareholder | Shares Held (Face Value of ₹ 10/- each) | % Pre-Issue paid up Share Capital |
|---------|----------------------|---|-----------------------------------|
| 1. | Vaibhav Kulshrestha | 18,20,000 | 21.75 |
| 2. | Nisha Kulshrestha | 47,68,400 | 56.99 |
| 3. | Lalit Dua | 2,05,800 | 2.46 |
| 4. | Ritu Dua | 2,05,800 | 2.46 |
| 5. | Lalit Dua HUF | 4,87,200 | 5.82 |
| 6. | Gaurav Bansal | 5,28,500 | 6.32 |
| 7. | Sanchit Gupta | 2,63,900 | 3.15 |
| 8. | Vidit Jindal | 88,200 | 1.05 |
| | Total | 83,67,800 | 100.00 |

b) Ten days prior to the date of filing of this Prospectus:

| Sr. No. | Names of Shareholder | Shares Held (Face Value of ₹ 10 each) | % Pre-Issue paid up Share Capital |
|---------|----------------------|---------------------------------------|-----------------------------------|
| 1. | Vaibhav Kulshrestha | 18,20,000 | 21.75 |
| 2. | Nisha Kulshrestha | 47,68,400 | 56.99 |
| 3. | Lalit Dua | 2,05,800 | 2.46 |
| 4. | Ritu Dua | 2,05,800 | 2.46 |
| 5. | Lalit Dua HUF | 4,87,200 | 5.82 |
| 6. | Gaurav Bansal | 5,28,500 | 6.32 |
| 7. | Sanchit Gupta | 2,63,900 | 3.15 |
| 8. | Vidit Jindal | 88,200 | 1.05 |
| | Total | 83,67,800 | 100.00 |

c) One Year prior to the date of filing of this Prospectus:

| Sr. No. | Names of Shareholder | Shares held (Face Value of ₹ 10/- each) | % of Paid-Up Equity Shares as on date 1 year prior to the date of filing of the Prospectus* |
|---------|----------------------|---|---|
| 1. | Vaibhav Kulshrestha | 2600 | 21.98 |
| 2. | Nisha Kulshrestha | 6812 | 57.59 |
| 3. | Rashi Agarwal | 294 | 2.49 |
| 4. | Khushboo Sahni | 294 | 2.49 |
| 5. | Anish Mehta | 482 | 4.07 |
| 6. | Darshana Mehta | 214 | 1.81 |
| 7. | Gaurav Bansal | 755 | 6.38 |
| 8. | Sanchit Gupta | 377 | 3.19 |
| | Total | 11,828 | 100.00 |

*Details of shares held on September 10, 2023 and percentage held has been calculated based on the paid-up capital of our Company as on September 10, 2023.

d) Two Years prior to the date of filing of this Prospectus:

| Sr. No. | Names of Shareholder | Shares held (Face Value of ₹ 10/- each) | % of Paid-Up Equity Shares as on date 2 year prior to the date of filing of the Prospectus* |
|---------|----------------------|---|---|
| 1. | Vaibhav Kulshrestha | 2600 | 24.31 |
| 2. | Nisha Kulshrestha | 6812 | 63.69 |
| 3. | Rashi Agarwal | 294 | 2.75 |
| 4. | Khushboo Sahni | 294 | 2.75 |

| | | | |
|----|----------------|---------------|---------------|
| 5. | Anish Mehta | 482 | 4.51 |
| 6. | Darshana Mehta | 214 | 2.00 |
| | Total | 10,696 | 100.00 |

*Details of shares held on September 10, 2022 and percentage held has been calculated based on the paid-up capital of our Company as on September 10, 2022.

11. Our Company has not made any Initial Public Offer of specified securities in the preceding two years from the date of filing of this Prospectus

There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split / consolidation of the denomination of Equity Shares. However, our Company may further issue equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

12. Capital Buildup in respect of Shareholding of our Promoters

As on the date of this Prospectus, our Promoters, Vaibhav Kulshrestha and Nisha Kulshrestha collectively holds 65,88,400 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

Set forth below is the build-up of the shareholding of our Promoters in our Company since incorporation.

| Date of Allotment and made fully paid up/ Transfer | No. of Equity Shares | Face Value Per Share (₹) | Issue/ Acquisition/ Transfer Price (₹) | Consideration | Nature of Acquisition | Pre-Issue Shareholding % (adjusted as per face value) | Post-Issue Shareholding % |
|--|----------------------|--------------------------|--|-----------------|---|---|---------------------------|
| (A) Vaibhav Kulshrestha | | | | | | | |
| April 08, 2017 | 12 | 10 | NIL | By way of Gift | Acquisition by way of Transfer ^(a) | Negligible | Negligible |
| April 12, 2018 | 2,588 | 10 | NIL | By way of Gift | Acquisition by way of Transfer ^(b) | 0.03 | 0.02 |
| May 15, 2024 | 18,17,400 | 10 | - | Other than Cash | Issue of Bonus Shares in ratio of 699:1 | 21.72 | 15.95 |
| Total (A) | 18,20,000 | | | | | 21.75 | 15.97 |
| (B) Nisha Kulshrestha | | | | | | | |
| Incorporation | 9,900 | 10 | 10 | Cash | Subscriber to MOA | 0.12 | 0.09 |
| April 08, 2017 | (488) | 10 | 40 | Cash | Transfer of shares ^(c) | Negligible | Negligible |
| | (12) | 10 | NIL | By way of Gift | Transfer by way of Gift ^(d) | Negligible | Negligible |
| April 12, 2018 | (2,588) | 10 | NIL | By way of Gift | Transfer by way of Gift ^(e) | (0.03) | (0.02) |

| | | | | | | | |
|------------------|------------------|----|---|-----------------|---|--------------|--------------|
| May 15, 2024 | 47,61,588 | 10 | - | Other than cash | Issue of Bonus Shares in ratio of 699:1 | 56.90 | 41.80 |
| Total (B) | 47,68,400 | | | | | 56.99 | 41.86 |

Note: None of the Shares has been pledged by our Promoters.

a) Details of acquisition by Vaibhav Kulshrestha by way of Gift of 12 Equity Shares dated April 08, 2017.

| Sr. No. | Date of Transfer | Name of Transferor | No. of Shares Transferred |
|---------|------------------|--------------------|---------------------------|
| 1. | April 08, 2017 | Nisha Kulshrestha | 12 |
| | | Total | 12 |

b) Details of acquisition by Vaibhav Kulshrestha by way of Gift of 2588 Equity Shares dated April 12, 2018.

| Sr. No. | Date of Transfer | Name of Transferor | No. of Shares Transferred |
|---------|------------------|--------------------|---------------------------|
| 1. | April 12, 2018 | Nisha Kulshrestha | 2,588 |
| | | Total | 2,588 |

c) Details of transfer of shares by Nisha Kulshrestha of 488 Equity Shares dated April 08, 2017.

| Sr. No. | Date of Transfer | Name of Transferee | No. of Shares Transferred |
|---------|------------------|--------------------|---------------------------|
| 1. | April 08, 2017 | Rashi Agarwal | 194 |
| 2. | | Khushboo Sahni | 294 |
| | | Total | 488 |

d) Details of transfer of shares by Nisha Kulshrestha by way of gift of 12 Equity Shares dated April 08, 2017.

| Sr. No. | Date of Transfer | Name of Transferee | No. of Shares Transferred |
|---------|------------------|---------------------|---------------------------|
| 1. | April 08, 2017 | Vaibhav Kulshrestha | 12 |
| | | Total | 12 |

e) Details of transfer of shares by Nisha Kulshrestha by way of gift of 2588 Equity Shares dated April 12, 2018.

| Sr. No. | Date of Transfer | Name of Transferee | No. of Shares Transferred |
|---------|------------------|---------------------|---------------------------|
| 1. | April 12, 2018 | Vaibhav Kulshrestha | 2,588 |
| | | Total | 2,588 |

13. The average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:

| Sr. No. | Name of the Promoters | No. of Shares held | Average cost of Acquisition (in ₹) |
|---------|-----------------------|--------------------|------------------------------------|
| 1 | Vaibhav Kulshrestha | 18,20,000 | - |
| 2 | Nisha Kulshrestha | 47,68,400 | 0.02 |

14. Shareholding of Promoters & Promoters Group

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoter and Promoter Group”:

| Sr. No | Names | Pre IPO | | Post IPO | |
|--------|-------|-------------|---------------|-------------|---------------|
| | | Shares Held | % Shares Held | Shares Held | % Shares Held |

| | Promoters | | | | |
|---|--------------------------|------------------|--------------|------------------|--------------|
| 1 | Vaibhav Kulshrestha | 18,20,000 | 21.75 | 18,20,000 | 15.98 |
| 2 | Nisha Kulshrestha | 47,68,400 | 56.99 | 47,68,400 | 41.86 |
| | Sub Total (A) | 65,88,400 | 78.74 | 65,88,400 | 57.84 |
| | Promoter Group | | | | |
| | NIL | - | - | - | - |
| | Sub Total (B) | - | - | - | - |
| | Grand Total (A+B) | 65,88,400 | 78.74 | 65,88,400 | 57.84 |

15. Except as provided below, no Equity Shares were acquired/ purchased/ sold by the Promoter and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Prospectus

| Date of Allotment/ Transfer | Name of Shareholders | No. of Equity Share | % of Pre issue Capital | Subscribed/ Acquire/ Transfer | Category of Allottees (Promoter/ Promoter Group/ Director) |
|-----------------------------|----------------------|---------------------|------------------------|-------------------------------|--|
| May 15, 2024 | Vaibhav Kulshrestha | 18,17,400 | 21.72 | Bonus Issue (699:1) | Promoter and Director |
| May 15, 2024 | Nisha Kulshrestha | 47,61,588 | 56.90 | | Promoter |

16. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Prospectus.

17. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("**Promoters Contribution**") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Prospectus, our Promoters collectively hold 65,88,400 Equity Shares constituting 57.84% of the Post – Issued, subscribed and paid-up Equity Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoters, Vaibhav Kulshrestha and Nisha Kulshrestha, have given written consent to include 22,82,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting 20.03% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

| Date of Allotment/ transfer and made fully paid up | No. of Equity Shares locked-in* | Face Value Per Share (₹) | Issue/ Acquisition/ Transfer Price (₹) | Nature of transaction | Post-Issue Shareholding % | Lock in Period |
|--|---------------------------------|--------------------------|--|---|---------------------------|----------------|
| Vaibhav Kulshrestha | | | | | | |
| May 15, 2024 | 13,69,000 | 10 | - | Acquisition by way of Bonus Issue (699:1) | 12.01 | 3 years |
| Nisha Kulshrestha | | | | | | |
| May 15, 2024 | 9,13,000 | 10 | - | Acquisition by way of Bonus Issue (699:1) | 8.02 | 3 years |
| Total | 22,82,000 | | | | 20.03 | |

*Assuming full subscription to the Issue

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "**Promoter**" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR)

Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

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

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

Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

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

Details of Promoters’ Contribution Locked-in for One Year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 60,85,800 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

Other requirements in respect of lock-in:

1. In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
2. In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
3. Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
18. Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.
19. As on the date of this Prospectus, the entire Issued, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid-up Equity Shares.
20. The BRLM i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of this Prospectus
21. As on the date of this Prospectus, we do not have any Employees Stock Option Scheme/ Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan 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. We have 8 (Eight) shareholders as on the date of this Prospectus
23. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after the Issue.
24. Our Company has not raised any bridge loan against the proceeds of the Issue.
25. As on the date of this Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
26. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
27. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
28. An over-subscription to the extent of 1% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

29. Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines. Under-subscription, if any, in the QIB Category will not be allowed to be met with spill over from any category or combination thereof.
30. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
31. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
32. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
33. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
34. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
35. There are no Equity Shares against which depository receipts have been issued.
36. Other than the Equity Shares, there is no other class of securities issued by our Company.
37. There are no safety net arrangements for the Issue.
38. As per RBI regulations, OCBs are not allowed to participate in this issue.
39. This Issue is being made through Book Building Method.
40. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
41. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
42. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of upto 30,24,000 Equity Shares of our Company at an Issue Price of ₹110/-per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:

1. Repayment of a portion of certain borrowing availed by our Company
2. Investment in technology development and digital infrastructure
3. To meet Working Capital requirements
4. General Corporate Purpose.

(Collectively referred as the "Objects")

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of NSE (NSE Emerge). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

Net Proceeds

The details of the Net Proceeds are set forth below:

(Amount in ₹ Lakhs)

| Particulars | Amount |
|---|---------|
| Gross Proceeds of the Issue | 3326.40 |
| Less: Issue related expenses in relation to Issue | 529.30 |
| Net Proceeds | 2797.10 |

Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details as set forth below:

(Amount in ₹ Lakhs)

| S. No. | Particulars | Amount |
|--------|--|----------------|
| 1. | Repayment of a portion of certain borrowing availed by our Company | 625.00 |
| 2. | Investment in technology development and digital infrastructure | 660.00 |
| 3. | To meet Working Capital requirements | 700.00 |
| 4. | General Corporate Purpose | 812.10 |
| | Total | 2797.10 |

Our fund requirements and deployment thereof are based on internal management estimates of our current business plans 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 or in other financial conditions, business strategy, as discussed further below.

Means of Finance

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

(Amount in ₹ Lakhs)

| Sr. No | Particulars | Amount |
|--------|--------------------|----------------|
| 1. | Net Issue Proceeds | 2797.10 |
| | Total | 2797.10 |

Since, the entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

Subject to applicable law, if the actual utilization towards the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations. In case of a shortfall in raising the requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and/or future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilisation of funds earmarked for the purpose set

forth above, increased funding requirements for a particular purpose may be financed by surplus funds, if any, available in respect of other purposes for which funds are being raised in the Fresh Issue. Any variation in the utilisation of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company. The Objects may be varied in the manner provided in **“Objects of the Issue – Variation in Objects”** on page 69 of this Prospectus. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

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

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled **“Risk Factors”** beginning on page 25 of this Prospectus.

Details of Utilization of Net Proceeds

The details of utilization of the Net Proceeds are set forth herein below:

1. Repayment of a portion of certain borrowing availed by our Company

Our Company proposes to utilise an estimated amount of ₹625.00 lakhs towards repayment of cash credit facility of Rs. 375.00 Lakhs availed by our Company from Canara Bank and unsecured loan of Rs. 250.00 Lakhs availed from various Banks and NBFCs. Our Company has entered into various financial arrangements from time to time, with banks and financial institutions. The loan facilities availed by our Company include borrowing in the form of, *inter alia*, term loans and working capital facility from various lenders. For further details, see **“Statement of Financial Indebtedness”** on page 190 of this Prospectus.

We believe that such repayment will help reduce our outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The details of the Cash credit limit availed by our Company, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds is mentioned below:

(Amount in ₹ Lakhs)

| Name of the lender | Purpose | Sanctioned amount | Rate of interest (p.a.) | Primary & Collateral Security | Repayment date/Schedule | Outstanding amount as on June 26, 2024 as per Bank Statement |
|--------------------|-----------------|-------------------|-------------------------|--|-------------------------|--|
| Canara Bank Ltd. | Working Capital | 400.00 | 10.25% | Primary Security: Book Debts Collateral Security: Fresh EMT of Residential Flat No. D-54, Block-E (ED-54), Tagore Garden, New Delhi- 110027 in the name of Mrs. Nisha Kulshrestha, Lien of Term Deposit of Rs. 25.00 Lakhs in the name of the company. Personal Guarantee of Nisha Kulshrestha, Vaibhav Kulshrestha, Ganesh Kumar Mishra, Abhisek Dhal. | On demand | 390.75 |

Note: The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated June 28, 2024.

The details of the Unsecured loans availed by our Company, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds is mentioned below:

(Amount in Rs. Lakhs)

| Name of Lender | Purpose | Sanctioned Amount | Rate of interest (p.a.) | Re-Payment Schedule | Outstanding as on 26th June 2024 |
|--|-----------------|-------------------|-------------------------|----------------------------------|----------------------------------|
| From Banks: | | | | | |
| Unity Small Finance Bank Ltd. | Working Capital | 51.00 | 17.00% | 36 Months starting from 04/10/23 | 40.16 |
| Axis Bank | Working Capital | 50.00 | 15.00% | 36 Months starting from 20/09/23 | 38.04 |
| Kotak Bank | Working Capital | 75.00 | 15.47% | 36 Months starting from 01/10/23 | 59.38 |
| IDFC Bank | Working Capital | 76.50 | 15.25% | 36 Months starting from 03/10/23 | 60.50 |
| Total (A) | | | | | 198.08 |
| From Others: | | | | | |
| Kisetsu Saison Finance (India) Pvt. Ltd. | Working Capital | 50.00 | 15.50% | 24 Months starting from 03/10/23 | 27.05 |
| Tata Capital Financial Services Ltd. | Working Capital | 50.17 | 16.00% | 36 Months starting from 03/10/23 | 39.78 |
| IIFL Finance Ltd. | Working Capital | 35.00 | 17.00% | 36 Months starting from 03/10/23 | 27.84 |
| Poonawalla Fincorp Ltd. | Working Capital | 50.13 | 16.00% | 24 Months starting from 03/10/23 | 33.17 |
| Aditya Birla Finance Ltd. | Working Capital | 75.00 | 15.00% | 36 Months starting from 05/02/23 | 43.73 |
| Total (B) | | | | | 171.56 |
| Total (A+B) | | | | | 369.64 |

*Our Statutory Auditors by way of their certificate dated June 28, 2024 have confirmed that the borrowings specified above has been utilized for the purposes availed, as per the sanction letters/ loan agreements issued by the respective banks.

The prepayment charges have not been specified in the sanction letter for repayment of Cash Credit facility. Thus, in case any charges are made by bank, the same will be funded from the internal accruals of our Company.

2. Investment in technology development and digital infrastructure:

We are fully committed to investing in technology development and digital infrastructure to drive business growth. Our aim is to expand operations by broadening and deepening our range of services, recognizing the need to adapt and enhance our technological capabilities to support future offerings. These investments are essential to create services that align with evolving customer preferences and requirements. Implementing these technological advancements will help us to automate our system, creating a unified backend that streamlines operations and reduces redundancies, thereby enhancing customer engagement and retention. Additionally, upgrading our technology will enable us to handle higher transaction volumes and support new business lines, including any future products or services we introduce. For details, see “*Our Business Overview*” on page 102 of this Prospectus.

We propose to utilize a portion of the Net Proceeds aggregating to ₹660.00 lakhs towards designing, development, integration, implementation and maintenance of multiple software modules, web portal and mobile application over a period of 15 to 18 months.

| Sr. No. | Description | Amount (Rs. In Lakhs) | Date of Quotation | Vendor | Validity |
|---------|---|-----------------------|-------------------|--|----------|
| 1 | <ul style="list-style-type: none"> Development of customer and partner mobile apps (Android and iOS) Develop and Integrate AI/ML Models for Lender Suggestions and Financial Health Analysis Development and Integration of Marketing Tools and Data | 660.00 | June 27, 2024 | Sumeru Digital Solutions Private Limited | 120 Days |

| | | | | | |
|--|---|--|--|--|--|
| | Remarketing Services and backend system, SEO Optimization <ul style="list-style-type: none"> • Implementation of DevOps Practices and Cybersecurity Measures • Integration of Third-Party Services (PAN, Aadhaar, Credit Score Providers) | | | | |
|--|---|--|--|--|--|

Notes:

- a) Quotation received from the vendor mentioned above is valid as on the date of this Prospectus. However, we have not entered into any definitive agreements with the vendor and there can be no assurance that the same vendor would be engaged to eventually in digital and technology enhancement or other works at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals see “**Risk Factors– If there are delays in the development or implementation of technology or digital infrastructure and the possible time or cost overruns related to the Proposed implementation or development are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects**” on page 29 of this Prospectus.
- b) Above estimates are exclusive of GST.
- c) We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them.
- d) The actual cost of procurement and actual supplier/dealer may vary.
- e) The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Any cost escalation would be met out of our internal accruals.
- f) Our Company proposes to deploy the entire Net Proceeds towards the Objects. If the Net Proceeds are not utilized (in full or in part) for the Objects of the Offer during the period stated above due to factors such as (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.
- g) The cost can be differ at the time of placing order therefore we have taken the margin in comparison to the quotation.

Scope of Work (Roadmap):

As we continue to evolve and innovate, our focus is on implementing a series of advanced technological enhancements aimed at strengthening our service offerings, improving user experience, and ensuring robust security. Our roadmap includes the following key development:

- i. **Development of Customer and Partner Mobile Apps (Android and iOS):** Mobile applications built with features like account management, loan applications, push notifications, secure authentication, user dashboards, onboarding new partners, document handling, lead management, and automated payouts.
- ii. **Unified Backend Development and Integration:** A robust backend system, integrating CRM, partner portal, and back office. This involves designing the system architecture and ensuring seamless integration with third-party services and financial institutions.
- iii. **AI/ML Model Development for Lender Suggestions and Financial Health Analysis:** Machine learning models offer lender suggestions and financial health advice based on user data. These models will be tested for accuracy and optimized for performance.
- iv. **Implementation of DevOps Practices and Cybersecurity Measures:** Continuous integration and deployment, security audits and monitoring to ensure smooth and secure deployments. This includes moving databases and backend to a private subnet and frontends to a public subnet within a VPC.
- v. **Integration of Third-Party Services (PAN, Aadhaar, Credit Score Providers):** Seamless data exchange and validation through integration with external services, enhancing the functionality and security of the platform.
- vi. **Development and Integration of Marketing Tools and Data Remarketing Services:** Tools for automated messaging and remarketing to engage customers effectively. This involves developing WhatsApp, email, SMS, and RCS messaging services, and implementing outbound dialer (OBD) and IVR systems.
- vii. **SEO Optimization:** Website content and technical aspects to improve search engine rankings. This includes regular SEO audits, performance monitoring, and providing detailed SEO reports.

- viii. **QA Testing and Deployment:** Thorough testing, both automated and manual, w to ensure quality and reliability before deployment. This includes user acceptance testing (UAT) and deploying apps to app stores (Google Play and Apple App Store).
- ix. **Training and Documentation:** Comprehensive training for staff and partners, detailed user and technical documentation to ensure smooth operation and maintenance.
- x. **Maintenance and Support:** Ongoing maintenance and support services to ensure system stability and performance. This includes regular updates, troubleshooting, and technical assistance.

Benefit to Company:

The developments will also help to strengthen security measures, ensuring data protection and platform reliability.

3. To Meet Working Capital Requirements

Our business is working capital intensive as the majorly for investment in trade receivables, inventories and payment to trade payables and funding day to day operations. The Company will meet the requirement to the extent of ₹ 700.00 lakhs from the Net Proceeds of the Issue and balance from internal accruals and borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

(Amount in ₹ Lakhs)

| Sr. No. | Particulars | Audited | | | Projected | |
|---------|--|---------------|----------------|----------------|----------------|----------------|
| | | 31-03-2022 | 31-03-2023 | 31-03-2024 | 31-03-2025 | 31-03-2026 |
| I | Current Assets | | | | | |
| | Current Investment | - | - | 25.49 | 25.49 | 25.49 |
| | Trade receivables | 378.23 | 693.75 | 1275.29 | 1557.86 | 2329.51 |
| | Cash and bank balances | 43.82 | 73.45 | 193.06 | 250.00 | 300.00 |
| | Short Term Loans & Advances | 175.11 | 265.39 | 601.08 | 1030.00 | 1662.65 |
| | Other current assets | 0.88 | 0.87 | 2.14 | 20.00 | 40.00 |
| | Total(A) | 598.03 | 1033.46 | 2097.07 | 2883.35 | 4357.65 |
| II | Current Liabilities | | | | | |
| | Trade payables | 29.96 | 39.39 | 23.74 | 35.00 | 38.00 |
| | Other current liabilities | 120.20 | 105.43 | 90.91 | 100.00 | 110.00 |
| | Short-term provisions | 6.89 | 119.16 | 258.35 | 378.75 | 505.84 |
| | Total (B) | 157.05 | 263.98 | 373.00 | 513.75 | 653.84 |
| III | Total Working Capital Gap (A-B) | 440.98 | 769.48 | 1724.07 | 2369.61 | 3703.81 |
| IV | Funding Pattern | | | | | |
| | Borrowings and Internal accruals | 440.98 | 769.48 | 1724.07 | 213.74 | 253.84 |
| | IPO Proceeds | | | | 300.00 | 400.00 |

Assumptions for working capital requirements:

Provided below are details of the holding levels (days) considered and is derived from the restated audited financial information for the Financial Years 2022, 2023 and 2024. Further, we have also provided estimates holding levels (days) for Financial Years 2025 and 2026:

| Particulars | 31-03-2022 | 31-03-2023 | 31-03-2024 | 31-03-2025 | 31-03-2026 |
|---------------------|------------|------------|------------|------------|------------|
| Debtors (in days) | 40 | 37 | 51 | 54 | 55 |
| Creditors (in days) | 9 | 3 | 2 | 2 | 2 |

Justification for the assumptions for working capital requirements and the holding days:

| Particulars | Justification |
|------------------|---|
| Debtors | The historical holding days of trade receivables has been ranging from 37 days to 51 days during Fiscal 2022 to Fiscal 2024. Customers of the company are Banks and financial institutions and as per the prevalent trend of the industry & in order to expand company's operations, the holding level for debtors is anticipated at 54 Days and 55 Days of total revenue from operations during Fiscal 25 and Fiscal 26 respectively. The estimated holding period of the company commensurate with the business operations of the company and the holding period of last FY 2023-24 and in line with the projected sales growth of the company. |
| Creditors | Past trend of Trade payables holding days has been in the range of 2 days to 9 days approximately during Fiscal 2022 to Fiscal 2024. The company has business of direct selling agent, hence the company has creditors in the form of sub-agents. The payment to sub-agents is made within 2 days. Hence, the company intends to maintain the payment cycle to sub-agents and estimated trade payables as 2 days during Fiscal 2025 and Fiscal 26. |

Detailed Justification for the Working Capital Requirement:

Justification for the working capital requirement in FY 2022-23 in comparison to FY 2021-22 is as follows:

The company has experienced significant growth in FY 2023 due to increase in the Revenue from Operations from Rs. 2838.25 Lakhs in F.Y. 2021-22 to Rs. 5346.00 Lakhs in F.Y. 2022-23, representing an increase of 88.36%. The main reason for increase in total revenue was due to increase in commission income as a Direct Selling Agent. This increase in revenue has led to an increase in Trade Receivables in FY 2022-23 to Rs. 693.75 Lakhs, involving more funds getting blocked in Trade Receivables. The company is in the business of `Direct Selling Agent, in which income is earned in the form of commission earned from various banks and financial institutions. These banks and financial institutions deduct TDS while making payment to the company. The TDS receivable is shown under Short Term Loans and Advances and due to increase in revenue, the TDS receivable is also increased to Rs. 265.39 Lakhs in FY 2022-23. Hence, this increase in Trade Receivables and Short-Term Loans and Advances has led to an increase in the working capital requirement of the company.

Justification for the working capital requirement in FY 2023-24 in comparison to FY 2022-23 is as follows:

The Revenue from Operations of the company has increased from Rs. 5346.00 Lakhs in FY 2022-23 to Rs. 7107.24 Lakhs in FY 2023-24, representing an increase of 32.95%. This increase in revenue has led to increase in Trade Receivables to Rs. 1275.29 Lakhs in FY 2023-24. Short-Term Loans and Advances has increased to Rs. 601.08 Lakhs which includes TDS Receivables of Rs. 357.18 Lakhs and Other Loans and Advances of Rs. 243.90 Lakhs in FY 2023-24, hence resulting in increase in working capital requirement of the company.

Justification of increase in working capital requirements of the Company for estimated period FY 2024-25 and FY 2025-26:

The company foresees a rise in working capital needs on account of continuous increase in the revenue from business operations of the company. The trade receivables of the company are estimated at Rs. 1557.86 Lakhs in FY 2024-25 and Rs. 2329.51 Lakhs in FY 2025-26 based on the revenue from operations of the company. The estimated trade receivables holding period are estimated at 54 days and 55 days respectively for the FY 2024-25 and FY 2025-26, which are commensurate with the business operations of the company are in line with the existing trade receivables holding period of 51 days in FY 2023-24.

The estimated short-term loans and advances are Rs. 1030.00 Lakhs and Rs. 1662.65 Lakhs in FY 2024-25 and FY 2025-26 respectively, which includes TDS Receivables and Other Loans and Advances. The estimated short-term loans and advances are in line with the volume of revenue of operations of the company.

4. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating 812.10 lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of

business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

Public Issue Expenses

The total expenses for this Issue are estimated to be approximately Rs. 529.30 Lakhs, which is 15.91% of the Issue Size. All the Issue related expenses shall be proportionately met out from proceeds of the Issue as per applicable laws. The break-up of the same is as follows:

| Particulars | Estimated expenses (Rs. in Lakhs) | As a % of total estimated Issue related expenses | As a % of the total Issue Size |
|--|-----------------------------------|--|--------------------------------|
| Book Running Lead Manger fees | 30.00 | 5.67 | 0.90 |
| Fees Payable to Registrar to the Issue | 2.00 | 0.38 | 0.06 |
| Fees Payable for Advertising and Publishing Expenses | 5.00 | 0.94 | 0.15 |
| Fees Payable to Regulators including Stock Exchanges | 10.00 | 1.89 | 0.30 |
| Payment for Printing & Stationery, Postage, etc. | 2.00 | 0.38 | 0.06 |
| Fees Payable to Auditor, Legal Advisors and other Professionals | 2.00 | 0.38 | 0.06 |
| Others, if any (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, depositories, secretarial, advisors, consultancy, peer review auditors, Processing Fees*, Underwriting fees and Miscellaneous Expenses) | 478.30 | 90.36 | 14.38 |
| Total Estimated Issue Expenses | 529.30 | 100.00 | 15.91 |

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

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

*Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE

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

| | |
|---------------------------------------|---|
| Portion for Retail Individual Bidders | Rs. 10/- per valid Bid cum Application Form (plus applicable taxes) |
| Portion for Non-Institutional Bidders | Rs. 10/- per valid Bid cum Application Form (plus applicable taxes) |

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed Rs. 1 Lakh (plus applicable taxes) and in case if the total processing fees exceeds Rs. 1 Lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

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

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

*For each valid application by respective Sponsor Bank

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

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

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

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

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

| | |
|--|--|
| Portion for Retail Individual Bidders* | Rs.10/- per valid application (plus applicable taxes) |
| Portion for Non-Institutional Bidders* | Rs. 10/- per valid application (plus applicable taxes) |

* Based on valid applications

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

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

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

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and/or Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

| (Amount in ₹ Lakhs) | | | |
|---------------------|--|--------------|--------------|
| S. No. | Particulars | F.Y. 2024-25 | F.Y. 2025-26 |
| 1. | Repayment of a portion of certain borrowing availed by our Company | 625.00 | - |
| 2. | Investment in technology development and digital infrastructure | 198.00 | 462.00 |
| 3. | To meet Working Capital requirements | 300.00 | 400.00 |
| 4. | General Corporate Purpose | - | 812.10 |

| | | | |
|----|----------------|---------|---------|
| 5. | Issue Expenses | 529.30 | - |
| | Total | 1652.30 | 1674.10 |

To the extent our Company is unable to utilize 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.

Appraisal

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

Shortfall of Funds

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

Bridge Financing Facilities

As on the date of this Prospectus, we have not entered into any bridge finance arrangements that will be repaid from the Net Proceeds. However, in case of delay in the IPO and consequent delay in accessing the net proceeds of the Issue, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit / term loan facility with our lenders or through unsecured loans to finance setting up of facilities as described in the section 'Objects of the Issue' until completion of the Issue. Any amount that is drawn down from such facility availed from any Bank/NBFC or Financial Institution or through unsecured loans during this period to finance 'Objects of the Issue' will be repaid from the Net Proceeds of the Issue.

Monitoring Utilization of Funds

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

Interim Use of Proceeds

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

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

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would 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

There are no material existing or anticipated transactions with our Promoters, our Directors and our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 25, 102 and 150 respectively of the Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

Price Band/ Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹10/- each and the Issue Price is 10.4 times of the face value at the lower end of the Price Band and 11 times of the face value at the upper end of the Price Band.

QUALITATIVE FACTORS

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

- a) Strong portfolio and diverse range of Loan products across consumer preferences
- b) Diversified revenue from multiple locations and geographies of India
- c) Capital efficient model with low operating costs
- d) Strategic Partnerships with Banks and NBFCs
- e) Experienced Leadership and Management

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 102 of this Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 150 of this Prospectus.

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

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

As per the Restated Financial Statements: -

| Sr. No | F.Y./Period | Basic & Diluted (₹) | Weights |
|--------|--------------------------------------|---------------------|----------|
| 1. | Financial Year ending March 31, 2024 | 10.09 | 3 |
| 2. | Financial Year ending March 31, 2023 | 4.19 | 2 |
| 3. | Financial Year ending March 31, 2022 | 0.63 | 1 |
| | Weighted Average | 6.55 | 6 |

Notes:

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is ₹10.00.
- iii. Earnings per Share has been calculated in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year/ period
- vi. Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders/ Weighted average number of diluted potential equity shares outstanding during the year/ period.

(ii) Price Earning (P/E) Ratio in relation to the Price Band of ₹104 to ₹110 per Equity Share of Face Value of ₹10/- each fully paid up:

| Particulars | (P/E) Ratio at the Floor Price (₹ 104) | (P/E) Ratio at the Cap Price (₹ 110) |
|--|--|--------------------------------------|
| P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2024 | 10.31 | 10.90 |
| P/E ratio based on the Weighted Average EPS, as restated. | 15.88 | 16.79 |

| Industry P/E Ratio* | (P/E) Ratio |
|---|-------------|
| Industry Highest/ Lowest (Akiko Global Services Limited)* | 16.15 |

* For the purpose of industry, we have considered Akiko Global Services Limited as peer which is engaged in the similar line of business segment as of our Company, however, it may not be exact comparable in terms of product portfolio or the size of our Company. The peer has been included for the purpose of broad comparison. The Company, Akiko Global Services Limited, has listed on July 02, 2024. As the data for March 31, 2024 is not available, we have provided the details of industry peer for March 31, 2023 as per the information publicly available.

Note:

- The P/E ratio of our Company has been computed by dividing Issue Price with EPS.
- P/E Ratio of the peer company is based on the Audited Results for the F.Y. 2022-23 and stock exchange data dated August 23, 2024.

(iii) Return on Net worth (RoNW)

| Sr. No | Period | RONW (%) | Weights |
|--------|------------------------------|---------------|----------|
| 1. | Period ending March 31, 2024 | 49.74% | 3 |
| 2. | Period ending March 31, 2023 | 41.07% | 2 |
| 3. | Period ending March 31, 2022 | 10.70% | 1 |
| | Weighted Average | 40.34% | 6 |

Note:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year/period
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

(iv) Net Asset Value (NAV) per Equity Share:

| Sr. No. | NAV per Equity Share | (Amount in ₹) |
|---------|--------------------------------------|---------------|
| 1. | As at March 31, 2022 | 5.85 |
| 2. | As at March 31, 2023 | 10.20 |
| 3. | As at March 31, 2024 | 20.29 |
| 4. | NAV per Equity Share after the Issue | |
| | a) at Floor Price | 42.35 |
| | b) at Cap Price | 43.94 |
| 6. | Issue Price | 110.00 |

*The above NAV has been calculated based on weighted number of shares outstanding at the end of the respective year.

Notes:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- NAV per share = Restated Net worth at the end of the year/period divided by weighted average number of equity shares outstanding at the end of the year/period
- Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.
- Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

(v) Comparison of Accounting Ratios with Industry Peer

(Amount in ₹ Lakhs except per share data)

| Name of Company | Current Market Price (₹) | Face Value | EPS | | PE | RoNW (%) | Book Value (₹) | Revenue from Operations |
|--------------------------------|--------------------------|------------|-------|---------|-------|----------|----------------|-------------------------|
| | | | Basic | Diluted | | | | |
| My Mudra Fincorp Limited | 110.00 | 10 | 10.09 | 10.09 | 10.90 | 49.74 | 20.29 | 7107.24 |
| Peer Group | | | | | | | | |
| Akiko Global Services Limited* | 67.95 | 10 | 4.21 | 4.21 | 16.15 | 78.36 | 16.10 | 3958.11 |

*The above Company has listed on July 02, 2024. As the data for March 31, 2024 is not available, we have provided the details of industry peer for March 31, 2023 as per the information publicly available.

Notes:

- (i) Source – All the financial information for listed industry peer mentioned above is sourced from the exchange announcements of the aforesaid company for the period ended March 31, 2023 and stock exchange data dated August 23, 2024 to compute the corresponding financial ratios. For our Company, we have taken Current Market Price as the Issue price of equity share. Further, P/E Ratio is based on the current market price of the respective script.
- (ii) The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2023-24.
- (iii) NAV per share is computed as the closing net worth divided by the weighted average number of paid-up equity shares as on March 31, 2024 (March 31, 2023 for industry peer).
- (iv) RoNW has been computed as net profit after tax divided by closing net worth.
- (v) Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.
- (vi) The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is 11 times the face value of equity share

(vi) 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 June 26, 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 Prospectus. Further, the KPIs herein have been certified by M/s Sangita Gupta & Associates, Chartered Accountants, by their certificate dated June 26, 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 102 and 193, respectively. We have described and defined the KPIs as applicable in “**Definitions and Abbreviations**” on page 1 of this 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 utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

Key Performance Indicators of our Company*(Amount in ₹ Lakhs except percentages and ratios)*

| Key Financial Performance | As at the Period/ Year ended | | |
|--|------------------------------|------------|------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Revenue from operations ⁽¹⁾ | 7107.24 | 5346.00 | 2838.25 |
| EBITDA ⁽²⁾ | 1266.36 | 568.40 | 116.01 |
| EBITDA Margin ⁽³⁾ | 17.82% | 10.63% | 4.09% |
| PAT ⁽⁴⁾ | 835.52 | 346.75 | 46.86 |
| PAT Margin ⁽⁵⁾ | 11.76% | 6.49% | 1.65% |
| RoE(%) ⁽⁶⁾ | 66.20% | 54.09% | 11.32% |
| RoCE (%) ⁽⁷⁾ | 45.98% | 44.12% | 13.86% |
| Net Worth ⁽⁸⁾ | 1679.79 | 844.27 | 437.88 |

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 is calculated as Profit before tax – Tax Expenses

⁽⁵⁾ ‘PAT Margin’ is calculated as PAT for the period/year divided by revenue from operations.

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

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

⁽⁸⁾ Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Preliminary Expenses to the extent not written-off.

Explanation for KPI metrics:

| KPI | Explanations |
|-------------------------|--|
| Revenue from Operations | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business |
| EBITDA | EBITDA provides information regarding the operational efficiency of the business |
| EBITDA Margin (%) | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business |
| PAT | Profit after tax provides information regarding the overall profitability of the business. |
| PAT Margin (%) | PAT Margin (%) is an indicator of the overall profitability and financial performance of our business. |
| RoE(%) | RoE provides how efficiently our Company generates profits from shareholders' funds. |
| RoCE (%) | RoCE provides how efficiently our Company generates earnings from the capital employed in the business. |
| Net Worth | Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity. |

(vii) Set forth below are the details of comparison of key performance indicators with our listed industry peer:

Akiko Global Services Limited

(Amount in ₹ Lakhs except percentages and ratios)

| Key Financial Performance | As at the Period/ Year ended | | |
|--|------------------------------|------------|------------|
| | 31-01-2024 ^{*#} | 31-03-2023 | 31-03-2022 |
| Revenue from operations ⁽¹⁾ | 2590.30 | 3958.11 | 1351.92 |
| EBITDA ⁽²⁾ | 460.08 | 632.42 | 118.25 |
| EBITDA Margin ⁽³⁾ | 17.63% | 15.97% | 8.74% |
| PAT ⁽⁴⁾ | 321.48 | 453.26 | 77.85 |
| PAT Margin ⁽⁵⁾ | 12.41% | 11.45% | 5.76% |
| RoE(%) ⁽⁶⁾ | 32.44% | 129.22% | 92.44% |
| RoCE (%) ⁽⁷⁾ | 29.23% | 109.99% | 63.39% |
| Net Worth ⁽⁸⁾ | 1403.37 | 578.40 | 123.14 |

* Not Annualized

#The above Company has listed on July 02, 2024. As the data for March 31, 2024 is not available, we have provided the details of KPI for January 31, 2024 as per the information publicly available.

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 is calculated as Profit before tax – Tax Expenses

⁽⁵⁾ 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

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

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

⁽⁸⁾ Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Preliminary Expenses to the extent not written-off.

Explanation for KPI metrics:

| KPI | Explanations |
|-------------------------|--|
| Revenue from Operations | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business |
| EBITDA | EBITDA provides information regarding the operational efficiency of the business |

| | |
|-------------------|---|
| EBITDA Margin (%) | EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business |
| PAT | Profit after tax provides information regarding the overall profitability of the business. |
| PAT Margin (%) | PAT Margin (%) is an indicator of the overall profitability and financial performance of our business. |
| RoE(%) | RoE provides how efficiently our Company generates profits from shareholders' funds. |
| RoCE (%) | RoCE provides how efficiently our Company generates earnings from the capital employed in the business. |
| Net Worth | Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity. |

Weighted average cost of acquisition

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

There has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on May 15, 2024, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days. ("Primary Issue")

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

Except as stated below, there have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this 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. ("Secondary Issue")

| Date of Transfer | Name of Transferor | Name of Transferee | No. of Equity Shares | Price per Equity shares | Adjusted Price Per equity share (post bonus) * | Nature of Transaction | Total Consideration (in Rs.) |
|--|--------------------|--------------------|----------------------|-------------------------|--|-----------------------|-------------------------------|
| 24.04.2024 | Anish Mehta | Lalit Dua HUF | 482 | 15200 | 21.71 | Cash | 73,26,400 |
| | Darshana Mehta | | 214 | 15200 | | | 32,52,800 |
| 09.05.2024 | Rashi Agarwal | Ritu Dua | 294 | 15200 | 21.71 | Cash | 44,68,800 |
| | Khushboo Sahni | Lalit Dua | 294 | 15200 | 21.71 | Cash | 44,68,800 |
| Total Consideration | | | | | | | 1,95,16,800 |
| Weighted Average Cost of Acquisition [Total consideration/Total number of shares transacted] | | | | | | | 21.71 |

Weighted average cost of acquisition & Issue price

| Types of transactions | Weighted average cost of acquisition (₹ per Equity Shares) | Floor price (i.e. ₹ 104) | Cap price (i.e. ₹ 110) |
|---|--|--------------------------|------------------------|
| Weighted average cost of acquisition of primary/ new issue as per paragraph 8(a) above. | NA [^] | NA [^] | NA [^] |
| Weighted average cost of acquisition for secondary sale/ acquisition as per paragraph 8(b) above. | 21.71 | 4.79 times | 5.07 times |

Note:

[^]There were no primary/ new issue of shares (equity/ convertible securities) other than Bonus Issue in last 18 months from the date of this Prospectus

This is a Book Built Issue and the price band for the same shall be published 2 working days before opening of the Issue in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Delhi edition of Regional newspaper Pratah Kiran where the registered office of the company is situated each with wide circulation.

The Price Band/ Floor Price/ Issue Price shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above mentioned information along with **“Our Business”, “Risk Factors” and “Restated Financial Statements”** on pages 102, 25 and 150 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in **“Risk Factors”** or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors,
My Mudra Fincorp Limited
17A/45, 2nd Floor, w.e.a. Karol Bagh,
Central Delhi, New Delhi – 110005, Delhi, India

And

Hem Securities Limited
904, A Wing, Naman Midtown
Senapati Bapat Marg, Prabhadevi Station,
Lower Parel, Mumbai-400013, Maharashtra, India

Sub: Statement of Special Tax Benefits (“The Statement”) available to My Mudra Fincorp Limited (the “Company”) pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and the Companies Act, 2013, as amended (the “Act”).

Dear Sirs/ Madam,

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

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

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

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

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

Limitations:

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft offer document/ offer document or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

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

**Yours faithfully,
For M/s Sangita Gupta & Associates
Chartered Accountants
Firm Registration No: 023808N**

**Sd/-
CA Sangita Kumari Gupta
Partner
M. No. 518358
UDIN: 24518358BKBWCU9367
Date: June 28, 2024
Place: New Delhi**

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

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

A. SPECIAL DIRECT TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special direct tax benefits under the Income Tax Act, 1961

B. SPECIAL INDIRECT TAX BENEFITS TO THE COMPANY

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

C. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS

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

NOTES:

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2023-24. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ('MAT') under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

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

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

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

6. The Company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act during

the restatement period and accordingly current tax provisions has been calculated.

7. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
8. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

Yours faithfully,
For M/s Sangita Gupta & Associates
Chartered Accountants
Firm Registration No: 023808N

Sd/-
CA Sangita Kumari Gupta
Partner
M. No. 518358
UDIN: 24518358BKBWCU9367
Date: June 28, 2024
Place: New Delhi

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

WORLD ECONOMIC OUTLOOK

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 then 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.

The global economic recovery from the COVID-19 pandemic, Russia's invasion of Ukraine, and the cost-of-living crisis is proving surprisingly resilient. Inflation is falling faster than expected from its 2022 peak, with a smaller-than-expected toll on employment and activity, reflecting favorable supply-side developments and tightening by central banks, which has kept inflation expectations anchored. At the same time, high interest rates aimed at fighting inflation and a withdrawal of fiscal support amid high debt are expected to weigh on growth in 2024.

Growth resilient in major economies. Economic growth is estimated to have been stronger than expected in the second half of 2023 in the United States, and several major emerging market and developing economies. In several cases, government and private spending contributed to the upswing, with real disposable income gains supporting consumption amid still-tight-though easing-labor markets and households drawing down on their accumulated pandemic-era savings. A supply-side expansion also took hold, with a broad-based increase in labor force participation, resolution of pandemic-era supply chain problems, and declining delivery times.

The rising momentum was not felt everywhere, with notably subdued growth in the euro area, reflecting weak consumer sentiment, the lingering effects of high energy prices, and weakness in interest-rate-sensitive manufacturing and business

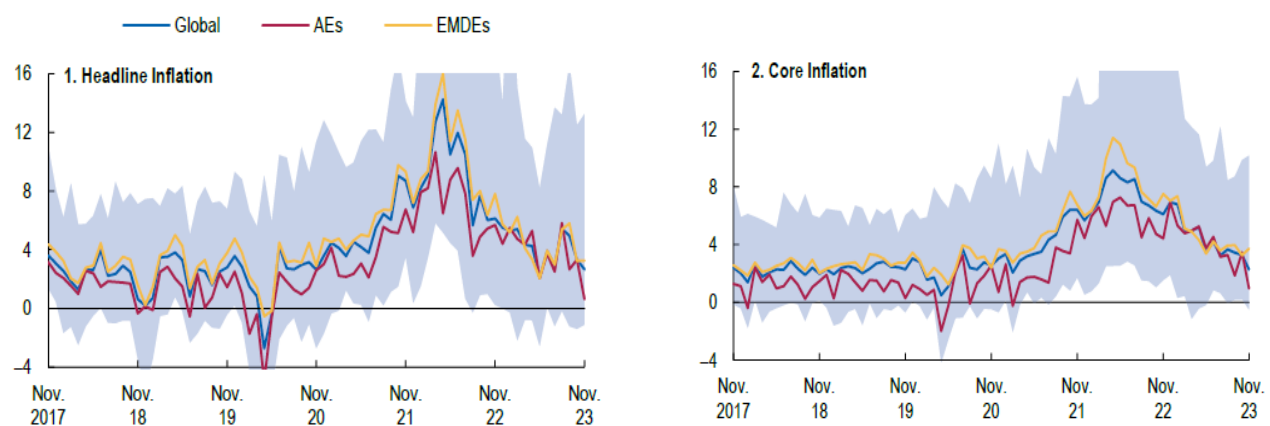
investment. Low-income economies continue to experience large output losses compared with their pre-pandemic (2017–19) paths amid elevated borrowing costs.

Inflation subsiding faster than expected. Amid favorable global supply developments, inflation has been falling faster than expected, with recent monthly readings near the pre-pandemic average for both headline and underlying (core) inflation (Figure 1). Global headline inflation in the fourth quarter of 2023 is estimated to have been about 0.3 percentage point lower than predicted in the October 2023 WEO on a quarter-over-quarter seasonally adjusted basis.

Diminished inflation reflects the fading of relative price shocks—notably those to energy prices—and their associated pass-through to core inflation. The decline also reflects an easing in labor market tightness, with a decline in job vacancies, a modest rise in unemployment, and greater labor supply, in some cases associated with a strong inflow of immigrants. Wage growth has generally remained contained, with wage-price spirals—in which prices and wages accelerate together—not taking hold. Near-term inflation expectations have fallen in major economies, with long-term expectations remaining anchored.

Figure 1. Global Inflation: Rise and Fall

(Month-over-month annualized percent change, seasonally adjusted)



Sources: Haver Analytics; and IMF staff calculations.

Note: The figure plots the median of a sample of 57 economies that accounts for 78 percent of World Economic Outlook world GDP (in weighted purchasing-power-parity terms) in 2023. Vertical axes are cut off at –4 percent and 16 percent. The bands depict the 10th to 90th percentiles of inflation across economies. "Core inflation" is the percent change in the consumer price index for goods and services, excluding food and energy (or the closest available measure). AEs = advanced economies; EMDEs = emerging market and developing economies.

High borrowing costs cooling demand. To reduce inflation, major central banks raised policy interest rates to restrictive levels in 2023, resulting in high mortgage costs, challenges for firms refinancing their debt, tighter credit availability, and weaker business and residential investment. Commercial real estate has been especially under pressure, with higher borrowing costs compounding post-pandemic structural changes. But with inflation easing, market expectations that future policy rates will decline have contributed to a reduction in longer-term interest rates and rising equity markets (Box 1). Still, long-term borrowing costs remain high in both advanced and emerging market and developing economies, partly because government debt has been rising.

In addition, central banks' policy rate decisions are becoming increasingly asynchronous. In some countries with falling inflation—including Brazil and Chile, where central banks tightened policy earlier than in other countries—interest rates have been declining since the second half of 2023. In China, where inflation has been near zero, the central bank has eased monetary policy. The Bank of Japan has kept short-term interest rates near zero.

Fiscal policy amplifying economic divergences. Governments in advanced economies eased fiscal policy in 2023. The United States, where GDP had already exceeded its pre-pandemic path, eased policy more than did euro area and other economies in which the recovery was incomplete. In emerging market and developing economies, in which output has on average fallen even further below the pre-pandemic trend, on average the fiscal stance is estimated to have been neutral.

The exceptions include Brazil and Russia, where fiscal policy eased in 2023. In low-income countries, liquidity squeezes and the elevated cost of interest payments—averaging 13 percent of general government revenues, about double the level 15 years ago—crowded out necessary investments, hampering the recovery of large output losses compared with pre-pandemic trends. In 2024, the fiscal policy stance is expected to tighten in several advanced and emerging market and developing economies to rebuild budgetary room for maneuver and curb the rising path of debt, and this shift is expected to slow growth in the near term.

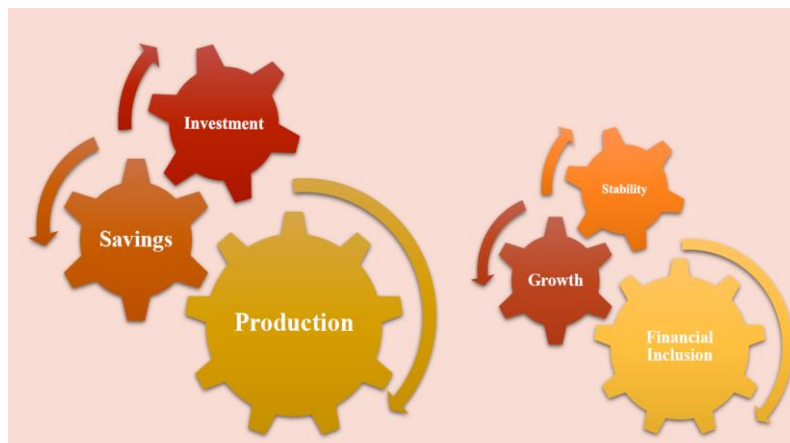
Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024#:~:text=The%20forecast%20for%202024%E2%80%9325,and%20low%20underlying%20productivity%20growth.>

THE INDIAN ECONOMY: A REVIEW

It now appears very likely that the Indian economy will achieve a growth rate at or above 7% for FY24, and some predict it will achieve another year of 7% real growth in FY25 as well. If the prognosis for FY25 turns out to be right, that will mark the fourth-year post-pandemic that the Indian economy will have grown at or over 7 per cent. That would be an impressive achievement, testifying to the resilience and potential of the Indian economy. It augurs well for the future.

Some economists argue, with considerable merit, that not all growth is equal. They are right. It is one thing for India to grow at 8-9 per cent when the world economy is growing at 4 per cent, but it is another thing to grow at or above 7 per cent when the world economy is struggling to grow at 2 per cent. One unit of growth in the latter circumstance is qualitatively superior to the former. The marginal utility of growth in the second scenario is much higher.

The global economy is struggling to maintain its recovery post-Covid because successive shocks have buffeted it. Some of them, such as supply chain disruptions, have returned in 2024. If they persist, they will impact trade flows, transportation costs, economic output and inflation worldwide. India will not be exempt from it, but having faced and seen off COVID and the energy and commodity price shocks of 2022, India is quietly confident of weathering the emerging disturbances.



At least three trends will be with us in the coming years. The era of hyper-globalization in global manufacturing is over. It does not mean that de-globalisation will be upon us any time soon, as countries are only now discovering the enormous integration of global supply chains that have taken place in the last few decades. So, an alternative to the globalisation of supply chains will take much longer to emerge if it ever does. However, that will not deter governments from pursuing onshoring and friend-shoring of production with a consequent impact on transportation, logistics costs, and, hence, the final prices of products.

Recent events in the Red Sea may have brought back concerns over reliance on global supply chains, further aggravating the slower growth in global trade in 2023. In other words, exporting one's way to growth will not be easy. This reinforces the need to lower logistics costs and invest in product quality to hold on to and expand market share in areas where India has an advantage.

Closely related to this challenge is the advent of Artificial Intelligence with the profound and troubling questions it poses for growth in services trade and employment since technology might remove the advantage of cost competitiveness that countries exporting digital services enjoy.

Third and arguably the most important is the energy transition challenge. Concerns over rising temperatures have led to a single-minded focus on reducing carbon emissions amidst the determination that the emission of greenhouse gases, particularly carbon, is the most significant causal factor. This has led to persistent demands from international organizations and advanced nations on developing nations to wean themselves off fossil fuels and switch to greener energy even as technological and resource obstacles remain and are not on offer from developed countries. It is a reality that, in the short run, there is a trade-off between economic growth and energy transition.

In a growth-challenged post-Covid global economy, countries can ill afford to sacrifice the former for the latter. India is walking the fine line between the two more skillfully than other nations, with installed non-fossil fuel-based power generation capacity running ahead of targets. Importantly, India's unwavering commitment to ensuring steady economic growth is generating resources for investment needed for climate change adaptation, building resilience, and mitigating emissions.

The Indian economy is better placed than ever to take on these three key challenges because of the policies adopted and implemented in the last decade. The Union government has built infrastructure at a historically unprecedented rate, and it has taken the overall public sector capital investment from ₹5.6 lakh crore in FY15 to ₹18.6 lakh crore in FY24, as per budget estimates. That is a rise of 3.3X. Whether the total length of highways, freight corridors, number of airports, metro rail networks or the trans-sea link, the ramp-up of physical and digital infrastructure in the last ten years is real, tangible and transformative.

The pursuit of inclusive development finds Indian households in good financial health. Fifty-one crore bank accounts under Jan Dhan Yojana now have total deposits of over ₹2.1 lakh crore. Over 55 per cent of them are women. In Dec. 2019, household financial assets were 86.2 per cent of GDP; liabilities were 33.4 per cent of GDP. In March 2023, these numbers were 103.1 per cent and 37.6 per cent, respectively. So, Net Financial Assets of households were 52.8 per cent of GDP in Dec. 2019, and by March 2023, it had improved to 65.5 per cent of GDP.

The economy has created jobs; the unemployment rate has declined considerably from the peaks during Covid times. The labour force participation rate has increased, especially that of women. Net new subscribers to the Employee Provident Fund (EPF) have steadily risen post-Covid, especially among the younger population. Women are also enrolling more than ever in tertiary education. The Eleventh Edition of the CII-Wheel box India Skills Report based on the National Employability Test conducted by Wheebox2 shows India's youth employability at 51.3 per cent, up from 33 per cent a decade ago. Institutional births are widely prevalent, and the infant mortality rate has declined, as has stunting. More remains to be done, however.

Two things must be singled out here. The government's COVID management and the vaccination record have been instrumental in the quick recovery staged by the economy. Similarly, the deft management of the crude oil supply at reasonable prices in the last two years is noteworthy. Humans are not capable of appreciating the unseen - the mistakes not made and the risks avoided - but the counterfactuals are all around us.

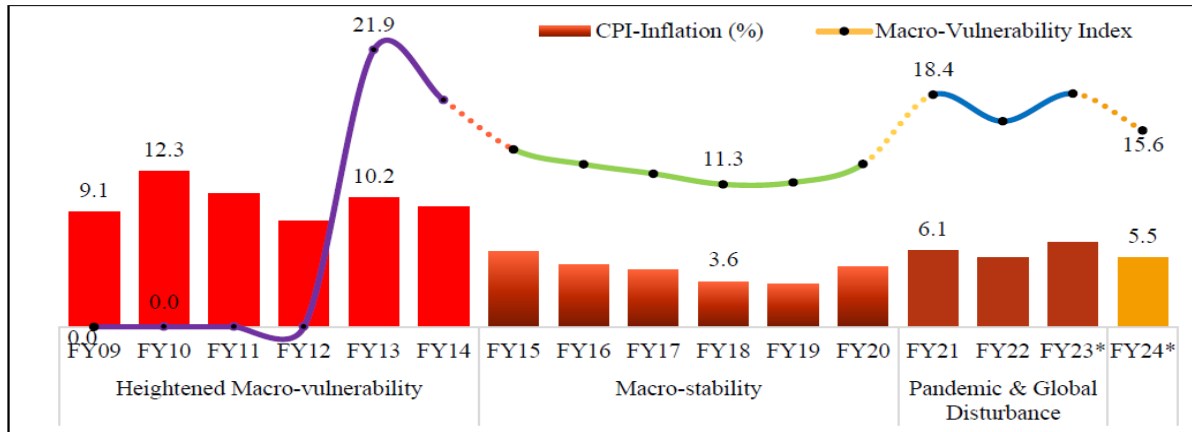
They cannot be missed. Today, many young Indians not only aspire to a better life but are also confident that it will happen in their lifetime. They feel that they have a better life than their previous generations and that succeeding generations will do better than them. Nations and people have to believe in themselves for important changes to happen. Now, India does, and Indians do.

Safeguarding Macroeconomic stability

Macroeconomic stability built on an economic environment with strong output growth, price stability, and robust external account are important goals of the government and the Reserve Bank of India. Considering the multiple challenges, the government of India has committed to an institutional architecture that fosters macro stability.

Reigning in inflation with flexible targeting: The period between FY09 and FY14 was marked by high average retail inflation of 10 per cent and high levels of macro-vulnerability. Since the advent of flexible inflation-targeting within the band of 4 +/- 2 per cent under the Monetary Policy Framework Agreement in FY16, retail inflation averaged 4.2 per cent till FY20. The Price Stabilization Fund (PSF) set up in 2014-15 has been effective in tackling price volatility in important agri-horticultural commodities. Concurrently, the fiscal balance of the general government and the country's external balance improved, progressively reducing macro-vulnerabilities and generating buffers for turbulent times ahead.

Macro-vulnerability Index and Retail Inflation (per cent)



Note: Retail Inflation from FY09 to FY12 is based on CPI-Industrial Workers released by the Labour Bureau, FY13 to FY24 (April-December) is based on CPI-Combined released by MoSPI

*Gross fiscal deficit data for FY23 is a Revised Estimate, and for FY24 is a Budget Estimate, Current Account Deficit data for FY24 is up to H1 (April-September)

Keeping inflation within the 2 to 6 per cent range was a formidable task during the Covid-19 pandemic, its aftermath, and subsequent fragility in the global economy and polity. Repeated, uneven weather conditions complicated the task. Economic challenges imposed by massive dislocations in production, supply chain, and trade during the pandemic affected the fiscal balance. Supply disruptions led to elevated food prices. Global financial markets experienced extreme volatility, and international crude oil prices tumbled in FY21.

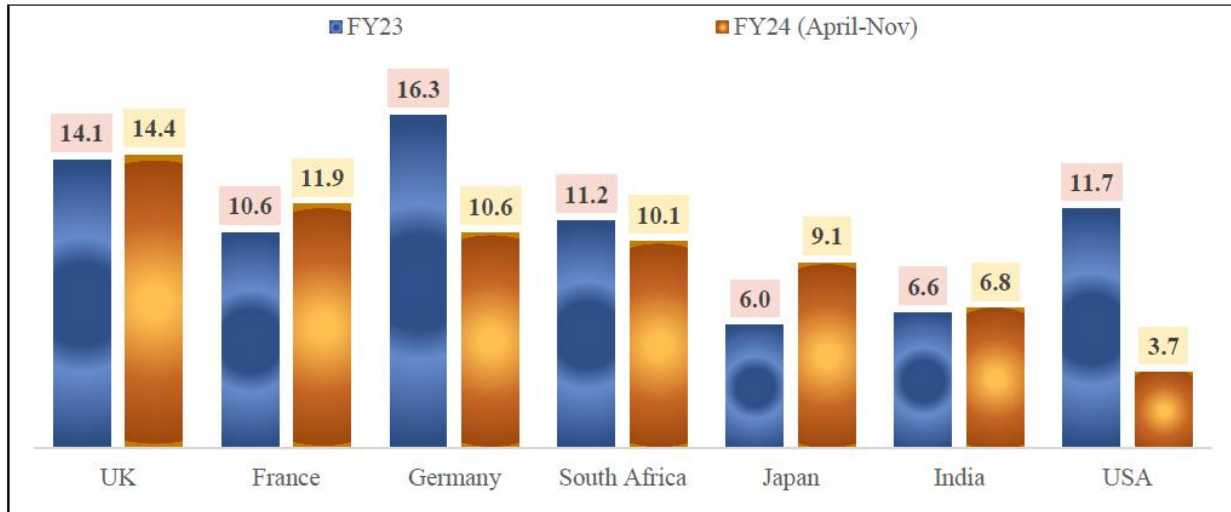
Post-pandemic, FY22 saw a revival of the economy, with growth gaining momentum and inflation coming down. However, by the end of FY22, the global economic environment worsened yet again with the escalation of geopolitical conflicts and accompanying sanctions. Global commodity prices shot up substantially across the board amidst heightened volatility, and crude oil prices jumped to a 10-year high in June 2022. This spurred inflation globally, which affected India’s external account and price situation. Supply chain pressures, which were set to ease after the pandemic, were rising again.

Elevated edible oil prices due to global supply chain disruptions and higher vegetable prices due to uneven weather conditions led to high food inflation. Thus, the beginning of FY23 presented fresh, multi-frontal challenges to keeping macro vulnerabilities in check. However, India managed to keep its retail inflation below the levels of several other countries. The war in Ukraine and US sanctions led to supply disruptions and price volatility. To insulate the domestic economy from the vulnerabilities in existing supplies of crude oil and natural gas and to reduce dependency on OPEC, the government diversified the supply sources over the last few years and ensured the availability of energy supply at reasonable prices. This, in no small measure, contributed to India’s growth revival.

Inflationary pressures moderated in FY24 (April - December), with average retail inflation easing to 5.5 per cent. The decline was driven by benign trends in core (non - food, non - fuel) inflation, which gradually declined to a 49 - month low of 3.8 per cent in December 2023. The overall retail inflation is now stable and within the notified tolerance band of 2 to 6 per cent.

Persistence food inflation is a global challenge, including in several developed economies. In India, the prices of specific food items were pressured by untimely rains, leading to crop losses and weather-driven supply chain disruptions. Timely focus on supply - side initiatives, based on meticulous price monitoring, is giving credibility to anti - inflationary policies. Measures like strengthening buffers of key food items and making periodic open market releases, trade policy measures aimed at improving domestic availability of food, preventing hoarding through imposition and revision of stock limits, and channelling supplies of select food items through designated retail outlets helped to keep inflationary pressures on the check, amidst adversities. Consequently, India has managed to keep its food inflation at moderate levels and lower than many large economies.

Global Food Price Inflation (per cent)



Source: MoSPI for India and OECD for other countries

Supportive monetary policy helped greatly. The RBI increased the policy repo rate under the liquidity adjustment facility progressively from 4 per cent in April 2022 to 6.5 per cent till February 2023 and kept it unchanged thereafter to ensure that inflation aligns with the target while supporting growth. RBI has projected that inflation would average 5.4 per cent in FY24, within the notified tolerance level. With likely improvements in the fiscal balance of the general government and the external current account balance, macro vulnerabilities are again slated to moderate.

Source: https://dea.gov.in/sites/default/files/The%20Indian%20EconomyA%20Review_Jan%202024.pdf?app=true

SERVICE INDUSTRIES IN INDIA

The services sector is not only the dominant sector in India's GDP but has also attracted significant foreign investment, has contributed significantly to exports, and has provided large-scale employment. India's services sector covers a wide variety of activities such as trade, hotel and restaurants, transport, storage and communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction. To enhance India's commercial services exports, share in the global services market from 3.3% and permit a multi-fold expansion in the GDP, the government is also making significant efforts in this direction.

The service sector has over 50% contribution to India's GDP, and it had witnessed a growth of 9.1% in 2022-23. Out of 8.12 million jobs in FY23, service sector companies in IT, banking, and finance accounted for almost half of the new jobs generated. The share of the services sector accounted for 57% of the total GVA in FY24 (April-September) as per advance estimates. The services category ranked first in FDI inflows, as per data released by the Department for Promotion of Industry and Internal Trade (DPIIT).

India is a unique emerging market in the globe due to its unique skills and competitive advantage created by knowledge-based services. The Indian services industry, which is supported by numerous government initiatives like smart Cities, clean India, and digital India is fostering an environment that is strengthening the services sector. The sector has the potential to open up a multi-trillion-dollar opportunity that might stimulate symbiotic growth for all nations. Service providers in India continued to signal positive demand trends in June, which underpinned a stronger increase in new business volumes and further job creation.

In December 2023, services exports grew by 1.3% to US\$ 31.6 billion, driven by software, business, and travel services. While Imports declined by 1.2%, resulting in a record high net earnings of US\$16.0 billion.

During October-December 2023, India experienced a 5.1% YoY to US\$ 87.7 billion with a trade surplus of US\$ 44.9 billion, growth in services exports, driven by software, business, and travel services.

Source: <https://www.ibef.org/industry/services>

INDIAN FINANCIAL SERVICE SECTOR

ADVANTAGE INDIA

1. GROWING DEMAND

- Rising income is driving the demand for financial services across income brackets.
- Financial inclusion drive from the Reserve Bank of India (RBI) has expanded the target market to semi-urban and rural areas.
- Investment corpus in Indian insurance sector might rise to US\$ 1 trillion by 2025.
- With >2,100 fintech operating currently, India is positioned to become one of the largest digital markets with rapid expansion of mobile and internet.

2. INNOVATION

- India benefits from a large cross-utilization of channels to expand reach of financial services.
- Emerging digital gold investment options.
- In September 2021, eight Indian banks announced that they are rolling out—or about to roll out—a system called ‘Account Aggregator’ to enable consumers to consolidate all their financial data in one place.

3. POLICY SUPPORT

- The government has approved 100% FDI for insurance intermediaries and increased FDI limit in the insurance sector to 74% from 49% under the Union Budget 2021-22.
- International Financial Services Centers Authority (Banking) Regulations, 2020, are expected to drive and facilitate the constituent operations in the IFSC and help the sector reach its potential.

4. GROWING PENETRATION

- Credit, insurance and investment penetration is rising in rural areas.
- HNWI participation is growing in the wealth management segment.
- Lower mutual fund penetration of 5-6% reflects latent growth opportunities.

RECENT TRENDS

1. INSURANCE SECTOR

- New distribution channels such as bank assurance, online distribution and Non-Banking Financial Companies (NBFCs) have widened the reach and reduced operational costs.
- In November 2020, LIC took initiatives to facilitate quicker proposal completion by launching a digital application –ANANDA.
- India’s general insurance market is expected to grow at a compound annual growth rate (CAGR) of 7.1% during 2024-2028.

2. MOBILE WALLETS

- As the RBI allows more features such as unlimited fund transfer between wallets and bank accounts, mobile wallets will become strong players in the financial ecosystem.
- India's mobile wallet industry is estimated to grow at a CAGR of 23.9% between 2023 and 2027 to reach US\$ 5.7 trillion.
- In February 2024, Unified Payments Interface (UPI) recorded 12.10 billion transactions worth Rs. 18.28 lakh crore (US\$ 220.77 billion).

3. DIGITAL TRANSACTIONS

- Indian companies are strengthening their footprint on foreign shores, enhancing geographical exposure. India's digital payment is estimated to increase to US\$ 1 trillion by 2023.
- In the Union budget of 2022-23, India has announced plans for a central bank digital currency (CBDC) which will be known as Digital Rupee.

- The number of transactions through immediate payment service (IMPS) reached 534.6 million (by volume) and amounted to Rs. 5.58 trillion (US\$ 68.61 billion) in February 2024.
- In August 2021, Prime Minister Mr. Narendra Modi launched e-RUPI, a person and purpose specific digital payment solution.
- Digital payment platforms for rural India:
In August 2021, Neokred, an open banking stack that delivers curated versions of issuance in the payment ecosystem, teamed with Virenxia, a provider of integrated and sustainable solutions for rural transformation and development, to launch the 'The Kisan Card,' a special payment card for Indian farmers.

4. NBFCs

- NBFCs have served the non-banking customers by pioneering into retail asset-backed lending, lending against securities and microfinance. NBFCs aspire to emerge as a one-stop shop for all financial services.
- In July 2021, Rajya Sabha approved Factoring Regulation (Amendment) Bill in 2020, enabling ~9,000 NBFCs to participate in the factoring market. The bill also gives the central bank the authority to establish guidelines for improved oversight of the US\$ 6 billion factoring sector.

ROAD AHEAD

India's financial services industry has experienced huge growth in the past few years. This momentum is expected to continue. India's private wealth management Industry shows huge potential. India is expected to have 16.57 lakh HNWIs in 2027. This will indeed lead India to be the fourth-largest private wealth market globally by 2028. India's insurance market is also expected to reach US\$ 250 billion by 2025. This will further offer India an opportunity of US\$ 78 billion in additional life insurance premiums from 2020-30.

India is today one of the most vibrant global economies on the back of robust banking and insurance sectors. The relaxation of foreign investment rules has received a positive response from the insurance sector, with many companies announcing plans to increase their stakes in joint ventures with Indian companies. Over the coming quarters, there could be a series of joint venture deals between global insurance giants and local players.

The Association of Mutual Funds in India (AMFI) is targeting a nearly five-fold growth in AUM to US\$ 1.15 trillion (Rs. 95 lakh crore) and more than three times growth in investor accounts to 130 million by 2025.

India's Fintech space is expected to further fuel this growth in various segments. India's mobile wallet industry is estimated to grow at a Compound Annual Growth Rate (CAGR) of 150% to reach US\$ 4.4 billion by 2022, while mobile wallet transactions will touch US\$ 388.8 billion (Rs. 32 trillion) during the same period.

According to Goldman Sachs, investors have been pouring money into India's stock market, which is likely to reach >US\$ 5 trillion, surpassing the UK, and become the fifth-largest stock market worldwide by 2024.

Source: <https://www.ibef.org/industry/financial-services-india>

INDIAN BANKING SECTOR

Growing digital transaction

- RBI has taken several steps to enable mobile payments to enhance their role in digital transactions.
- According to the Boston Consulting Group, PhonePe has 47% of UPI market share followed by Google Pay (at 34%) in FY23 (April-December). Financial transactions via digital channels accounted for 92% of the overall transactions. Out of which, the total share of UPI transactions was 42% in 9M FY23.
- In November 2022, RBI launched a pilot project on central bank digital currency (CBDC). The platform is called NDSOM CBDC. The Central Bank stated that the use case for the wholesale digital rupee is for the "settlement of secondary market transactions in government securities" as it would reduce transaction costs.
- According to data released by the National Payments Corporation of India (NPCI), UPI transactions reached 10.241 billion until August 30, 2023.

Rising rural penetration

- In October 2022, Prime Minister Mr. Narendra Modi inaugurated 75 Digital Banking Units (DBUs) across 75 districts in India.

- The RBI has launched a pilot to digitalize KCC lending in a bid for efficiency, higher cost savings, and reduction of TAT. This is expected to transform the flow of credit in the rural economy.
- 100% of new bank account openings in rural India are being done digitally.

Advantage India

1. Robust demand

- BCG predicts that the proportion of digital payments will grow to 65% by 2026.
- That demand seems particularly strong when it comes to the critical need of protecting consumer data, where incumbent banks have a trust advantage. Some super apps may also turn to banks for access to banking licenses and to meet other regulatory requirements.
- Indian Fintech industry is estimated to be at US\$ 150 billion by 2025. India has the 3rd largest FinTech ecosystem globally.

2. Business fundamentals

- Digital modes of payments have grown by leaps and bounds over the last few years. As a result, conventional paper-based instruments such as cheques and demand drafts now constitute a negligible share in both volume and value of payments.

3. Policy support

- In Union Budget 2023, a national financial information registry would be constructed to serve as the central repository for financial and ancillary data.
- In November 2022, RBI launched a pilot project on central bank digital currency (CBDC).
- In March 2023, India Post Payments Bank (IPPB), in collaboration with Airtel, announced the launch of WhatsApp Banking Services for IPPB customers in Delhi.

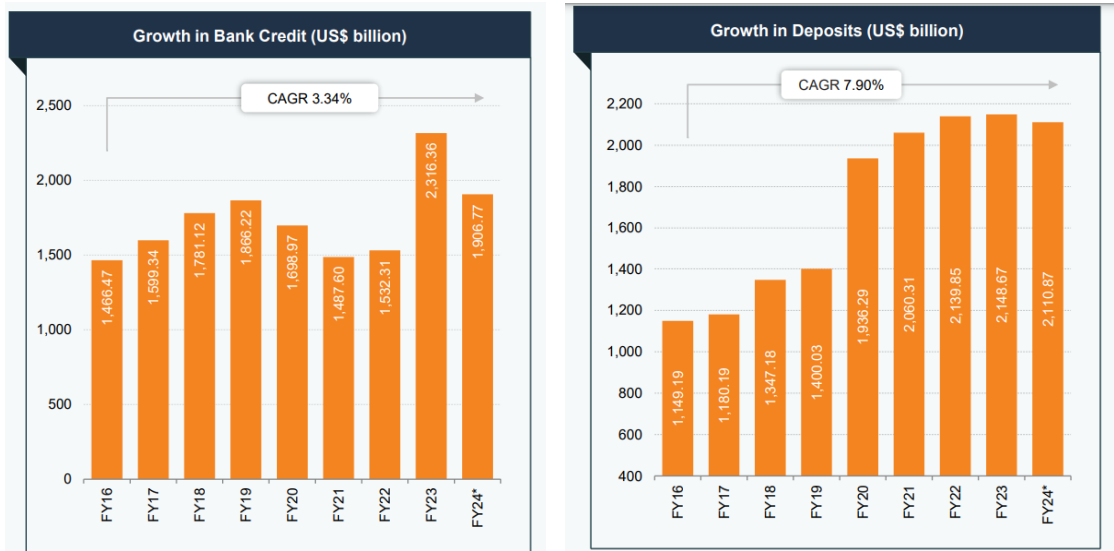
4. Innovation in services

- In the recent period, technological innovations have led to marked improvements in efficiency, productivity, quality, inclusion and competitiveness in extension of financial services, especially in the area of digital lending.
- In Union Budget 2023, the KYC process will be streamlined by using a 'risk-based' strategy rather than a 'one size fits all' approach.
- In September 2023, Hitachi Payment Services launched India's first-ever UPIATM with NPCI.
- Digitalization of Agri-finance was conceptualized jointly by the Reserve Bank and the Reserve Bank Innovation Hub (RBIH).

INDIAN BANKING SECTOR HAS GROWN AT A HEALTHY PACE

- The Indian banking industry has been on an upward trajectory aided by strong economic growth, rising disposable incomes, increasing consumerism and easier access to credit.
- Bank accounts opened under GoI Pradhan Mantri Jan Dhan Yojana have deposits of over ~US\$ 25.13 billion in beneficiary accounts. 51.11 crore beneficiaries banked till December 15th, 2023.
- Demand has grown for both corporate and retail loans. Services, real estate, consumer durables and agriculture allied sectors have led the growth in credit.
- India is one of the fastest-growing Fintech markets in the world. There are currently more than 2,000 DPIIT-recognized Financial Technology (FinTech) businesses in India, and this number is rapidly increasing.
- Being the largest consumption market, India will become the 3rd largest consumer economy by 2030, driven by a young population comprising 65% population below the age of 35 years.
- India already has the 2nd highest number of smartphone users globally and is the 2nd largest Internet user market.
- India is set to become the third-largest domestic banking sector by 2050.
- Bank credit witnessed a growth of 18.1% showing post-pandemic recovery; Private-New Banks continue to gain market share.
- On a year-on-year (y-o-y) basis, non-food bank credit registered a growth of 15.3% in December 2022 as compared with 9.4% a year ago.
- Access to banking system has also improved over the years due to persistent effort from Government to promote banking technology and promote expansion in unbanked and non-metropolitan regions.

- At the same time, India's banking sector has remained stable despite global upheavals, thereby retaining public confidence over the years.
- Indian banking has benefited from high savings rates and growth in savings as well as disposable income growth.
- According to RBI, the performance of the Indian banking sector improved in FY20, as lenders reported a profit on an aggregate basis after two years of losses.
- According to RBI's Scheduled Banks' Statement, deposits of all scheduled banks collectively surged by a whopping Rs.1.75 lakh crore (US\$ 2,110.87 billion) as of December 1st, 2023.



NOTABLE TRENDS IN THE BANKING INDUSTRY SECTOR

1. Improved risk management practices

- Indian banks are increasingly focused on adopting integrated approach to risk management.
- A draft MD providing a consolidated and updated IT governance and risk management framework for regulated entities (Res) has been placed on the Reserve Bank's website in October 2022 for public comments.
- As of August 2022, Notably, public sector banks (PSBs) stumbled in achieving greater compliance with the dimensions of board effectiveness, risk management, and audit functions.
- In Union Budget 2023, the KYC process will be streamlined by using a 'risk-based' strategy rather than a 'one size fits all' approach.

2. Technological innovations

- Technology-oriented business models are no longer the niche of these banks alone; almost all banks are leveraging technology to improve and expand delivery of financial services and products.
- Digitalization of Agri-finance was conceptualized jointly by the Reserve Bank and the Reserve Bank Innovation Hub (RBIH). This will enable the delivery of Kisan Credit Card (KCC) loans in a fully digital and hassle-free manner.
- In November 2022, RBI launched a pilot project on central bank digital currency (CBDC).
- Digital Push: 93% digital payments (by volume) done via mobile (2021) and over 1 billion cards are in circulation
- As per the Union Budget 2023-24, US\$ 900 million (Rs. 7,400 crore) digital payments of US\$ 1.5 trillion (Rs. 126 lakh crore) has taken place through UPI in 2022. UPI transactions reached 10.241 billion till August 30th, 2023.

3. Focus on financial inclusion

- Technological innovations have led to marked improvements in efficiency, productivity, quality, inclusion and competitiveness in extension of financial services, especially in the area of digital lending.
- The National Strategy for Financial Inclusion (NSFI) 2019-24 sets forth the vision and key objectives of financial inclusion policies in India, with an emphasis on enhancing digital financial inclusion, promoting financial literacy and strengthening the grievance redressal mechanism in the country.

4. Know Your Client

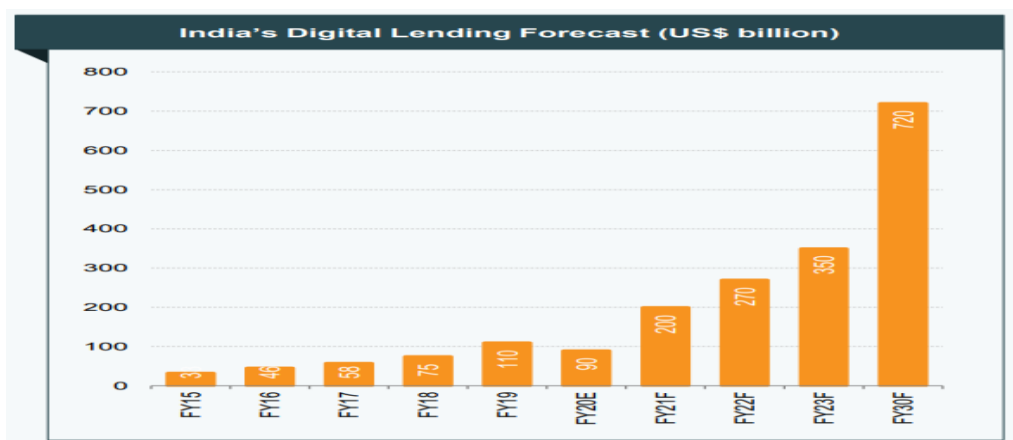
- RBI mandated the Know Your Customer (KYC) Standards, wherein, all banks are required to put in place a comprehensive policy framework in order to avoid money laundering activities.
- The KYC policy is now compulsory for opening an account or making any investment such as mutual funds.

5. RBI Retail Direct Scheme

- RBI Retail Direct. Retail Direct scheme is a one-stop solution to facilitate investment in Government Securities by Individual Investors.
- Retail investors (individuals) will have the facility to open and maintain the ‘Retail Direct Gilt Account’ (RDG Account) with RBI. Under this scheme, the individual can also access Secondary market through “NDS OM” – RBI’s trading system. The investor will automatically receive any interest paid/maturity proceeds into his linked bank account on due dates.
- Following additional services are proposed to be made available to the Retail Direct Investor on the RBI Retail Direct Portal:
 - ❖ Nomination
 - ❖ Gifting
 - ❖ Pledge/Lien/Transfer

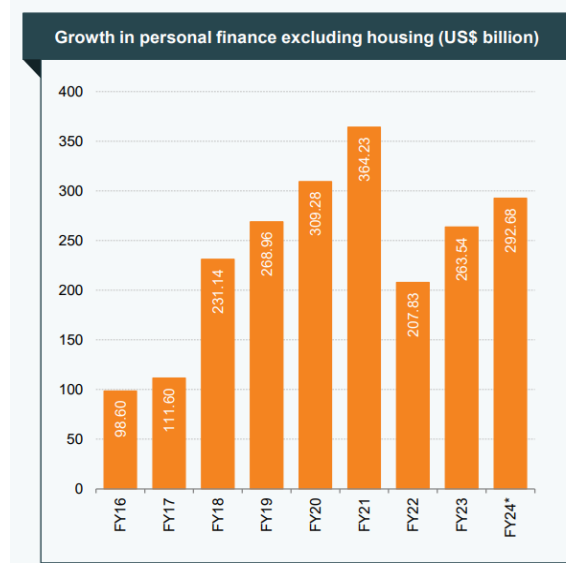
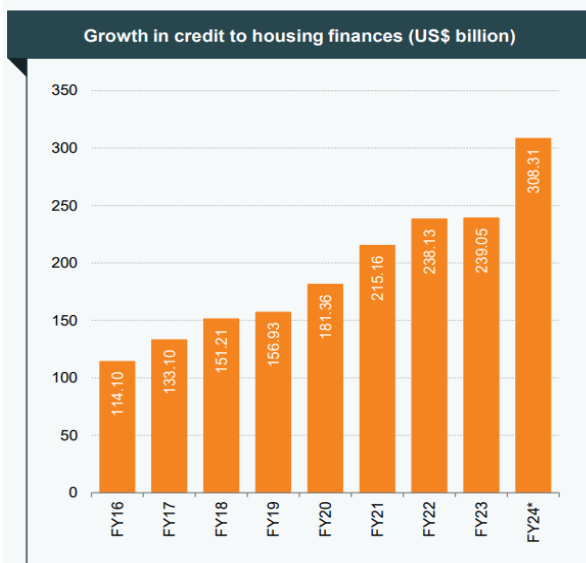
DIGITAL LENDING MARKET SCENARIO

- India is the world’s largest market for Android-based mobile lending apps, accounting for ~82% of all online lenders worldwide.
- The Indian digital consumer lending market is projected to surpass US\$ 720 billion by 2030, representing nearly 55% of the total US\$ 1.3 trillion digital lending market opportunity in the country.
- The value of the digital lending market in India was US\$ 110 billion in 2019. By 2023, the digital lending market was predicted to be worth around US\$ 350 billion. Most of the market was served by fintech firms and NBFCs.
- India’s digital lending market witnessed a growth of CAGR 39.5% over a span of 10 years.
- The digital lending market size is set to grow to US\$ 800 billion in 2030 from US\$ 90 billion in 2020.
- Digital lending is set to account for 60% of the total Indian fintech market by 2030.
- Between 2014 and Q2 2022, digital lending startups raised US\$6.49 billion in funding across 447 deals, accounting for about 28% of all fintech funding.
- Data analysis indicates that digital lending is set to account for 60% of the total Indian fintech market by 2030. The increase in the proliferation of formal finance, growing per capita income and greater internet penetration, among others, will drive the growth in digital lending.
- Digi Dhan Mela: Under the vision of Digital India, Government of Uttar Pradesh is promoting Digital payment through awareness campaign being organized in the State as a Digi Dhan Mela. The core objective of this event is to increase the awareness among the citizen w.r.t to Digital Payment.



Housing and personal finance have been key drivers

- According to a report published by the Associated Chambers of Commerce and Industry of India, In terms of development and maturity, the Indian financial sector has recently exhibited an encouraging trend. The amount of outstanding mortgage loans has increased by a healthy 16% over the past 5 fiscal years.
- Credit under the housing segment rose at a CAGR of 13.23% from FY16 to FY24* (till October 2023) and stood at US\$ 308.31 billion in FY24*.
- By 2040, it is predicted that the real estate market will reach US\$ 7.9 billion (Rs. 65,000 crore). This represents a considerable increase over the 2019 real estate market value, which was pegged at US\$ 1.4 billion (Rs. 12,000 crore). 13% of India's GDP is projected to be generated by the housing industry by 2025.
- Players in the housing finance sector include public and private sector banks and home finance companies. Public Sector Banks (PSBs) and Housing Finance Companies (HFCs) had around 40% and 39% of the market share, respectively, in the 2019 fiscal year.
- According to BCG analysis, banks like Bank of Baroda and IndusInd Bank sourced 85% and 77% personal loans digitally.
- RBI's adoption of the Co-lending Model has paved the way for a model in which non-banking finance companies (NBFCs), housing finance companies (HFCs), and banks can collaborate and enter into an agreement to perform joint origination and lending in the market.
- Growth in disposable income has been encouraging households to raise their standard of living and boost demand for personal credit.
- Credit under the personal finance segment (excluding housing) rose at a CAGR of 14.57% from FY16 to FY24* (till October 2023) and stood at US\$ 292.68 billion in FY24*.
- Unlike some other emerging markets, credit-induced consumption is still less in India.
- The various policy intervention by the government, including 'Housing for All', Aatma nirbhar Bharat, etc., provided an impetus to the Housing Finance sector.



Source: <https://www.ibef.org/industry/banking-india>

INDIAN INSURANCE SECTOR

Rapidly growing insurance segments

- As per the Insurance Regulatory and Development Authority of India (IRDAI), India will be the sixth-largest insurance market within a decade, leapfrogging Germany, Canada, Italy and South Korea.
- The regulatory developments would furthermore contribute to the growth.
- The recent pandemic has emphasized the importance of healthcare on the economy, and health insurance would play a critical role in the effort to strengthen the healthcare ecosystem.

Increasing private sector contribution

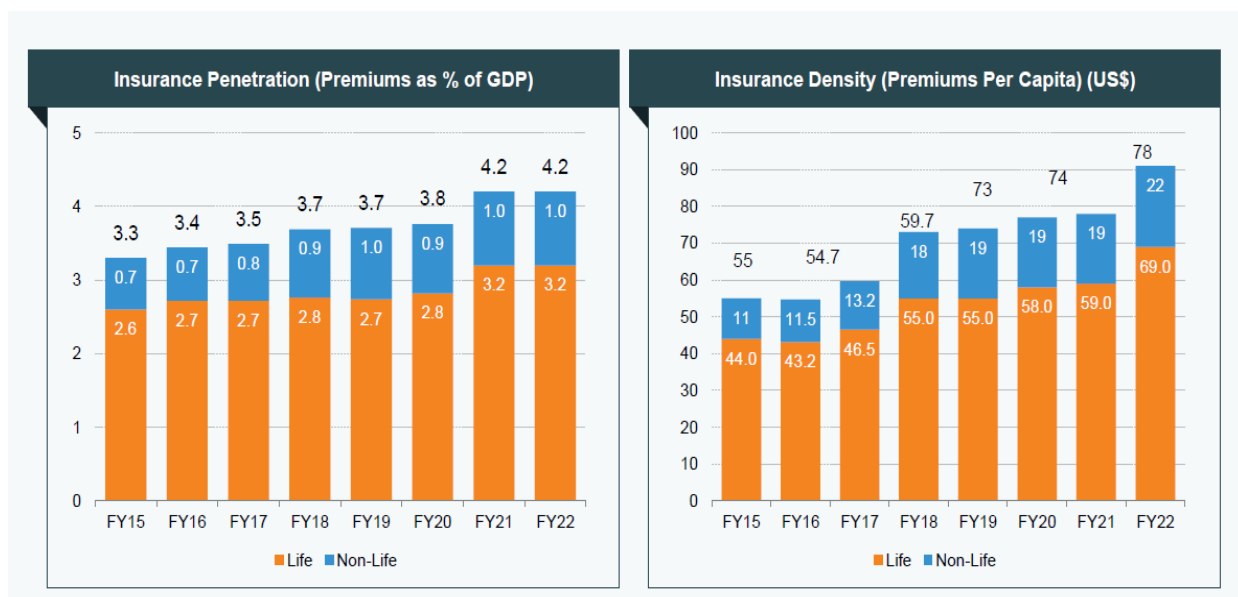
- With the introduction of new private sector companies, the insurance sector in India gained momentum in the year 2000.

- India allowed private companies in the insurance sector in 2000, setting a limit on FDI to 26%, which was increased to 49% in 2014 and further increased to 74% in the Union Budget (Feb 2021).
- The market share of private sector companies in the non-life insurance market rose from 15% in 2004 to 62% in FY23.
- Private insurers like HDFC, ICICI and SBI have been some tough competitors for providing life as well as non-life products to the insurance sector in India.

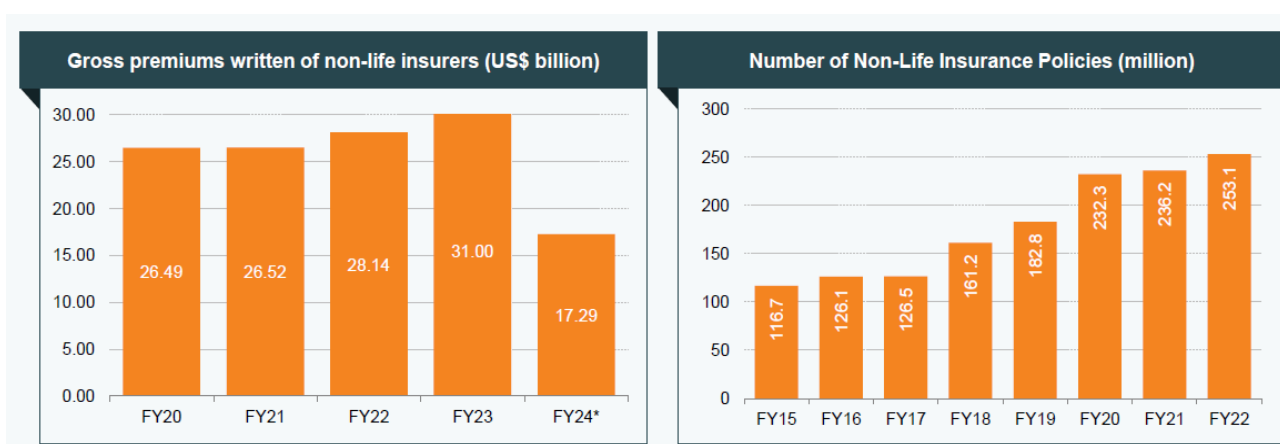
Advantage India

1. Increasing Investments
2. Robust Demand
3. Attractive Opportunities
4. Policy support

INCREASING PENETRATION AND DENSITY OF INSURANCE OVER THE YEARS



Strong growth in non-life insurance market



ROAD AHEAD

Enhanced spending on infrastructure, speedy implementation of projects and continuation of reforms are expected to provide further impetus to growth in the banking sector. All these factors suggest that India’s banking sector is poised for robust growth as rapidly growing businesses will turn to banks for their credit needs. The advancement in technology has brought mobile and internet banking services to the fore. The banking sector is laying greater emphasis on providing

improved services to their clients and upgrading their technology infrastructure to enhance customer's overall experience as well as give banks a competitive edge.

In recent years India has experienced a rise in fintech and microfinancing. India's digital lending stood at US\$ 75 billion in FY18 and is estimated to reach US\$ 1 trillion by FY23 driven by the five-fold increase in digital disbursements. The Indian fintech market has attracted US\$ 29 billion in funding over 2,084 deals so far (January 2017-July 2022), accounting for 14% of global funding and ranking second in terms of deal volume. By 2025, India's fintech market is expected to reach Rs. 6.2 trillion (US\$ 83.48 billion).

Source: <https://www.ibef.org/industry/insurance-sector-india>

CREDIT CARD INDUSTRY IN INDIA

According to Reserve Bank of India (RBI) data, in April 2023, over 8.6 crore credit cards were outstanding. This is a growth of about 15 percent from the 7.5 crore outstanding credit cards in April 2022.

According to the RBI data, in April 2023, the industry average was Rs 5,120 per transaction. The industry average monthly spend per card was Rs 15,388. In April 2022, the industry average spend per card was Rs 14,070, and the average transaction was Rs 4,731.

Source:

<https://rbidocs.rbi.org.in/rdocs/ATM/PDFs/ATMCARDSAPRIL20238B7180C64D8C4C0E9DC53416B47F32F5.PDF>

Source

<https://rbidocs.rbi.org.in/rdocs/ATM/PDFs/ATMAICSAAPRIL2022DCE60947F453408BB0B9B12FC25B4FB3.PDF>

OUR BUSINESS

Some of the information in this chapter, including information with respect to our plans and strategies, contain forward looking statements that involve risks and uncertainties. You should read “**Forward Looking Statements**” on page 19 for a discussion of the risks and uncertainties related to those statements and also “**Risk Factors**”, “**Restated Financial Statement**” and “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” on pages 25, 150 and 193 respectively of this Prospectus, 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.

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in “**Risk Factors**”, “**Restated Financial Statement**” and “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” on pages 25, 150 and 193 respectively. The financial figures used in this section, unless otherwise stated, have been derived from our Company’s restated audited financial statements. Further, all references to “My Mudra Fincorp Limited”, “the Company”, “our Company”, “MMFL” and “the Issuer” and the terms “we”, “us” and “our”, are to My Mudra Fincorp Limited.

OVERVIEW

Established in 2013, our company functions as a Channel Partner (DSA) for major Banks and NBFCs operating in India. Our business model integrates tele-calling, advertising, direct marketing, referrals, networking, and a combined physical and digital (physital) marketing approach to acquire customers for the banks and NBFC’s. Specializing in the distribution and sales of a diverse range of financial products as channel partner, we offer secured loans such as home loans and loans against property, unsecured loans like business loans and personal loans, professional loan as well as credit cards to the procured customers. Recently, we have expanded our services to include the distribution of insurance products. Through our dedication to offering exceptional financial solutions and consultancy services, we have distinguished ourselves in the highly competitive and ever-evolving Indian financial services sector.

We provide our customers with the ability to research and compare a wide range of lending and insurance products offered by our lending and insurer partners, enhancing choice and transparency. Once customers share their requirements, we present multiple options, detailing related costs and features in a clear and simple manner, enabling informed decisions for applications to the appropriate financial institutions, such as banks or NBFCs. Upon credit approval, the loan is conveniently sanctioned. Our company ensures faster service and disbursement of loans at the most competitive interest rates and terms acceptable to the customers.

We generate revenues from the commissions we receive through our various business segments. For our loan-related business, we earn commissions from our lending partners. In our credit card-related business, we receive commissions and fees from the credit card providers. Additionally, we have recently started an insurance business, from which we will receive revenue through commissions from our insurer partners. These sources form the backbone of our revenue generation strategy, ensuring a steady stream of income from our diverse financial product offerings.

Our company was originally formed & incorporated as a Private Limited Company at Delhi under the Companies Act, 1956 under the name and style of “My Mudra Fincorp Private Limited” vide certificate of incorporation dated September 11, 2013, bearing Corporate Identity Number U65191DL2013PTC257611 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently, our company was converted into Public Limited Company vide special resolution passed by our shareholders at the Extra Ordinary General Meeting held on 11th August, 2023 and the name of the company was changed to “My Mudra Fincorp Limited” pursuant to the issuance of Fresh Certificate of Incorporation dated October 19, 2023 by Registrar of Companies, Delhi. The Corporate Identification Number of our company is U65191DL2013PLC257611.

Our Company serves a diverse clientele, including individuals, corporates, and professionals like Chartered Accountants (CAs) and Company Secretaries (CSs). As a trusted Direct Selling Agent (DSA), For individuals, we provide seamless access to funds for various purposes, from fulfilling personal aspirations to managing unexpected expenses. Our corporate clients benefit from tailored financing solutions designed to fuel growth and expansion, including Business loan, working capital financing and project funding. The Company provides specialized loans such as unsecured loan for professionals like Chartered Accountants (CAs), Company Secretaries (CSs), and architects. Loan amounts are based on their degrees and years of practice, with longer practice periods qualifying for higher amounts and minimal financial documentation. With a commitment to excellence and customer satisfaction, Our Company empowers individuals, corporates, Business and professionals to achieve their financial goals with confidence and convenience.

We also work through our franchisees and Sub-DSAs. Our franchise model leverages a unique code provided by banks and NBFCs, allowing our franchisees to process loan applications and earn commissions based on business volume, with payments made after loan disbursement. Our franchisees can operate nationwide without geographical restrictions and benefit from higher commissions compared to direct dealings, due to our volume-based payout structure. We offer comprehensive support and training to ensure smooth operations. This model ensures better earnings and faster payments for our franchisees while expanding our company's national reach.

Below are the details about the business from self and sub-DSAs for the Financial Year ended on March 31, 2024, 2023 and 2022.

(Amount in Rs. Lakhs)

| Particulars | FY 2023-24 | FY 2022-23 | FY 2021-22 |
|--|------------|------------|------------|
| Total no. of channel partners/ franchises/ sub DSAs | 149 | 139 | 116 |
| No. of channel partners/ franchises/ sub DSAs added during the year | 10 | 23 | 11 |
| Total Revenue earned (A) | 7107.24 | 5346.00 | 2838.25 |
| Revenue earned from self (B) | 1483.03 | 843.77 | 299.14 |
| Revenue earned from sub-DSA (C) | 5624.21 | 4502.23 | 2539.11 |
| % of total revenue earned from sub-DSA (C/A%) | 79% | 84% | 89% |
| Commission paid to Sub-DSA (D) | 4803.08 | 3973.81 | 2179.97 |
| % of revenue shared with sub-DSA on the revenue earned from sub-DSA (D/C%) | 85% | 88% | 86% |

We are proud to have established our presence in 8 states across India, namely Chandigarh, Delhi, Haryana, Maharashtra, Odisha, Uttarakhand, Rajasthan including our registered office and corporate office in New Delhi. We also have presence in other states like Bihar, Uttar Pradesh, Jharkhand, Gujarat, Goa, Telangana, West Bengal, Chhattisgarh etc. through our franchise or channel partners. Our network comprises 9 branches, more than 140 franchise/channel partners and Sub DSAs. Our expansion strategy is driven by a commitment to mitigating the financial challenges faced by individuals and corporates in remote areas. As part of this mission, we've extended our reach by setting up branches in these regions, ensuring financial services are accessible to all.

We benefit from the expertise and experience of our Promoters Vaibhav Kulshrestha and Nisha Kulshrestha, who actively advise us on business development, Sales & marketing, and overall corporate strategy and planning, which is instrumental in the growth of our business. Our Promoters, collectively have around 14 years of experience in the financial Service sector which has helped in determining the vision and growth strategies for our Company. We also have an experienced and dedicated management team with several years of industry experience and a qualified pool of employees. As of May 31, 2024, we had 143 employees, including 10 employees who comprise our IT and CRM development team. We believe our management team is able to leverage our market position and their collective domain experience and knowledge, with a focus on evolving technologies. We believe the quality of our people underpins our success and serves as a key point of differentiation in how we deliver value propositions to our customer.

We have a strong track record of revenue growth and profitability. The following table sets forth certain key performance indicators for the years indicated:

Key Performance Indicators of our Company

(Amount in ₹ Lakhs except percentages and ratios)

| Key Financial Performance | As at the Year ended | | |
|--|----------------------|------------|------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Revenue from operations ⁽¹⁾ | 7107.24 | 5346.00 | 2838.25 |
| EBITDA ⁽²⁾ | 1266.36 | 568.40 | 116.01 |
| EBITDA Margin ⁽³⁾ | 17.82% | 10.63% | 4.09% |
| PAT ⁽⁴⁾ | 835.52 | 346.75 | 46.86 |
| PAT Margin ⁽⁵⁾ | 11.76% | 6.49% | 1.65% |
| RoE(%) ⁽⁶⁾ | 66.20% | 54.09% | 11.32% |
| RoCE (%) ⁽⁷⁾ | 45.98% | 44.12% | 13.86% |
| Net Worth ⁽⁸⁾ | 1679.79 | 844.27 | 437.88 |

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 is calculated as Profit before tax – Tax Expenses

⁽⁵⁾ 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

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

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

⁽⁸⁾ Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Preliminary Expenses to the extent not written-off.

AWARDS AND RECOGNITIONS:

Below mentioned are some of the Awards and Recognitions achieved by the Company during their business journey:



Award Given by Yes Bank for exemplary performance towards Business Loan in FY 2023

Award of Excellence Given by IDFC First Bank for exemplary contribution and Support for the year 2022



Award Given by Kotak Mahindra Bank for exemplary performance and contribution to the business for FY 2021-22

Award Given ICICI Bank for valuable contribution & Support in FY 2018-19



Award given by HDFC Bank for Outstanding Performance in Unsecured Loan in March 2019

Certificate of Appreciation given by L& T Finance for being a Valued partner in the milestone of Rs. 3000 Cr. of SME Assets



Below is the summary of our service category-wise revenue over last three years:

(Amount in Rs. Lacs)

| S. No. | Loan Category | FY 2023-24 | | FY 2022-23 | | FY 2021-22 | |
|-----------|------------------------|----------------|----------------|----------------|----------------|----------------|----------------|
| | | Sales | % | Sales | % | Sales | % |
| A) | Unsecured Loan: | | | | | | |
| i | Personal Loan | 4052.58 | 57.02% | 3139.08 | 58.71% | 1,517.50 | 53.47% |
| ii | Business Loan | 2478.20 | 34.87% | 2060.89 | 38.55% | 1,212.30 | 42.71% |
| iii | Professional Loan | 103.93 | 1.46% | 48.98 | 0.92% | 43.10 | 1.52% |
| | Sub Total (A) | 6634.71 | 93.35% | 5248.94 | 98.18% | 2772.90 | 97.70% |
| B) | Secured Loan: | | | | | | |
| i | Used Car Loan | 6.55 | 0.09% | 9.75 | 0.18% | 26.10 | 0.92% |
| ii | Home Loan | 222.46 | 3.13% | 51.87 | 0.97% | 21.64 | 0.76% |
| iii | LAP | 242.22 | 3.41% | 35.45 | 0.66% | 17.61 | 0.62% |
| | Sub Total (B) | 471.23 | 6.63% | 97.06 | 1.82% | 65.35 | 2.30% |
| C) | Others: | | | | | | |
| i | Credit Card | 1.31 | 0.02% | - | - | - | - |
| | Sub Total (C) | 1.31 | 0.02% | - | - | - | - |
| | Total (A+B+C) | 7107.24 | 100.00% | 5346.00 | 100.00% | 2838.25 | 100.00% |

OUR PORTFOLIO OF OFFERINGS:

We undertake the below mentioned services under our portfolio –



1. PERSONAL LOANS:

The term "Personal Loan" has become highly beneficial for individuals seeking quick and straightforward access to funds, offering exceptional flexibility and convenience without the need for collateral. Various types of personal loans cater to specific needs, including marriage loans, holiday loans, personal overdrafts, advance salary loans, medical loans, and instant loans.

All these loans are available for online application, where our executives assist customers in uploading required documents. The status of loan approvals can be conveniently tracked online via our portal, allowing customers to compare interest rates and terms from different banks and NBFCs to select their preferred option.

In addition to our comprehensive online services, customers have the option to apply through offline modes. They can visit our branch or office in person, or choose to engage with our franchise or Sub-DSAs (Direct Selling Agents) who utilize our DSA code. These agents provide personalized assistance, ensuring a seamless application and approval process. This dual approach enables us to cater effectively to a diverse range of customer preferences, combining the convenience of online applications with the personalized support of in-person interactions through our branches or Sub-DSAs.

2. BUSINESS LOANS:

Business loans are essential for both established businesses and new start-ups to ensure smooth operations and support future expansion plans. As a Direct Selling Agent (DSA) for major Banks and NBFCs, we facilitate the distribution and sale of various business loans, tailored to meet diverse business needs. Our loan offerings include unsecured business loan such as working capital loan, business overdraft and MSME term loan.

These loans can be applied for with ease by comparing different options available, ensuring minimal documentation. The entire process, from application to loan disbursement, is designed to be seamless and can be completed online. My Mudra ensures that businesses have access to the financial support they need through efficient and convenient loan processing, leveraging both digital and physical touchpoints for maximum customer convenience.

3. PROFESSIONAL LOANS:

As a Direct Selling Agent (DSA) of major Banks and NBFCs, we offer specialized loan products and dedicated support to professionals such as Chartered Accountants (CAs), Company Secretaries (CSs), Doctors, Architects and other professionals, facilitating their professional and personal endeavors.

Loan amounts are based on their degrees and years of practice, with longer practice periods qualifying for higher amounts and minimal financial documentation. Leveraging our expertise and extensive network, we ensure that the best possible loan options are provided to the professionals.

4. SECURED LOAN:

As a DSA company, we specialize in offering secured loans through partnerships with major Banks and NBFCs, providing a diverse range of financial solutions to meet our clients' needs. Our offerings include Loan against Property, Home Loan and used car loan and refinance.

These loans are secured against the respective assets, allowing borrowers to access funds from multiple Banks and NBFCs. Clients have the flexibility to choose the most advantageous option based on considerations such as interest rates, repayment tenure, and other terms. With our extensive industry knowledge and support, we ensure that clients receive tailored financial solutions efficiently and with minimal complexity.

5. CREDIT CARD:

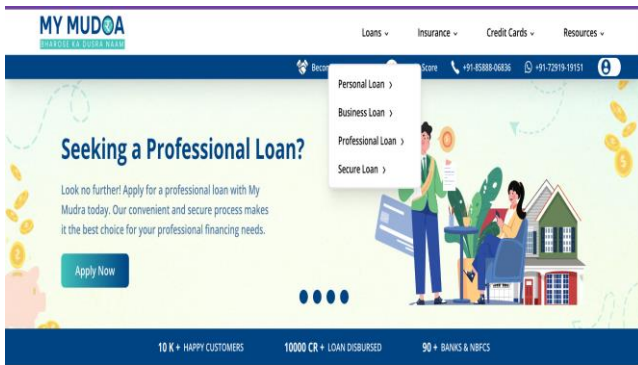
We offer a wide range of credit card options in partnership with leading Banks and NBFCs to cater to diverse financial needs and lifestyles. Our credit cards come with a variety of benefits, including reward points, cashback offers, travel perks, and exclusive discounts. We guide our customers through the selection process, helping them choose the best credit card based on their individual requirements. Our dedicated team ensures a seamless application experience, from initial inquiry to card issuance, providing comprehensive support and enhancing customer satisfaction and financial convenience.

6. INSURANCE:

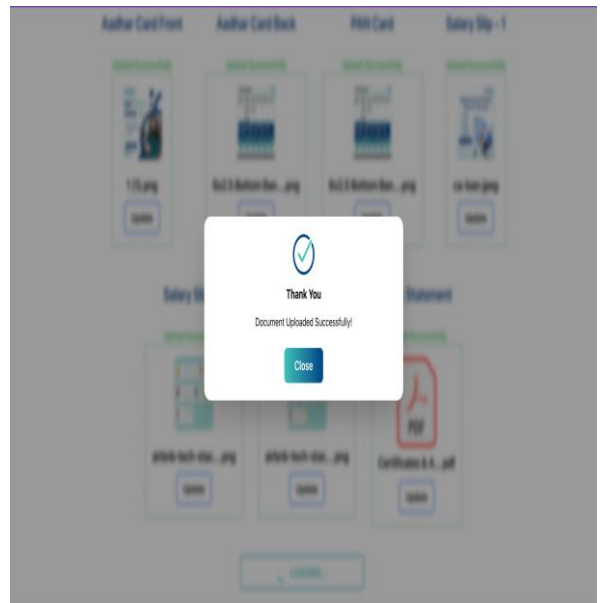
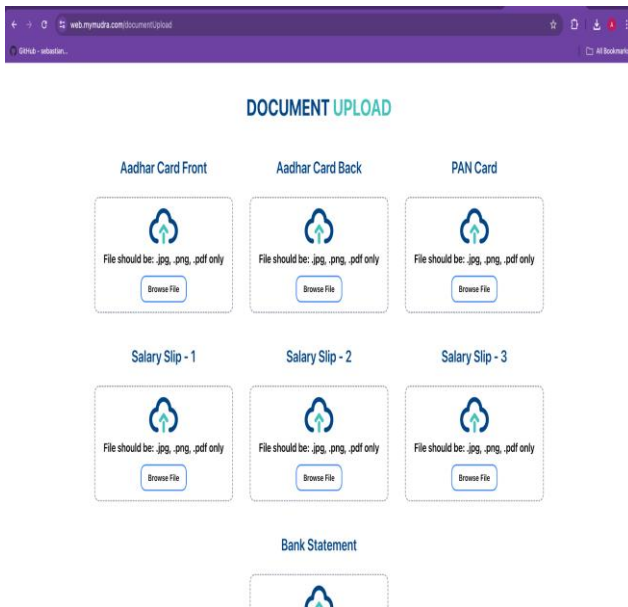
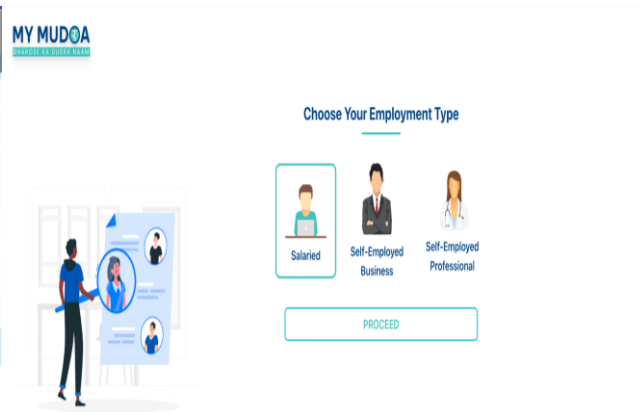
Our company has recently expanded our portfolio to include the sale and distribution of insurance products. Our goal is to provide comprehensive financial solutions to our customers, ensuring their financial security and peace of mind. Through our partnerships with leading insurance providers, we offer a wide range of insurance products, including health insurance, life insurance, Term insurance, and more. Our dedicated team is committed to guiding customers through the process of selecting the most suitable insurance plans based on their individual needs and preferences.

Moreover, our collaboration with lending partners facilitates cross-selling opportunities, enabling customers to access a range of financial products that complement their loans, such as insurance policies. This integrated approach not only provides added value to our customers but also strengthens our relationships with lending partners, ultimately driving mutual growth.

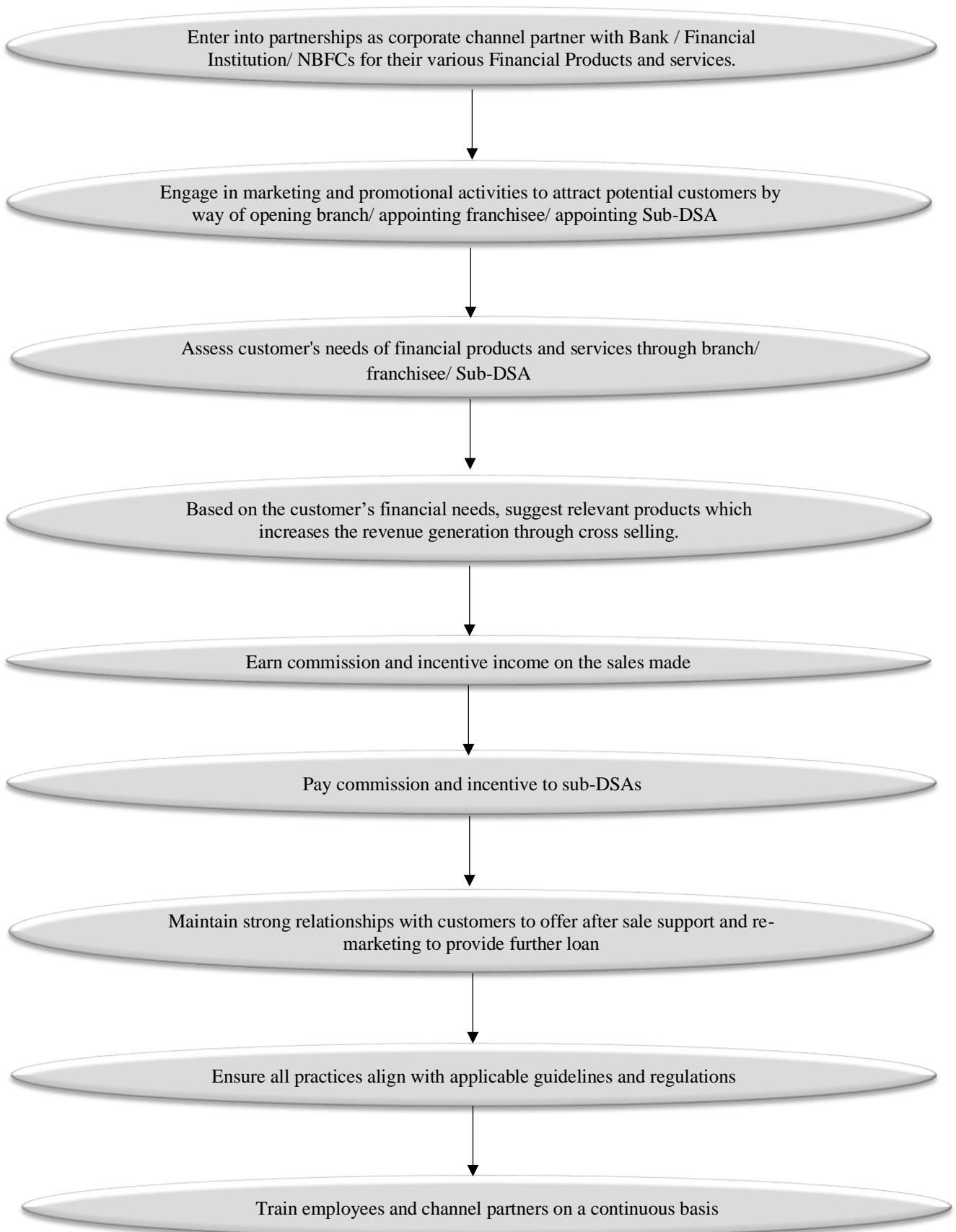
CUSTOMER JOURNEY:



Trending Loans & Offers



OUR BUSINESS APPROACH:



OUR STRENGTH:

1. Strong portfolio and diverse range of products across consumer preferences:

We offer a comprehensive range of financial products, including secured loans (home loans and loans against property), unsecured loans (business loans and personal loans), Professional loan, credit cards, and recently, insurance products. This helps us in creating trust and consistency for our customer services where we can serve to them as per their needs and preferences. Customers also get facility to compare the proposal for different banks and can choose upon from the option best suited for them.

2. Diversified revenue from multiple locations and geographies of India:

Our Company has diversified revenue from multiple geographical locations across India. Further, for the period and financial year ended March 31, 2024, March 31, 2023 & March 31, 2022 respectively, we have generated around 85.94%, 89.05% and 90.87% of our total revenue from sales in top 5 geographical regions in India. We believe in reaching out to all the class of persons to fulfill their needs of any kind of credit facilities. Hence, with our expanded geographical outreach across India, we have the ability to quickly respond to increasing demand. Our presence in multiple geographies not only helps us in expanding our client base but also helps us by keeping ourselves in tune with the latest technological and behavioral changes/advancements world-wide.

(Amount in ₹ Lakhs)

| Name of State | For the year ended | | | | | |
|----------------|--------------------|----------------|----------------|----------------|----------------|----------------|
| | 31-03-2024 | % | 31-03-2023 | % | 31-03-2022 | % |
| Chandigarh | 272.20 | 3.83% | 177.39 | 3.32% | 92.54 | 3.26% |
| Delhi | 3513.25 | 49.43% | 2814.69 | 52.65% | 1688.61 | 59.49% |
| Haryana | 380.52 | 5.35% | 234.43 | 4.39% | 72.63 | 2.56% |
| Maharashtra | 609.28 | 8.57% | 416.42 | 7.79% | 297.51 | 10.48% |
| Madhya Pradesh | 617.74 | 8.69% | 517.80 | 9.69% | 236.13 | 8.32% |
| Odisha | 627.22 | 8.83% | 534.18 | 9.99% | 167.21 | 5.89% |
| Rajasthan | 740.20 | 10.41% | 477.79 | 8.94% | 189.71 | 6.68% |
| Uttarakhand | 346.84 | 4.88% | 173.32 | 3.24% | 93.90 | 3.31% |
| Total | 7107.24 | 100.00% | 5346.00 | 100.00% | 2838.25 | 100.00% |

3. Capital efficient model with low operating costs

As we aggregate and distribute insurance and personal credit products offered by insurers and lenders and do not create our own products, we do not carry any corresponding Underwriting or credit risks. Further, as our brand continues to grow stronger, a larger percentage of users will use our platform directly or without marketing costs. As our platform and Consumer cohorts continue to develop, we expect a larger proportion of Consumers to buy either unassisted or with reduced levels of assistance, which should increase our capital and operational efficiency.

4. Strategic Partnerships with Banks and NBFCs:

We have established strong partnerships with major Banks and NBFCs. These alliances enable us to provide our customers with competitive and attractive financial solutions, ensuring they have access to the Most competitive terms and rates.

5. Experienced Leadership and Management:

We are led by our experience Promoters, Vaibhav Kulshrestha and Nisha Kulshrestha, who actively advise us on business development, Sales & marketing, and overall corporate strategy and planning, which is instrumental in the growth of our business. Our Promoters, collectively have around 14 years of experience in the financial Service sector which has helped in determining the vision and growth strategies for our Company. We also have an experienced and dedicated management team with several years of industry experience and a qualified pool of employees. As of May 31, 2024, we had 143 employees, including 16 employees who comprise our IT and product development team. We believe our management team is able to leverage our market position and their collective domain experience and knowledge, with a focus on

evolving technologies. We believe the quality of our people underpins our success and serves as a key point of differentiation in how we deliver value propositions to our customer.

OUR STRATEGIES:

1. Broaden and deepen our Consumer reach in India:

We endeavour to attract new Consumers while deepening our relationship with our current Consumers for both existing and new customers. We intend to cater to the requirement of the customers by assisting them in choosing the best proposal for them from the available options by various Banks and NBFCs.

We plan to extend our geographies to reach rural areas too by opening new branch/ offices there so as to give assistant to the people there one to one to close the deal and attend the requirement of the customer upto their satisfaction.’

2. Product diversification:

We are committed to continuously broadening our product portfolio to meet the evolving needs of our customers. Recently, we have launched the sale and distribution of insurance products, including life, health, and general insurance, providing our customers with comprehensive financial protection options. For this purpose, we are in the process of obtaining required licenses from IRDA and has made an application for registration as Corporate Agency on portal linked to IRDA. Additionally, we are planning to introduce gold loan services, allowing customers to leverage their gold assets for quick and convenient loans with flexible terms and competitive interest rates. By integrating these new offerings seamlessly into our existing business model, conducting thorough market research, and investing in our digital and technological infrastructure, we ensure a smooth and efficient experience for our customers. Our targeted marketing campaigns and dedicated support teams further enhance customer awareness and satisfaction, solidifying our position as a one-stop destination for diverse financial solutions.

3. Continue to invest in our digital and technology infrastructure:

we are focusing on developing and implementing advanced digital infrastructure and technological innovations. This includes creating a user-friendly website to streamline financial services, a Partner Portal for seamless onboarding and management of partnerships, and a Back Office Portal for efficient case management. Additionally, we are enhancing our CRM system to improve customer data handling and engagement. These initiatives aim to optimize operations, enhance user experience, and ensure efficient service delivery, positioning us at the forefront of the financial services industry.

4. Increasing Collaboration with Banks & NBFCs:

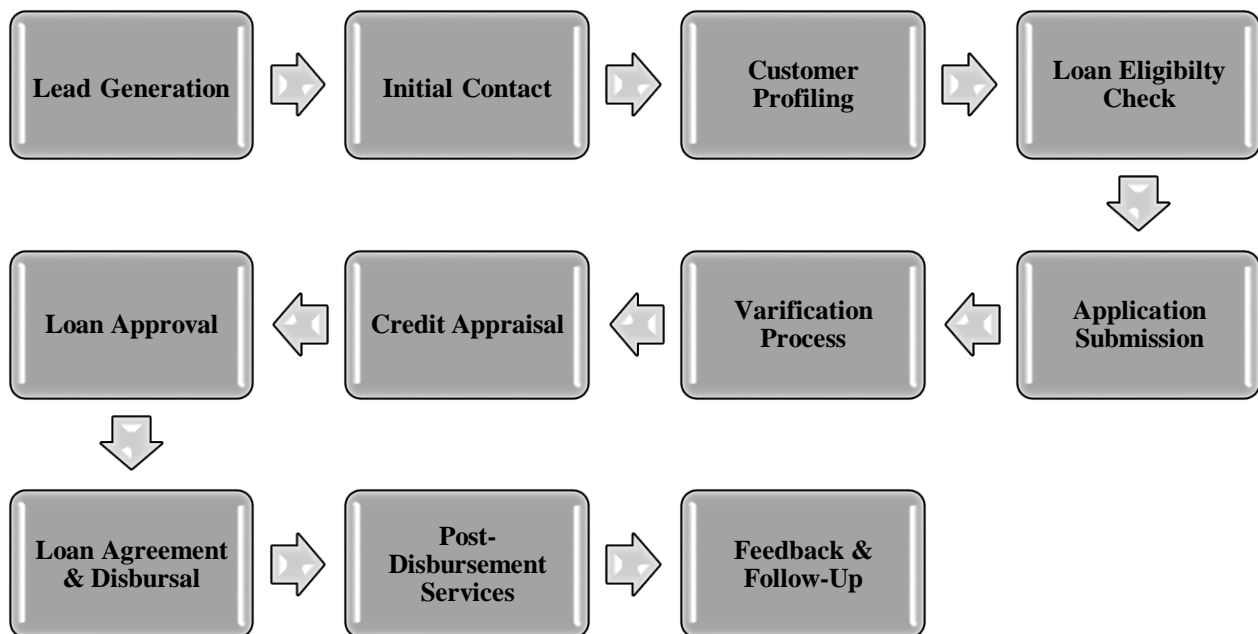
To further bolster our business, we strive to deepen our relationships with banks. This collaboration will provide a competitive edge and open doors to exclusive products and features for our customers by showcasing our expertise, exceptional customer support, and innovative approach to marketing, we aim to become a preferred partner for banks in their credit card and personal loan offerings.

5. Strengthening Customer Retention:

Building long-term relationships with our customers is vital for sustained growth. We prioritize customer satisfaction by ensuring prompt and personalized support from our customer service team. Regular communication and targeted promotional offers, help us stay connected with our existing customers, reinforcing our brand value and encouraging loyalty. Also, continued engagement allows us to identify opportunities for cross-selling and upselling additional financial products and services to meet their evolving needs.

6. Enhancing sales, promotional and marketing activities:

We aim to enhance our sales and marketing activities by leveraging our strong geographical presence and advanced online procedures to effectively meet customer needs. We actively participate in regional and state expos, exhibitions, and NBFC conferences to increase our visibility and build a substantial network. Our direct marketing initiatives, including targeted digital advertising, attract potential partners and customers online. Simultaneously, we maintain a robust physical presence through branch offices and franchises, and by hosting workshops and seminars, facilitating personal interactions and localized support. These combined efforts enable us to build a large base of insurer and lending partners through both direct and indirect branding and marketing initiatives.

Our Workflow Process:**1. Lead Generation:**

In the era of digital transformation, we generate leads using both online and offline methods via Channel Partners, old and existing customers, digital marketing campaigns, website inquiries, social media promotions and email marketing to attract potential customers. Offline methods such as tele-calling, referrals, and walk-ins at our branches are also utilized.

Once leads are acquired, they are categorized based on loan requirements and forwarded to specialized sales teams for personal loans, business loans, professional loans, home loans, LAP (Loan Against Property), Working Capital, ensuring each lead is handled appropriately by experts in their respective fields.

2. Initial Contact:

Once a lead contacts us via call, website, or in-person, their inquiry is noted. Based on the initial review by our sales team regarding loan requirements, leads are assigned to the respective sales executive. The sales executive then promptly contacts the lead to understand their specific loan needs, job status, loan purpose, preferred tenure, and current obligations.

3. Customer Profiling:

In the next step, our sales executive begins the process of customer profiling by having a conversation with the prospective customer to understand their loan needs and check their eligibility through gathering of personal information and financial information like Identity proof, employment status, bank statements, Income details, existing liabilities and credit history etc.

4. Loan Eligibility Check:

After customer profiling, we move to the next stage: conducting an initial review to assess and verify customer eligibility. This involves preparing a Credit Analysis Memorandum (CAM) that includes GST, Profit & Loss, Balance Sheet, and Bank Statements for business loans, and Salary Slips, Bank Statements, and existing loan liabilities for personal loans. Additional factors such as credit history, employment verification, and Debt-to-Income Ratio are also analyzed to measure financial stability and repayment capability. Subsequently, we present the customer's loan application, along with various loan options, to our network of associated banks and NBFCs, providing customers with a range of choices for obtaining their loan.

5. Application Submission:

Next, we assist the customer in accurately filling out the loan application form. Once completed, the customer submits the application along with required documents through our company's digital platform or offline channels for initial verification.

6. Verification Process:

Once the customer submits the application with the requisite documents to our company, we conduct the initial verification process as per the procedure prescribed by the Banks and if the loan application and documents seems to be completed, we will submit the application through Email, Portal and Physical submission to the back end team of respective bank or NBFC selected by the customer to conduct a detailed verification process as per the loan requirements of the customer by the Bank.

7. Credit Appraisal:

After submission and verification of the documents, the respective bank or NBFC conducts a credit check procedure by analyzing, the customer's credit history and score, income stability, employment verification, visiting the customer's home or workplace to collect and verifying the information about the customer data accuracy and financial ability to repay the loan.

8. Loan Approval:

On the basis of outcome received after the verification and completing the credit appraisal process, the bank or NBFC decides on approval of respective loan application of the customer. and. If it approves, the bank will issue a sanction letter outlining details such as the loan amount, interest rate, tenure, and any other terms and conditions related to repayment of loan.

9. Loan Agreement and disbursal:

After the customer completes the necessary paperwork and signs the loan agreement, the loan amount is disbursed. This can either be transferred directly to the customer's account or paid to the seller or vendor, depending on the loan type. The loan agreement includes detailed terms such as the loan amount, tenure, interest rate, and conditions. Customers review, accept, and sign this agreement, which can be done digitally or in person as per the bank's procedures. Once signed, the loan disbursement process commences: the approved amount is transferred to the customer's bank account, and they are notified of the disbursement through email, SMS, or a phone call.

10. Post-Disbursement Services:

After disbursal, we offer continuous customer support, send EMI reminders, and maintain relationships for future opportunities.

11. Feedback and Follow-Up

We value customer feedback to improve our services. We regularly ask for input to make sure we meet customer needs. We also encourage happy customers to recommend us to others, helping us grow through word-of-mouth.

Installed Capacity & Capacity Utilization:

Our Company is operating into service sector, hence existing installed capacities and capacities utilization for past three years are not applicable on our company.

Collaborations/Tie Ups/ Joint Ventures:

As on date of the Prospectus, our Company does not have any Collaborations/Tie-ups/Joint Ventures.

Sales and Marketing:

The strength of our platform and the benefits that accrue to our insurer and lending partners, as well as our customers, serve as our most effective marketing tools. This has helped us generate strong organic growth.

our sales and distribution network is supported by our in-house sales and marketing team. Our team engages in advertising, direct marketing, referrals, networking and both digital and physical marketing strategies to create awareness and generate leads for the bank's products. Additionally, we work closely with a large number of intermediaries, such as Non-Banking Financial Companies (NBFCs) and other financial institutions who regularly liaise with customers to understand their inputs, demands, and requirements. Our senior management maintains continuous contact with these intermediaries to stay attuned to market trends and evolving customer preferences.

Our physical (physical and digital) approach gives us an edge over competitors by ensuring comprehensive customer outreach and engagement. As part of our marketing strategy, we participate in various events, regional and state expos, exhibitions, and annual conferences for NBFCs. These efforts have enabled us to build a large base of insurer and lending partners through both direct and indirect branding and marketing initiatives.

Competition:

we face intense competition from both organized and unorganized players across various regions in India. Competitors offer similar financial products, gaining an edge in areas such as interest rates, loan terms, customer service, operational efficiency, timely delivery, and reliability. Keeping pace with the ever-changing financial landscape and regulatory environment is crucial, and our ability to adapt will significantly impact our competitive standing. The industry's low entry barriers and rapid growth attract many new entrants, indicating that competition will likely intensify in the future. However, our extensive experience in the financial services industry, commitment to quality assurance, and strong reputation enable us to compete effectively. Key factors influencing our competitive position include maintaining strong client relationships, upholding our reputation, and consistently delivering high-quality services at competitive prices.

Infrastructure & Utilities:

Raw Material: Our Company is engaged in the service industry. Hence, details with regards to raw material is not applicable to us.

Power: Our business does not have heavy electricity consumption, except to cater to normal requirements of the offices. We source electricity from BSES Yamuna Power Limited for registered office and corporate office and State Electricity Boards for the other branch office of the company.

Water: Our registered office, corporate office and branch offices have adequate water supply position from the public supply utilities and the same is used for drinking and sanitation purposes. Our current water consumption at our registered office, corporate office and branch offices is minimal and the same is sourced from the local sources.

Digital Infrastructure: Our company utilizes various platforms and tools to support our digital operations. We host our website and databases on AWS using services like S3 Bucket, EC2, SES, Amplify, RDS, and Route53. Our Laravel-built website, "My Mudra," offers loan options and content, supported by a CMS for posting. Our partially implemented CRM captures and tracks leads, assigning them to the sales team via the Sales Portal, and managing application progress with banks through the Back Office Portal. Access is role-based. We use a Click-to-Call API for sales agents to initiate customer calls easily. Our code is managed on GitHub, and our back-office portal is hosted on Railway.app. Communication tools include an SMS Panel and a WhatsApp Panel for marketing campaigns, along with G-Suite for email management. We manage the domains mymudra.com and mudrafincorp.co.in. For creative tasks, we use Canva Pro for graphic design and Filmora Pro for video editing. All these services are leased except for the website and CRM system. Further the Company also uses hardware including Computers, laptops, printers, routers, projectors scanner etc.

EMPLOYEES:





Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

As on May 31, 2024, our Company has total employed around 143 employees (including senior management personal and Directors) at various levels of the organization. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

The following table sets forth the number of our employees as of May 31, 2024

| Sr. No. | Departments | No. of Employees |
|---------|--|------------------|
| 1 | HR & Administration | 3 |
| 2 | Operations | 48 |
| 3 | Accounts & Finance | 8 |
| 4 | Information Technology including CRM | 10 |
| 5 | Product Management | 6 |
| 6 | Sales & Marketing | 62 |
| 7 | Senior Management personnel including Director | 6 |
| | Total | 143 |

INTELLECTUAL PROPERTY:

| S. No. | Brand name/ Logo Trademark/ Copyright | Class | TM Category | Trademark Number/ Application No./ Registration Certificate Number | Issuing Authority | Date of Application/ Registration | Status |
|--------|---|-------|-------------|--|-------------------------|-----------------------------------|----------------------|
| 1 | MY MUDRA | 35 | WORD | 5387442 | Registrar Of Trademarks | March 28, 2022 | Registered |
| 2 | MY MUDRA | 36 | WORD | 5387443 | Registrar of Trademarks | March 28, 2022 | Registered |
| 3 |  | 35 | DEVICE | 6444135 | Registrar of Trademarks | May 22, 2024 | Formalities Chk Pass |
| 4 |  | 36 | DEVICE | 6444136 | Registrar of Trademarks | May 22, 2024 | Formalities Chk Pass |
| 5 |  | 35 | DEVICE | 6491101 | Registrar of Trademarks | June 21, 2024 | Formalities Chk Pass |
| 6 |  | 36 | DEVICE | 6491100 | Registrar of Trademarks | June 21, 2024 | Formalities Chk Pass |

INSURANCE:

Our business is subject to loss due to theft or occurrence of any unforeseen event such as fire, earthquake, other natural calamities, terrorism and force majeure events. We maintain insurances for the same which include ICICI Lombard MSME Suraksha Kavach (Complete Fire Insurance), which provide appropriate coverage in relation to Fire, theft and burglary. Along with the same, we have taken Group Personal Accident Insurance of Employees covering Permanent Partial Disability (PPD) and Permanent Total Disability (PTD). We have taken the ICICI Lombard Burglary Insurance Policy which protects damages and misfortunes caused to property and its contents. We have also taken Auto Secure- Private Car Package policy covers loss or damage to the insured vehicle and its accessories due to: Fire, explosion, self-ignition or lightning. Burglary, housebreaking or theft, Riot and Strike. However, it's important to note that we currently do not possess a Key Men Insurance policy for our Key Managerial Persons. While our existing insurance provides a level of protection, there is no guarantee that these policies will fully cover potential losses resulting from any business interruptions. For further details, kindly refer the section on Risk Factors “*Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.*” beginning on page 36 of this Prospectus.

IMMOVABLE PROPERTIES/ BRANCH OFFICES:

The following table sets forth the locations and other details of the properties of our Company:

| S. No. | Address | Usage | Name of Lessor/Licensor/Vendor | Owned/ Leased/Rented/Licensed |
|--------|---|-------------------|---|---|
| 1. | Second Floor, 17A/45, WEA, Karol Bagh, New Delhi – 110005 | Registered Office | Gurdeep Kaur w/o Jasvinder Singh Saluja | The company has taken the said premises on rent for a period of 11 months starting from May 20 2024 to April 19, 2025 through a notarized rent agreement a dated May 30, 2024 at monthly rental of Rs. 96,360/-. |
| 2. | Third Floor, 17A/45, WEA, Karol Bagh, New Delhi – 110005 | Corporate Office | Jasvinder Singh Saluja S/o Late Shri Jai Mal Singh | The company has taken the said premises on Lease for a period of 4 years starting from July 01, 2022 to June 30, 2026 through registered Lease Deed vide registration number 6378 dated July 05, 2022 at monthly rental of Rs. 90,000/- for first two years and Rs. 99,000/- for next two years. |
| 3 | 2nd Floor, Chamber no. 201 and 202, SCO - 09, Sector -26, Madhya Marg, Chandigarh, 160019. | Branch | Devinder Singh Sodhi s/o Late Ascharaj Singh Sodhi | The company has taken the said premises on License basis for a period of 2 years starting from April 01, 2023 to March 31, 2025 through unregistered but notarised License Deed dated November 02, 2023 at monthly use and occupations charges of Rs. 55,000/- and Rs, 37,868/- as license fees & maintenance fees for first year and Rs. 40,897/- for second year. |
| 4 | BMK MKT, Grand Trunk Road, Opposite KFin Technology Limited, Behind HDFC Bank, GT Road, Panipat, Haryana, 132103 | Branch | Pooja Jindal w/o Ashwani Jindal | The company has taken the said premises on Rent for a period of 11 months starting from November 28, 2023 to October 27, 2024 through Notarized Rent Agreement dated November 27, 2023 at monthly rent of Rs. 10,000/- |
| 5 | 4Th Floor, Office No. 411, IJMIMA Complex, IJMIMA Imitation Jewellery Market, Off Link Road, Malad West, Mumbai Maharashtra, 400064 | Branch | Suhag Traders through its Partner Mr. Janani Manav Jitendra | The company has taken the said premises on Rent for a period of 36 months starting from January 01, 2023 to December 31, 2025 through Registered Leave and License Agreement dated January 09, 2023 at monthly rent of Rs. 40,000/- for first 12 months, Rs. 44,000/- for next 12 months and Rs. 48,400/- for next 12 months. |
| 6 | 304, Third Floor, Madhav Tower, Chetak Circle, Udaipur, Rajasthan – 313001 | Branch | Smt. Pushpa Agarwal w/o Mr. Sawarmal Agarwal | The company has taken the said premises on Rent for a period of 11 months starting from April 01, 2024 to 28 February, 2025 through Notarized rent dated November 27, 2023 at monthly rent of Rs. 15,000/- |
| 7 | Plot No. 178, First Floor, Vidyut Nagar-C, Gandhi Path, Vaishali Nagar, Jaipur 302021 | Branch | Mr. Vishal Nagpal s/o C.L. Nagpal | The company has taken the said premises on Rent for a period of 5 years starting from November 01, 2023 to October 31, 2028 through Registered Lease Agreement dated October 20, 2023 at monthly rent of Rs. 80,000/- with escalation of rent @5% p.a. |
| 8 | Plot No. 6/508, Lane 6, Bhubaneswar, Khordha, Odisha, 751007 | Branch | Smt. Giribala Parida w/o Sri Kulamani Parida | The company has taken the said premises on Rent for a period of 3 years starting from July 01, 2023 to June 30, 2026 through unregistered Lease Agreement dated November 09, 2023 at monthly rent of Rs. 14,000/- for the first year and Rs. 15,000/- for 2nd year |

| | | | | |
|----|--|--------|---|---|
| 9 | 19, Preeti Enclave, 2nd Floor, Surya Complex, Saharanpur Road, Dehradun, Uttarakhand, 248001 | Branch | Smt. Santosh Duggal w/o Late Ved Bhushan Duggal | The company has taken the said premises on Rent for a period of 11 months starting from May 01, 2024 to March 31, 2025 through notarized rent Agreement dated May 04, 2024 at monthly rent of Rs. 10,000/-. |
| 10 | 2nd Floor, 211, 7/1, Ratanmani Complex, New Palasia Indore, Madhya Pradesh, 452001 | Branch | RH Trading Company having GSTIN No. 23ABRPA2849K1ZI | The company has taken the said premises on Rent for a period of 11 months starting from June 01, 2024 to April 30, 2025 through notarized rent Agreement dated June 05, 2024 at monthly rent of Rs. 32,250/- |
| 11 | SF-15, Vijay Stambh, M.P. Nagar Zone -1, Bhopal, Madhya Pradesh, - 462001 | Branch | Shri Ashok Kumar Singh s/o Shri Sakaldeep Singh | The company has taken the said premises on Rent for a period of 11 months starting from April 09, 2024 to March 08, 2025 through notarized rent Agreement dated April 20, 2024 at monthly rent of Rs. 14,000/-. |

In addition to our registered office, corporate office and branch offices, we have a presence in other states through our franchise offices/channel partner. These states include Bihar, Uttar Pradesh, Jharkhand, Gujarat, Goa, Telangana, West Bengal, Chhattisgarh etc.

KEY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies 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 be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and Other Statutory Approvals” on page 206 of this Prospectus -

This chapter has been classified as under:

- A. Core Business Laws**
- B. Corporate and Commercial laws**
- C. Labour and employment Laws**
- D. Tax Laws**
- E. Intellectual Property Laws**

A. CORE BUSINESS LAWS

IBA Model Code of conduct for Direct Selling Agents (DSAs):

Model code of conduct for the Direct Selling Agents (DSAs) is a non-statutory code issued by Indian Banks Association, a voluntary association of Banks in India for adoption and implementation by DSAs while operating as Agents of Banks and Financial Institutions. Upon adoption and inclusion as part of agreement between Banks and the DSA, this code will apply to all persons involved in marketing and distribution of any loan or other financial product of the Banks. The Direct Selling Agent (DSA) and its Tele-Marketing Executives (TMEs) & field sales personnel, namely, Business Development Executives (BDEs) must agree to abide by this code prior to undertaking any direct marketing operation on behalf of the bank. Any TME/BDE found to be violating this code may be blacklisted and such action taken is reported to the bank from time to time by the DSA. Failure to comply with this requirement may result in permanent termination of business of the DSA with Bank and may even lead to permanent blacklisting by the industry. As per the model all the DSAs shall obtain a declaration from TMEs and BDEs before assigning them their duties. DSAs should ensure that TME/BDE's must not accept gifts or bribe of any kind from prospects and they should report such type of offers to the DSA/management.

Telecom Regulatory Authority of India (TRAI) Act, 1997

An Act to provide for the establishment of the Telecom Regulatory Authority of India and the Telecom Disputes Settlement and Appellate Tribunal to regulate the telecommunication services, adjudicate disputes, dispose of appeals and to protect the interests of service providers and consumers of the telecom sector. The Telecom Regulatory Authority of India (TRAI) is a regulatory body set up by the Government of India under section 3 of the Telecom Regulatory Authority of India Act, 1997. It is the regulator of the telecommunications sector in India. It regulates the functioning of telecom operators to ensure fair competition and consumer protection. Tariff Regulation: TRAI has the authority to regulate tariffs and pricing of telecom services. It ensures that the tariffs charged by service providers are reasonable and transparent. TRAI's mission is to ensure that the interests of consumers are protected and at the same time nurture conditions for growth of telecommunications, broadcasting and cable services in a manner and at a pace which will enable India to play a leading role in emerging global information society.

The Telecom Commercial Communications Customer Preference Regulations, 2018

The Telecom Commercial Communication Customer Preference Regulation (TCCCPR), 2018 on one hand protects customers from Unsolicited Commercial Communications (UCC) and on the other hand aids principal entities to send commercial communication to those customers who have opted their services or set their preferences to allow such communications. As any communication can be termed as UCC if it is received by the wrong recipient. So the TCCCPR Regulation 2018, laid out a framework to facilitate commercial communication to the right recipient and in accordance to their preference. The objective of the new regulation notified is to effectively deal with the nuisance of spam experienced by the subscribers. The salient features of the regulation are: a) Adoption of Distributed Ledger Technology (or blockchain) as the RegTech to ensure regulatory compliance while allowing innovation in the market.

The Consumer Protection Act, 2019

The Consumer Protection Act provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers' disputes and matters connected therewith. The Consumer Protection Act protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressal forums set up under the Act.

Consumer Protection (Direct Selling) Rules, 2021 and Consumer Protection (Direct Selling) (Amendment) Rules, 2023

The said rules have been introduced in exercise of the powers conferred by the Consumer Protection Act, 2019. It prohibits promotion of pyramid schemes and participation in money circulation schemes. The said rules lay down the duties and obligations of both direct selling entities and their direct sellers to safeguard the interest of consumers. The existing direct selling companies need to comply with the rules within 90 days. The said rule shall apply to all models of direct selling, all direct selling entities offering goods and services to consumers in India, all forms of unfair trade practices across all models of direct selling. This rule directs all the Direct selling companies to establish an adequate grievance redressal mechanism and every direct selling entity need to appoint a nodal officer who shall be responsible for ensuring compliance with the provisions of the Act and the rules. The Consumer Protection (DS) Rules, 2021 ensures that minimum of one physical location as its registered office within India. All the entities under these rules will have to make self-declaration to the effect that Direct Selling entity has complied with the provisions of the Direct Selling rules and is not involved in any Pyramid Scheme or money Circulation Scheme. As per the new rule in 2023 the DSA need to provide correct and complete information at pre-purchase stage to enable buyers to make informed purchase decisions. No direct selling entity shall adopt any unfair trade practice in the course of its business or otherwise, and shall abide by the requirements specified in any law for the time being in force.

The states have notified guidelines to monitor direct selling entities after the center announced rules for the industry in 2021 and so the other rules and regulations applicable over the company are:

- Maharashtra Direct Selling Monitoring Mechanism, 2023
- Punjab Direct Selling Guidelines
- Odisha Direct Selling Guidelines
- Maharashtra Direct Selling Guidelines
- Rajasthan Direct Selling Guidelines

RBI Act, 1934

The NBFCs as defined in the Reserve Bank of India Act, 1934 are broadly classified into different categories on the basis of their principal activities. The Reserve Bank regulates and supervises the NBFCs in terms of Chapter III B of the Reserve Bank of India Act, 1934. The Reserve Bank has put in place a set of directions to regulate the activities of NBFCs under its jurisdiction. The directions are aimed at controlling the deposit acceptance activity of NBFCs in the four categories of Equipment Leasing (EL), Hire Purchase (HP), Loan and Investment Companies and deposits and business activities of Residuary Non-Banking Companies (RNBCs). Besides, the Reserve Bank has prescribed prudential norms for all the NBFCs. RNBCs are classified as a separate category as their business, which has evolved over the years, does not conform to any of the other defined classes of NBFC businesses. Certain other types of non-banking financial entities are either partially regulated by the Reserve Bank or are outside the purview of the Reserve Bank regulation. The Reserve Bank of India (Amendment) Act, 1997 made it obligatory for NBFCs to apply to the Reserve Bank for a certificate of registration (CoR). The statutory requirement for minimum net owned funds 1 (NOFs) for registration, was stipulated at Rs.25 lakh for the then existing NBFCs and Rs.2 crore for new NBFCs seeking grant of CoR on or after April 21, 1999. The three-year period provided in the Reserve Bank of India (Amendment) Act, 1997 for the NBFCs to attain the minimum NOFs necessary for registration expired on January 9, 2000. The further three-year period granted by the Reserve Bank, at its discretion, as per the Act, also came to a close on January 9, 2003. Under Chapter V of the RBI Act, 1934, penalties can be imposed against NBFCs can be imposed for various reasons, including non-compliance with regulatory guidelines, failure to maintain prescribed financial standards, or specific provisions outlined by the RBI.

B. CORPORATE AND COMMERCIAL LAWS

The Companies Act, 2013

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

Competition Act, 2002

The Competition Act, 2002 came into effect on June 1, 2011 and has been enacted to “prohibit anti- competitive agreements, abuse of dominant positions by enterprises” and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

Indian Contract Act, 1872

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them.

Negotiable Instruments Act, 1881

In India, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonor of cheques a criminal offence if the cheque is dishonored on the ground of insufficiency of funds in the account maintained by a person who draws the cheque which is punishable with imprisonment as well as fine.

The Registration Act, 1908 (“Registration Act”)

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

Indian Stamp Act, 1899 (the “Stamp Act”)

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

The Insolvency and Bankruptcy Code, 2016-

The Insolvency and Bankruptcy Code, 2016 (the “code”) cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies.

The IBC 2016 has laid down a collective mechanism for resolution of insolvencies in the country by maintaining a delicate balance for all stakeholders to preserve the economic value of the process in a time bound manner. The code empowers any creditor of a Corporate Debtor (CD), irrespective of it being a Financial Creditor (FC) or Operational Creditor (OC) or

secured or unsecured creditor, or the Corporate Debtor itself, to make an application before the Adjudicating Authority (AA) to initiate Corporate Insolvency Resolution Process (CIRP) against a Corporate Debtor, at their discretion, in the event of there being a default by the Corporate Debtor in payment of their dues for an amount as specified from time to time.

Information Technology Act, 2000 and the rules made thereunder (“IT Act”)

The IT Act creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines and imprisonment for various computer related offences. These include offences relating to unauthorized access to computer systems, damaging such systems or modifying their contents without authorization, unauthorized disclosure of confidential information and committing of fraudulent acts through computers. In April 2011, the Department of Information Technology under the then Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (the “IT Personal Data Protection Rules”) under Section 43A of the IT Act and notified the Information Technology (Intermediaries Guidelines) Rules, 2011 and Information Technology (Reasonable security practice and procedure and sensitive personal data or information) Rules, 2011 (the “IT Intermediaries Rules”) under Section 79(2) of the IT Act. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data. The IT Intermediaries Rules require persons receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the Intermediaries Rules and to disable such information after obtaining knowledge of it.

Information Technology (Reasonable Security Practices & Procedure & Sensitive Personal Data or Information) Rules, 2011

Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011 came into effect on 11th April, 2011. It provides rules for collection, disclosure, transfer and security of data. The Personal Data Protection Rules further require the Body Corporate to provide a privacy policy for handling and dealing on personal information, including sensitive personal data. Such policy is required to be published on the website of the Body Corporate. Disclosure of information to any third party is mandate to be permitted by the concerned authority and from the provider of that information. The security standards are to be certified and audited on a regular basis.

The Digital Personal Data Protection Act, 2023

An Act to provide for the processing of digital personal data in a manner that recognises both the right of individuals to protect their personal data and the need to process such personal data for lawful purposes and for matters connected therewith or incidental thereto. Since the company is involved in providing the services of destruction of data which includes data degaussing, hard disk shredding and software data destruction, the company needs to take adequate measure to prevent any leakage of the destroyed data. One of the major principles of this new act is the principle of accountability and also imposes obligation on fiduciaries for “data processing”. The word “processing” is explained as collection, storage or any other operation on personal data. The act also stipulates the provision for financial penalties for the breach of rights of the data principals and breach of duties and obligations of the data fiduciaries.

C. LABOUR AND EMPLOYMENT LAWS

The Micro, Small and Medium Enterprises Development Act, 2006

The Act provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, (ii) a small enterprise, or (iii) a medium enterprise, as per criteria mentioned in the said Act. The MSMED Act inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

Delhi Shop & Establishment Act, 1954, Punjab Shops and Commercial Establishments Act, 1958, Maharashtra Shops & Establishments (Regulation of Employment and Conditions of Service) Act, 2017, Rajasthan Shops and Commercial Establishment Act, 1958, Odisha Shop and Commercial Establishment Act, 1956, Madhya Pradesh Shops and Commercial Establishment Act, 1958

These Legislations are enacted with the objective to govern the establishment of Shops in the States and is applicable on the shops as may be notified by State Government. No shop or establishment can operate without taking registration under these laws of respective States. Such laws further regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“EPF Act”) and the schemes formulated there under (“schemes”)

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

The Employees State Insurance Act, 1948

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act applies to those establishments where 20 or more persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, 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 ESI department. The Employees' State Insurance Rules, 1950 ensure implementation of the provisions of the Employees' State Insurance Act, 1948.

The other labour laws applicable to the Company are:

- Minimum Wages Act, 1948
- Payment Of Wages Act, 1936
- Employees' Compensation Act, 1923
- Payment Of Gratuity Act, 1972
- Payment Of Bonus Act, 1965
- The Maternity Benefit Act, 1961
- The Equal Remuneration Act, 1976 And Equal Remuneration Rules, 1976
- The Child and Adolescent Labour (Prohibition And Regulation) Act, 1986

The Government of India has consolidated 29 central Labour laws into four Codes namely Code of Wages 2019, The Code on Social Security, 2020, The Industrial Relations Code, 2020 and Occupational Safety, Health and Working Conditions Code, 2020. All these codes have received the assent of President of India but none of them has been made effective till date. Brief descriptions of each of the codes are given below:

Code of Wages, 2019

The Code aims to consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. It received the assent of President of India on August 08, 2019. The Code contains procedure for fixing minimum wage, limit for fines and deductions in wages, minimum and maximum bonus, calculation of allocable and available surplus, as well as gender neutral consideration in fixing wages. The Code has given the power to Central Government to fix a “floor wage” and the State governments cannot fix any minimum wage less than the “floor wage”. It amalgamates and subsumes four imperative labour laws - the Payment of Wages Act, 1936; the Minimum Wages Act, 1948; the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The date of implementation of the Code is yet to be notified.

The Code on Social Security, 2020

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to provide better social security benefits such as provident fund, insurance and gratuity to workers. It extends the reach of the Employees' State Insurance Corporation and the Employees' Provident Fund Organization (which regulate benefits such as provident fund, insurance, pension, etc.) to the workers in the unorganized sector and the platform and gig workers. The Code further stipulates gratuity benefit for fixed term employees without any condition for minimum service period as envisaged under the current regime. The Code subsumes nine (9) labour laws relating to social security, namely, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine-Workers Welfare Fund Act, 1981, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers Social Security Act, 2008.

Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 (OSH Code) is one of three new labor codes that will consolidate the bulk of labor legislation in India and streamline labor compliance besides expanding the social security net for workers. This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. Rules to implement the Code are expected to be finalized in the next few weeks.

New establishments covered by the OSH Code must register themselves (within 60 days of commencement of the Code) with registering officers appointed by the appropriate government. Establishments already registered under any other federal law will not be required to register again.

Every employer is directed to undertake the following obligations by the OSH Code:

- Ensure that the workplace is free from hazards can cause injury or occupational disease to the employees and comply with the OSH Code and the government's directions on the same;
- Provide free annual health examination or testing, free of cost, to certain classes of employees;
- Provide and maintain, as reasonably practical, a working environment that is safe and without risk to the health of the employees;
- Issue letters of appointments to employees; and
- Ensure that no charge is levied on any employee for maintenance of safety and health at workplace, including the conduct of medical examination and investigation for the purpose of detecting occupational diseases.

Further, the Code directs employers with respect to factories, mines, dock work, building and other construction work, or plantations to ensure: (i) safety arrangements in the workplace and absence of risk to health in connection with the use, storage, and transport of articles and substances; (ii) provision of such information, instruction, training, and supervision as are necessary to ensure the health and safety of all employees at work, etc. This Code shall subsume more than 10 labour laws including Factories Act 1948, Contract Labour (Regulation and Abolition) Act 1970 and Mines Act 1952.

D. TAX LAWS

Income Tax Act, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses.

The Maharashtra State Tax on Professions, Trades Callings and Employments Act 1975; Madhya Pradesh Professional Tax Act, 1995; Odisha State Tax on Professions, Trades, Callings and Employment Act, 2000

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

The Central Goods and Services Tax Act, 2017

The Central Goods and Services Tax Act, 2017 received accent of the President on 12th April 2017 and came into force from 1st July 2017. Goods and Service Tax (GST) is an indirect tax levied on the supply of goods and services. This law has replaced many indirect tax laws that previously existed in India such as Service tax, Central Excise Act, Entry Tax, Octroi, Additional customs duty and other draconian indirect taxes. There are 3 taxes applicable under this system- CGST, SGST, IGST.

CGST: is collected by the Central Government on an intra-state sale;

SGST: Collected by the State Government on an intra-state sale;

IGST: Collected by the Central Government for inter-state sale.

Following laws which have been subsumed in GST Acts were applicable to the Company till 30th June 2017 and shall remain applicable here after as stated in the GST ACTS.

Central Excise Act, 1944 and Excise Regulations

The Central Excise Act, 1944 sought to impose an excise duty on excisable goods which are produced or manufactured in India. Excise duty was levied on production of goods but the Liability of excise duty arose only on removal of goods from the place of storage, i.e., factory or warehouse.

Central Sales Tax Act, 1956

Central Sales Tax (“CST”) was levied in accordance with the Central Sales Tax Act, 1956 on movable goods sold in the course of inter-state trade or commerce. CST was payable by a dealer (i.e. a person who carries on the business of buying, selling, supplying or distributing goods) on his sales turnover at the rate prescribed in the VAT statute of the State from where the movement of the goods originate.

State laws governing Entry Tax

Entry Tax provides for the levy and collection of tax on the entry of goods into the local areas of the state for consumption, use or sale therein and matters incidental thereto and connected therewith. It was levied at such rate as may be specified by the State Government and different rates may be specified for different goods.

Service Tax, (the ‘Finance Act, 1994’)

Service tax was charged on taxable services as defined in Chapter V of Finance Act, 1994, which required a service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government.

There are other indirect taxes which are now subsumed under GST and these are Additional Duties of Excise, Cess, Purchase Tax, Taxes on advertisements.

E. Intellectual Property Laws

The Trademarks Act, 1999 (“Trademarks Act”)

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fees

HISTORY AND CORPORATE STRUCTURE

Brief history of our Company:

Our Company was originally incorporated as a Private Limited Company under the name “My Mudra Fincorp Private Limited” under the Companies Act, 1956 pursuant to a certificate of incorporation dated September 11, 2013 bearing CIN U65191DL2013PTC257611 issued by Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting held on August 11, 2023 our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “My Mudra Fincorp Private Limited” to “My Mudra Fincorp Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated October 19, 2023, issued by the Registrar of Companies, Delhi. Our Company’s Corporate Identity Number is U65191DL2013PLC257611.

Nisha Kulshrestha and Ganesh Kumar Mishra were the initial subscribers to the Memorandum of Association of our Company.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Financial information of the Company*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” on pages 102, 88, 131, 150 and 193 respectively of this Prospectus.

Our Locations:

| | |
|--------------------------|---|
| Registered Office | 17A/45, 2 nd Floor, w.e.a.. Karol Bagh, Central Delhi, New Delhi - 110005, Delhi, India. |
| Corporate Office | 17A/45, 3 rd Floor, w.e.a. Karol Bagh, Central Delhi, New Delhi - 110005, Delhi, India. |

Changes in the Registered Office of the Company since Incorporation:

Except as mentioned below, there has not been any change in our Registered Office since inception till the date of the Prospectus.

| Effective Date | From | To | Reason for Change |
|--------------------|--|---|--------------------------------|
| Upon Incorporation | XVI/1273, 2 nd Floor Naiwala, Karol Bagh, Delhi – 110005, Delhi, India. | | - |
| September 05, 2016 | XVI/1273, 2 nd Floor Naiwala, Karol Bagh, Delhi-110005, Delhi, India. | 17A/45, 2 nd Floor, w.e.a., Karol Bagh, Central Delhi, New Delhi-110005, Delhi, India. | For Administrative Convenience |

Main Objects of our Company as per the Memorandum of Association:

The main objects of our Company, as set forth in our Memorandum of Association, are as follows:

1. To undertake and carry on the business of providing all kinds of service related to Finance, Loan Syndication, Management services, Data Processing, Money Changer, E-Commerce, Billing, Credit Cards, Verification & collection, Accounting services, Allied & Other Services.
2. To undertake and carry on the business of providing all kind of solution and services including and related to billing, credit cards, verification, pick-ups, recoveries, bill presentment and payments viz, Payment of recurring bills including telephone bills, electricity bill, credit cards bill, school fees and other services with added feature.
3. To carry on the business of financial consultants, advisers and counselors, to issue guarantees, to syndicate any financial arrangements whether in domestic market or in international market and whether by way of loans guarantees, exports and yard credits to undertake the work of factoring and discounting of bills and other commercial papers and to arrange and/or co-ordinate documentation and negotiations in this regard, to provide all type of consultancy, including but not limited to mutual funds, equity, securities, public issues, leasing, chit fund, foreign exchange, commodities, derivatives, hire purchase, lending and advances.

4. To undertake and carry on the business of providing all kinds of information technology and enabled services, electronic remote processing services, business support services including but not limited to providing finance related services of all kinds and description including billing, processing, data base, data entry, business marketing, business process out source, telemarketing, business information and management, trading and consultancy services to business, organization, concerns, firms, corporation, local bodies, states, governments and other entities to establish and operate service processing center for providing services for back office and processing requirements contracting, communicating to and on behalf of overseas customers by voice, data image, letters, dedicated international and private lines and to handle business process management, remote held desk management, remote management, remote customer interaction. Customers relationship management and customer, services through call center, email-based activities and letter/fax-based communication. Knowledge storage and management, data management warehousing search integration and analysis of all type of data including financial and nonfinancial data and run technology data processing center.
5. To provide services, solutions and consultancy in the field of business, management, finance, projects, management of the project on turn key basis including their creation, conceptualization and execution and all type of consultancy in the matter of construction, employment, technical matter business process outsourcing, strategy, infrastructure, performance improvement, competences, leapfrog strategies, transition management, enabling technologies, e-commerce, system integration and software services, tour & travel services, publication services, finance, local or international investment, real estate, foreign exchange, direct and indirect taxation bill, import export administration, organization management executive selection merger and acquisition valuations, reorganizations and investigations, environmental studies environmental audit corporate strategic planning proprietary audit, management audit and internal audit techno economic feasibilities costing commencement and expansion of trade commerce and industries, purchasing, production, storage development, human resource procurement and development, management and training, production management, material and cost control and rendering of services to Indian and multinational organizations.
6. To act as consultant, engineers, net worker, sponsor, franchiser, collaborator, licensees, representative, researcher, developer, trainer, agent and contractor in above matters from 1 to 5.
7. To carry on and transact in India or elsewhere in any manner whatsoever, the business to establish, organize, manage, distribute, promote, encourage, provide, conduct, sponsor, operate, develop and commercialize, all or any kind of general, life & health insurance business including but not limited to, indemnity or guarantee business of all kinds, classes, nature and description, life, health, fire, marine cargo, marine hull, aviation, transit, motor vehicle, engineering, accident, including rural, livestock and crop insurances, and miscellaneous insurances and all branches of the above classes, and also the business of insurance against war, riot, strikes, terrorism, civil commotion, loss of profits, health, other contingencies and insurances covering any liability under any law, convention or agreement and to act as corporate agent, representative, surveyor, sub-insurance agent, franchiser, consultant, advisor, collaborator, or otherwise to deal in all incidental and allied activities related to solicitation and servicing of insurance business.

Amendments to the Memorandum of Association:

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

| Date of Meeting | Type of Meeting | Nature of Amendments |
|-------------------|-----------------|---|
| December 14, 2018 | EGM | Alteration in Clause V by increase in the authorized share capital of the Company from ₹1.00 Lakhs divided into 10,000 Equity Shares of ₹10/- each to ₹10.00 Lakhs divided into 1,00,000 Equity Shares of ₹10/- each. |
| August 11, 2023 | EGM | alteration in Clause I resulted from the conversion of our company from a Private Limited to a Public Limited entity. Consequently, the company's name changed from "My Mudra Fincorp Private Limited" to "My Mudra Fincorp Limited" as per the new certificate of incorporation issued on October 19, 2023, by the Registrar of Companies, Delhi, bearing the registration number U65191DL2013PLC257611. |
| January 27, 2024 | EGM | Alteration in Clause V by increase in the authorized share capital of the Company from ₹10.00 Lakhs divided into 1,00,000 Equity Shares of ₹10/- each to ₹12.00 Crore divided into 1,20,00,000 Equity Shares of ₹10/- each. |
| January 27, 2024 | EGM | Adoption of New set of Memorandum of Association of Company. |

| | | |
|--------------|-----|--|
| May 01, 2024 | EGM | <p>Alteration in the Clause-III A- Main Object Clause of the Company by adding with the following new sub clause 7 after sub clause 6 of the main Object Clause III(A) of the Memorandum of Association of the Company as under:</p> <p>7. To carry on and transact in India or elsewhere in any manner whatsoever, the business to establish, organize, manage, distribute, promote, encourage, provide, conduct, sponsor, operate, develop and commercialize, all or any kind of general, life & health insurance business including but not limited to, indemnity or guarantee business of all kinds, classes, nature and description, life, health, fire, marine cargo, marine hull, aviation, transit, motor vehicle, engineering, accident, including rural, livestock and crop insurances, and miscellaneous insurances and all branches of the above classes, and also the business of insurance against war, riot, strikes, terrorism, civil commotion, loss of profits, health, other contingencies and insurances covering any liability under any law, convention or agreement and to act as corporate agent, representative, surveyor, sub-insurance agent, franchiser, consultant, advisor, collaborator, or otherwise to deal in all incidental and allied activities related to solicitation and servicing of insurance business.</p> |
|--------------|-----|--|

Adopting New Articles of Association of the Company:

Our Company has adopted a new set of Articles of Association of the Company in accordance with applicable provisions of the Companies Act 2013, in the Extra Ordinary General Meeting of the Company dated January 27, 2024.

Major Key Events, Milestone and Achievements of our Company:

The Table below sets forth some of the major events in the history of our company:

| Year/ F.Y. | Key Events / Milestone / Achievements/ Awards/ Recognitions/ Accreditations |
|---------------|--|
| 2013 | Incorporation of the Company. |
| 2017 | Established first branch at Indore locations |
| 2022 | Award Given by Kotak Mahindra Bank for exemplary performance and contribution to the business. |
| 2023 | Conversion of the Company from Private Limited to Public Limited Company. |
| 2024 | Crossed a revenue of Rs. 7000 lakhs |

Other details about our Company:

For details of our Company's activities, products, growth, awards & recognitions, capacity, location of stores, technology, marketing strategy, competition and our customers, please refer section titled "**Our Business**", "**Management's Discussion and Analysis of Financial Conditions and Results of Operations**" and "**Basis for Issue Price**" on pages 102, 193 and 78 respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "**Our Management**" and "**Capital Structure**" beginning on page 131 and 57 of this Prospectus respectively.

Capital Raising (Debt/ Equity):

For details in relation to our capital raising activities through equity, please refer to the chapter titled "**Capital Structure**" beginning on page 57 of this Prospectus. For details of our Company's debt facilities, see "**Statement of Financial Indebtedness**" on page 190 of this Prospectus.

Changes in activities of our Company during the last five (5) Years:

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Prospectus.

Our Holding Company:

As on the date of the Prospectus, our Company is not a subsidiary of any company.

Our Subsidiary:

Our Company does not have any Subsidiary Company as on the date of this Prospectus.

Our Associates Company:

Our Company does not have any Associate Company as on the date of this Prospectus.

Joint Ventures:

The Company has not formed any joint ventures as on the date of this Prospectus.

Details regarding Acquisition of Business/ Undertakings, Mergers, Amalgamation, Revaluation of Assets etc.

Except as disclosed in this Prospectus, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Prospectus.

Injunction or Restraining Order:

Except as disclosed in the section titled “*Outstanding Litigations and Material Developments*” beginning on page 203 of this Prospectus, there are no injunctions/restraining orders that have been passed against the Company.

Number of shareholders of our Company:

Our Company has 8 (Eight) shareholders as on the date of this Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “*Capital Structure*” beginning on page 57 of the Prospectus.

Changes in the Management:

For details of change in Management, please see chapter titled “*Our Management*” on page 131 of this Prospectus.

Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company:

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Shareholders Agreements:

There are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Prospectus.

Collaboration Agreements:

As on date of this Prospectus, Our Company is not a party to any collaboration agreements.

Material Agreement:

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/ or financial partners, entered into, other than in the ordinary course of business of the Company.

Strategic or Financial Partners:

Except as disclosed in this Prospectus, Our Company does not have any strategic or financial partners as on the date of this Prospectus.

Time and Cost Overruns in Setting up Projects:

There has been no time/ cost overrun in setting up projects by our Company.

Defaults or Rescheduling of Borrowings with Financial Institutions/Banks:

There have been no defaults or rescheduling of borrowings with any financial institutions/ banks as on the date of the Prospectus.

Other Agreements:

i. Non-Compete Agreement:

Our Company has not entered into any No- compete Agreement as on the date of filing of this Prospectus.

ii. Joint Venture Agreement:

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Prospectus.

OUR MANAGEMENT

Board of Directors:

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Prospectus:

| Name, Father's Name, Age, Designation, Date of Birth, Address, Experience, Occupation, Qualification, Nationality, Current term, Period of Directorship and DIN | No. of Equity Shares held & % of Shareholding (Pre-Issue) | Other Directorships |
|--|---|---------------------|
| <p>Vaibhav Kulshrestha Father's Name: Late Mr. Devvrat Kulshrestha Age: 40 years Date of Birth: November 21, 1983 Designation: Chairman & Managing Director Address: ED-54, Ground Floor, Tagore Garden, West Delhi, Delhi, 110027, India Experience: 14 years Occupation: Business Qualification: Bachelor of Commerce (B.Com.) Current Term: Change in designation as Chairman & Managing Director of the Company for a period of 3 years, w.e.f. January 04, 2024 and shall not be liable to retire by rotation. Period of Directorship: Appointed as Director w.e.f. September 22, 2014 and resigned on September 29, 2016 and further appointed as additional director w.e.f. September 01, 2021 Nationality: Indian DIN: 06979149</p> | <p>18,20,000 Equity Shares [21.75%]</p> | <p>NIL</p> |
| <p>Abhisek Dhal Father's Name: Late Mr. Bibhuti Dhal Age: 38 years Date of Birth: January 13, 1986 Designation: Whole-Time Director Address: MIG-30, Baramunda Housing Board Colony, Bhubaneswar (M.C.), Khorda, Odisha – 751003, India Experience: 12 Years Occupation: Business Qualification: Post Graduate Diploma in Management Current Term: Change in designation as Whole-Time Director of the Company for a period of 3 years, w.e.f. January 04, 2024 and shall be liable to retire by rotation Period of Directorship: w.e.f. October 12, 2020 Nationality: Indian DIN: 08909761</p> | <p>NIL</p> | <p>NIL</p> |
| <p>Ganesh Kumar Mishra Father's Name: Late Mr. Hare Ram Mishra Age: 35 years Date of Birth: November 30, 1988 Designation: Non-Executive Director Address: 1769, Gali No. 16, Block-H, Sangam Vihar, Hamdard Nagar, South Delhi, Delhi -110062, India Experience: 10 years Occupation: Business Qualification: Intermediate Current Term: Change in designation as Non-Executive Director w.e.f. January 27, 2024 and shall be liable to retire by rotation Period of Directorship: Since incorporation</p> | <p>NIL</p> | <p>NIL</p> |

| Name, Father's Name, Age, Designation, Date of Birth, Address, Experience, Occupation, Qualification, Nationality, Current term, Period of Directorship and DIN | No. of Equity Shares held & % of Shareholding (Pre-Issue) | Other Directorships |
|---|---|---------------------|
| Nationality: Indian DIN: 06593768 | | |
| Sarita Father's Name: Late Mr. Omveer Singh Age: 36 years Date of Birth: December 27, 1987 Designation: Independent Director Address: RZ-F-908/7 Mahatama Gandhi Marg, Raj Nagar part 2, Bagdola, Palam colony, South West Delhi, Delhi, 110077, India. Experience: 8.5 years Occupation: Professional Qualification: Master of Commerce (M.Com), CS, LL.B. Current Term: For a period of 5 years, w.e.f. May 13, 2024. Period of Directorship: w.e.f May 13, 2024 Nationality: Indian DIN: 10626409 | NIL | NIL |
| Sudhir Kumar Jain Father's Name: Late Mr. Mahavir Prasad Jain Age: 65 years Date of Birth: November 11, 1957 Designation: Independent Director Address: 15/93, GF Subhash Nagar, Tagore Garden, West Delhi – 110027, Delhi, India. Experience: 38 Years Occupation: Professional Qualification: Master of Arts (Economics) and IBBI Professional. Current Term: For a period of 5 years, w.e.f. May 13, 2024. Period of Directorship: w.e.f May 13, 2024 Nationality: Indian DIN: 10626387 | NIL | NIL |

Brief Profile of Directors:

1. **Vaibhav Kulshrestha, aged 40 years** is one of our Promoter and Chairman & Managing Director of our Company. He has been associated with the Company since 2014. He is the backbone of our Company. He has completed his Bachelor of commerce from Dr. Bhimrao Ambedkar University, Agra, Uttar Pradesh in the year 2005, He has a work experience of about 14 years in the field of Financial Services Industry. He has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the business development, accounts & finance and overall management of the business of our Company.
2. **Abhisek Dhal, aged 38 years** is the Whole Time Director of our Company. He has been on the Board of our Company since 2020. He has completed his Post Graduate Diploma in Management from Institute of Management and Information Science, Bhubaneswar in the year 2011. He has a work experience of around 12 years in the domains of Sales and Marketing along with Loan experience in the Companies like ICICI Lombard, ICICI Bank and HDFC Bank. He endeavors to drive sustainable and healthy organizational growth by enabling innovation at scale & speed. He is responsible for new client onboarding, Sales and Marketing of the Company
3. **Ganesh Kumar Mishra, aged 35 years**, serves as the Non-Executive Director of our Company. He has been associated with the Company since its inception. He completed his intermediate examination from the Bihar School Examination Board, Patna, in 2014. With over 10 years of experience in loan sanctioning and disbursement, he plays a crucial role as the liaison between banks and clients, ensuring smooth communication and addressing any delays in the processing of loan disbursements. Additionally, he oversees the HR & Admin department of the Company, ensuring efficient management of human resources and administrative functions.

4. **Sarita, aged 36 years** is an Independent Director of our Company. She is an associate member of the Institute of Company Secretaries of India since year 2015. She has also completed her bachelor of Law from Dr. B.R. Ambedkar University, Agra in 2018. She has an experience of more than 8 years in the corporate laws and secretarial matters.
5. **Sudhir Kumar Jain, aged 65 years** serves as an Independent Director of our Company. He brings with him a wealth of experience spanning 38 years in the field of banking. He was retired as Assistant General Manager from Punjab & Sind Bank in November 2017. He holds a degree of Master's in Arts (Economics) from the Indian Institute of Management, Bangalore, which he completed in 1991. Additionally, he is registered as an Insolvency Professional with the Insolvency and Bankruptcy Board of India since 2019.

Confirmations:

As on the date of this Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- b) None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- c) None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d) None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

Details of Borrowing Powers of Directors

Pursuant to a special resolution passed at an Extra-ordinary General Meeting of our Company held on January 27, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have been authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100 crores (Rupees One Hundred Crores Only).

Compensation of our Managing Director and Whole Time Director

The compensation payable to our Managing Director and Whole Time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force).

The following compensation has been approved for Managing Director and Whole Time Director and Non-Executive Director

Vaibhav Kulshrestha: Chairman & Managing Director

Pursuant to the resolution passed by our Board and our Shareholders on January 04, 2024 and January 27, 2024 respectively, Vaibhav Kulshrestha was designated as Chairman & Managing Director for a period of three years with effect from January 04, 2024 at a remuneration of Not exceeding Rs. 5.00 Lakhs per month, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

Abhisek Dhal: Whole Time Director

Pursuant to the resolution passed by our Board and our Shareholders on January 04, 2024 and January 27, 2024 respectively, Abhisek Dhal was designated as Whole Time Director for a period of three years with effect from January 04, 2024 at a remuneration of not exceeding Rs. 2.50 Lakhs per month, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

Ganesh Kumar Mishra- Non-Executive Director

Pursuant to the resolution passed by our Board and our Shareholders on January 04, 2024 and January 27, 2024 respectively, Ganesh Kumar Mishra was designated as Non-Executive Director with effect from January 27, 2024 at a remuneration of not exceeding Rs. 0.60 Lakhs per month, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

Payments or benefits to Directors

The remuneration paid to our Directors in Fiscal 2024 is as follows:

| Name of Director | Remuneration/ Professional fees paid p.m. (Rs. in lakhs) |
|---------------------|--|
| Vaibhav Kulshrestha | 2.50 |
| Abhisek Dhal | 2.10 |
| Ganesh Kumar Mishra | 0.45 |

Bonus or Profit-Sharing Plan for our Directors:

We have no bonus or profit-sharing plan for our Directors.

Sitting Fees:

Pursuant to Board Resolution dated May 15, 2024 the remuneration payable in terms of sitting fees to the Directors (including Independent Directors) for attending the Meetings of the Board and Committee thereof shall not exceed the limits prescribed under Section 197(5) of the Companies Act, 2013.

Shareholding of our Directors as on the date of this Prospectus:

| Sr. No. | Name of the Directors | No. of Shares Held | Holding in % |
|---------|-----------------------|--------------------|--------------|
| 1. | Vaibhav Kulshrestha | 18,20,000 | 21.75 |
| | Total | 18,20,000 | 21.75 |

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Prospectus.

We do not have Subsidiary Company as defined under Section 2(87) of the Companies Act, 2013.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled **“Our Management”** beginning on page 131 of this Prospectus.

Our directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/ Members/ Partners. Further our directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** on page 190 of this Prospectus.

Except as stated otherwise in this Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section **“Our Management”** or the section titled **“Financial information of the Company – Annexure W - Related Party Transactions”** beginning on page 131 and 182 respectively of this Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Interest in the property of Our Company:

Our directors do not have any interest in any property acquired/rented by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of this Prospectus.

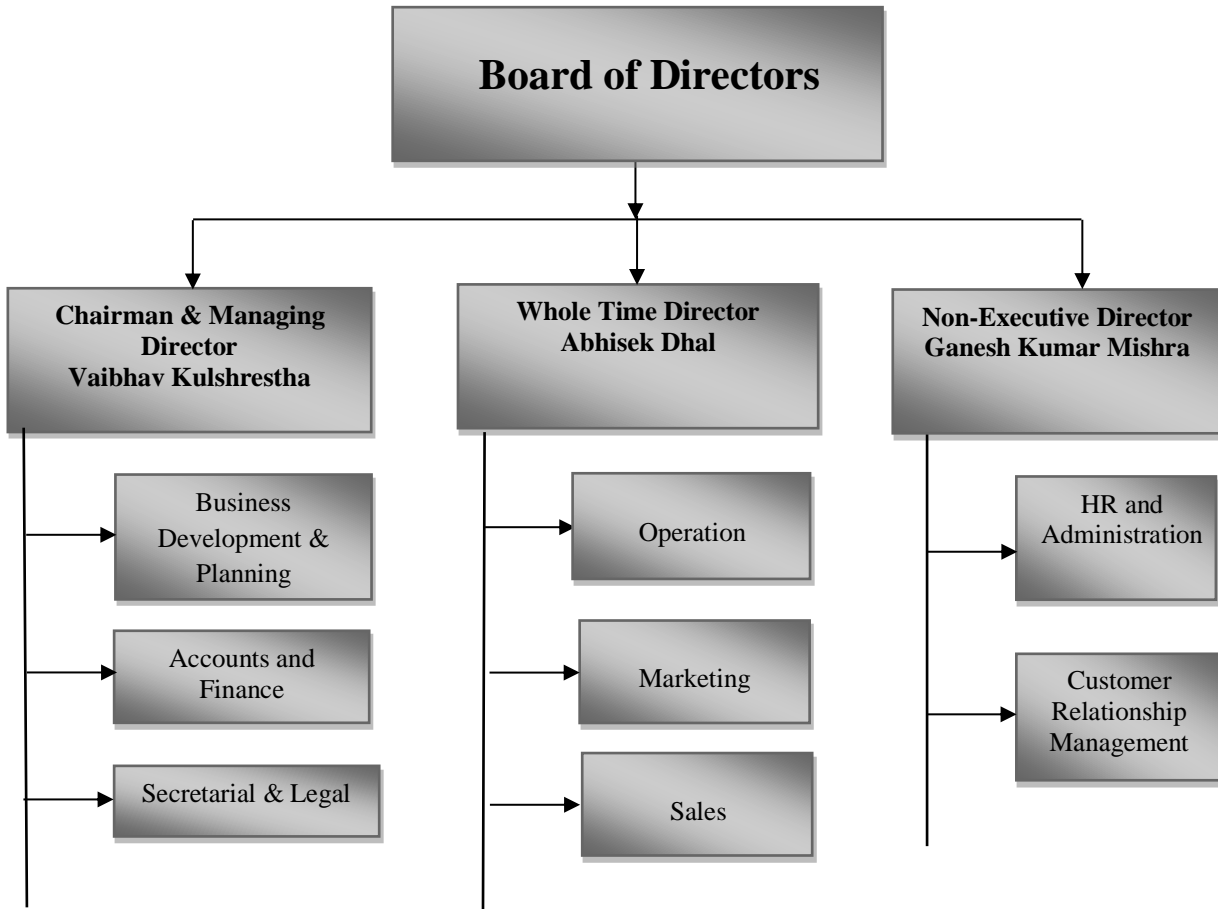
Changes in Board of Directors in Last 3 Years

Except as mentioned hereunder, there is no change in Board of Directors of the Company in last 3 years: -

| Sr. No. | Name of Director | Date of Appointment / Re - Appointment | Reasons for Change |
|---------|---------------------|---|---|
| 1 | Anju Arora | Appointed as Additional Director w.e.f. October 19, 2021. | In compliance of Companies Act, 2013 |
| 2 | Anju Arora | Ceased to be director w.e.f. December 10, 2021 due to resignation | Due to Pre-occupation |
| 3 | Tushar Jagatap | Ceased to be director w.e.f. April 18, 2022 due to resignation | |
| 4 | Vaibhav Kulshrestha | Appointed as Additional Director w.e.f. September 01, 2021 and regularized as Director in the AGM dated September 30, 2022 | In compliance of Companies Act, 2013 |
| 5 | Vaibhav Kulshrestha | Change in designation as Chairman & Managing Director w.e.f. January 04, 2024 | To ensure better Corporate Governance and compliance with Companies Act, 2013 |
| 6 | Abhisek Dhal | Change in designation as Whole time Director w.e.f. January 04, 2024 | |
| 7 | Ganesh Kumar Mishra | Change in designation as Non-executive Director w.e.f. January 27, 2024 | |
| 8 | Sarita | Appointed as Additional Director w.e.f. May 13, 2024 and regularized as Independent Director for a period of 5 years vide EGM dated May 14, 2024. | |
| 9 | Sudhir Kumar Jain | Appointed as Additional Director w.e.f. May 13, 2024 and regularized as Independent Director for a period of 5 years vide EGM dated May 14, 2024. | |

MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure: -



COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee, by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

Our Board has been constituted in compliance with the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors function either as a full board or through various committees constituted to oversee specific operational areas.

Our Board of Directors consist of Five (5) directors of which two (2) are Independent Directors, and we have one women director on the Board. In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Committees of the Board:

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Details of the Committees as on the date of this Prospectus are set forth below:

1. Audit Committee

Our Company at its Board Meeting held on May 15, 2024 has constituted an Audit Committee ("Audit Committee") in compliance with the provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Audit Committee comprises following members:

| Name of the Director | Status in Committee | Nature of Directorship |
|----------------------|---------------------|------------------------|
| Sudhir Kumar Jain | Chairman | Independent Director |
| Sarita | Member | Independent Director |
| Vaibhav Kulshrestha | Member | Managing Director |

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following.

A. Tenure:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee:

The committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher with at least two independent directors.

C. Role and Powers:

The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 shall be as under:

The Audit Committee shall have powers, including the following:

- 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 as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.

The role of the 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 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 vii. 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 utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. 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; (m) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 13) 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;
- 14) Discussing with internal auditors on any significant findings and follow up thereon;
- 15) 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;
- 16) 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;
- 17) 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;
- 18) Reviewing the functioning of the whistle blower mechanism;
- 19) 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;
- 20) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

- 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; and
- 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.
- 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.

Further, 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; and
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 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.

2. Nomination and Remuneration Committee

Our Company at its Board Meeting held on May 15, 2024 has constituted the Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Nomination and Remuneration Committee comprises following members:

| Name of the Director | Status in Committee | Nature of Directorship |
|----------------------|---------------------|------------------------|
| Sarita | Chairperson | Independent Director |
| Sudhir Kumar Jain | Member | Independent Director |
| Ganesh Kumar Mishra | Member | Non-Executive Director |

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration committee is entitled to attend the General Meetings of the Company to answer shareholder's queries, however, it shall be upto the chairperson to decide who shall answer the queries. The scope and function of the Committee and its terms of reference shall include the following;

A. Tenure:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings:

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 either two members or one third of the members of the committee, whichever is higher, including at least one independent director in attendance. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

C. Scope and terms of reference:

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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; and
- 15) 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.

3. Stakeholders Relationship Committee

Our Company at its Board Meeting held on May 15, 2024 has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Stakeholders Relationship Committee comprises the following:

| Name of the Director | Status in Committee | Nature of Directorship |
|----------------------|---------------------|-------------------------|
| Sarita | Chairperson | Independent Director |
| Vaibhav Kulshrestha | Member | Managing Director |
| Ganesh Kumar Mishra | Member | Non- Executive Director |

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The Chairperson of the Stakeholders Relationship Committee shall be present at the General Meetings of the Company to answer queries of the security holders of the Company. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

A. Tenure:

The Stakeholder Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder Relationship Committee as approved by the Board.

B. Meetings:

The Stakeholder Relationship Committee shall meet at least once a year, and shall report to the Board on a quarterly basis regard the status of redressal of complaints received from the shareholders of the Company. The quorum for the

Stakeholders Relationship Committee Meeting shall either be two members or one third of the members of the Stakeholders Relationship Committee, whichever is higher. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

C. Scope and terms of reference:

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) 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 approve, register, refuse to register transfer or transmission of shares and other securities;
- 7) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- 8) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- 9) To dematerialize or rematerialize the issued shares;
- 10) Ensure proper and timely attendance and redressal of investor queries and grievances;
- 11) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
- 12) 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).
- 13) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

4. Corporate Social Responsibility Committee

Our company has pursuant to the provisions of Section 135 of the Companies Act 2013 and Schedule VII constituted a Corporate Social Responsibility Committee of the Board of Directors vide Resolution dated May 15, 2024. The Corporate Social Responsibility Committee comprises the following:

| Name of the Director | Status in Committee | Nature of Directorship |
|----------------------|---------------------|-------------------------|
| Vaibhav Kulshrestha | Chairman | Managing Director |
| Sarita | Member | Independent Director |
| Ganesh Kumar Mishra | Member | Non- Executive Director |

The terms of reference of the CSR Committee include the following:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as specified in schedule VII of the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on activities referred to in clause (a) of sub-section (3) of Section 135 of the Companies Act, 2013;
3. To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken the Company from time to time;
4. To Monitor the Corporate Social Responsibility policy of the Company from time to time;
5. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Policy on Disclosures & Internal procedure for prevention of Insider Trading:

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue. Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

| Name, Designation & Educational Qualification | Age (Years) | Year of joining | Compensation paid for F.Y. ended 2023-24 (in Rs. Lacs) | Overall experience (in years) | Previous employment |
|---|-------------|-----------------|--|-------------------------------|---------------------------------|
| Vaibhav Kulshrestha Designation: Chairman and Managing Director Educational Qualification: Graduate (B.Com.) Term of office: 3 years w.e.f. January 04, 2024 | 40 | 2014 | 30.00 | 14 | Nil |
| Abhisek Dhal Designation: Whole Time Director Educational Qualification: Post Graduate Diploma in Management Term of office: 3 years w.e.f. January 04, 2024 | 38 | 2020 | 25.20 | 12 | ICICI Bank Limited |
| Vidit Jindal Designation: Chief Financial Officer Educational Qualification: Member of the Institute of Chartered Accountants of India | 36 | Jan 2024 | 5.66 | 12 | M/s Vidit Jindal and Associates |
| Piyushi Jindal Designation: Company Secretary and Compliance Officer Educational Qualification –Member of the Institute of Company Secretaries of India | 33 | Jan 2024 | 1.95 | 11 | M/s Vidit Jindal and Associates |

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Vaibhav Kulshrestha- Please refer to section “*Brief Profile of Directors*” beginning on page 131 of this Prospectus for details.

Abhisek Dhal - Please refer to section “*Brief Profile of Directors*” beginning on page 131 of this Prospectus for details.

Vidit Jindal is the Chief Financial Officer of our Company. He is, a proficient Chartered Accountant who has been qualified by the Institute of Chartered Accountant of India in May 2012 and holds a degree of Master in Arts (Economics) from Chaudhary Charan Singh University, Meerut in 2009. He has over 12 years of experience in Accounts, Finance, taxation matters and audits. Prior to joining our Company, he was working as Practicing Chartered Accountant at M/s Vidit Jindal and associates. He is currently responsible for handling the accounts, finance, taxation matters of the Company. He has been appointed as Chief Financial Officer of our Company w.e.f. January 04, 2024.

Piyushi Jindal is the Company Secretary and Compliance officer of our Company. She is the associate member of the Institute of Company Secretaries of India since 2014 and completed her degree of Bachelor in Commerce from Kumaun University, Nainital in 2011. She has an experience of over 11 years in the secretarial matters. She looks after the overall corporate governance and secretarial matters of our Company. She has been appointed as Company Secretary and Compliance Officer of our Company w.e.f. January 04, 2024.

Senior Management Personnel

In addition of the Chief Financial Officer and the Company Secretary, the details of our Senior Management Personnel, as on the date of this Prospectus, is as set forth below:

Nisha Kulshrestha is the Promoter and Vice-President of the Sales and Marketing department of our company. She has been associated with the company since its incorporation. She has completed her Bachelor of Commerce from the University of Delhi in 2014. With 14 years of extensive experience in the Financial Service Industry, she currently heads the Sales and Marketing of one of our branches in New Delhi. In the Financial Year 2023, she was paid an aggregate compensation of Rs. 24.00 lakhs.

We confirm that:

- All the persons named as our Key Managerial Personnel and Senior Management Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above-mentioned Key Managerial Personnel and Senior Management Personnel have been recruited.
- None of our KMPs and Senior Management Personnel except Vaibhav Kulshrestha and Abhisek Dhal are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel and Senior Management Personnel there has been no contingent or deferred compensation accrued for the period ended on March 31, 2024.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel and Senior Management Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel or Senior Management Personnel.
- None of the Senior Management Personnel & Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Prospectus except as under:-

| Sr. No. | Name of the KMP's and Senior Management Personnel | No. of Shares Held | Holding in % |
|---------|---|--------------------|--------------|
| 1. | Vaibhav Kulshrestha | 18,20,000 | 21.75 |
| 2. | Vidit Jindal | 88,200 | 1.05 |
| 3. | Nisha Kulshrestha | 47,68,400 | 56.99 |
| | Total | 66,76,600 | 79.79 |

Nature of any family relationship between our Directors, Key Managerial Personnel (KMP) and Senior Management Personnel:

Except as detailed below, none of our Key Management Personnel, Senior Management Personnel or Directors are related to each other, within the meaning of section 2(77) of the Companies Act, 2013

| Sr. No. | Name of the Director/ KMP/ Senior Management Personnel | Relationship with other Directors/Senior Management Personnel/ KMPs |
|---------|--|---|
| 1. | Vaibhav Kulshrestha & Nisha Kulshrestha | Spouse |
| 2. | Vidit Jindal & Piyushi Jindal | Spouse |

Payment of benefits to officers of Our Company (*non-salary related*)

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers, KMPs or Senior Management Personnel or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards Provident Fund, Gratuity Fund and Employee State Insurance.

Changes in the Key Managerial Personnel and Senior Management Personnel in last three years:

There have been no changes in the Key Managerial Personnel or Senior Management Personnel of our Company during the last 3 (three) year except as stated below:

| Sr. No. | Name of Director | Designation and period | Appointment/ Cessation/ Re-designation | Reasons |
|---------|---------------------|---|--|---|
| 1. | Vaibhav Kulshrestha | Change in Designation as Chairman & Managing Director w.e.f. January 04, 2024 for a period of 3 years | Change in Designation | To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance |
| 2. | Abhisek Dhal | Change in Designation as Whole Time Director w.e.f. January 04, 2024 for a period of 3 years | Change in Designation | |
| 3. | Vidit Jindal | Appointment as Chief Financial Officer w.e.f. January 04, 2024 | Appointment | |
| 4. | Piyushi Jindal | Appointment as Company Secretary and Compliance Officer w.e.f. January 04, 2024 | Appointment | |

Interest of Our Key Managerial Personnel

Our Key Managerial Personnel and Senior Management Personnel are interested in our Company only to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. For details, please refer section titled "*Financial information of the Company – Annexure W - Related Party Transactions*" beginning on page 182 of this Prospectus.

Interest in the property of our Company

Our KMPs and Senior Management Personnel do not have any interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing the Prospectus with RoC.

Service contracts with Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management Personnel have not entered into any service contracts with our Company which include termination or retirement benefits.

Loans given/availed by Directors / Key Managerial Personnel of Our Company

For details of unsecured loan taken from or given to our Directors/ KMPs and for details of transaction entered by them in the past please refer to "*Annexure W – Related Party Transactions*" page 182 of this Prospectus.

ESOP/ ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ ESPS Scheme for our employees.



OUR PROMOTERS & PROMOTER GROUP

A. Our Promoters:

The Promoters of our Company are Vaibhav Kulshrestha and Nisha Kulshrestha.

As on date of this Prospectus, the Promoters, in aggregate, hold 65,88,400 Equity shares of our Company, representing 78.74% of the pre-issue paid-up Equity Share capital of our Company. Our Promoters and Promoter Group will continue to hold the majority of the post-issue paid-up Equity Share Capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – Capital Buildup in respect of Shareholding of our Promoters*", on pages 63 of this Prospectus.

Brief Profile of our Promoters is as under:

| | | |
|---|---|---|
|  | Vaibhav Kulshrestha – Chairman & Managing Director | |
| | Qualification | Bachelor of Commerce (B.Com.) |
| | Age | 40 years |
| | Date of Birth | November 21, 1983 |
| | Address | ED-54, Ground Floor, Tagore Garden, West Delhi, Delhi, 110027, India |
| | Experience | 14 years |
| | Occupation | Business |
| | PAN | AQQPK6208C |
| | No. of Equity Shares & % of Shareholding (Pre-Issue) | 18,20,000 Equity Share aggregating to 21.75% of Pre-Issue Paid up Share Capital of the Company. |
| | Other Ventures | M/s. My Mudra Finance Company (Proprietorship Firm) |
|  | Nisha Kulshrestha | |
| | Qualification | Bachelor of Commerce (B.Com.) |
| | Age | 38 years |
| | Date of Birth | February 20, 1986 |
| | Address | ED-54, Ground Floor, Tagore Garden, Near Water Tank, West Delhi, Delhi, 110027, India |
| | Experience | 14 years |
| | Occupation | Service |
| | PAN | AHAPN2370D |
| | No. of Equity Shares & % of Shareholding (Pre - Issue) | 47,68,400 Equity Share aggregating to 56.99% of Pre-Issue Paid up Share Capital of the Company. |
| | Other Ventures | M/s. Mudra Energy (Proprietorship Firm) |

For brief biography of our Individual Promoters, please refer to Chapter titled "*Our Management*" beginning on page 131 of this Prospectus.

Confirmations/ Declarations:

In relation to our Promoters, Vaibhav Kulshrestha and Nisha Kulshrestha, our Company confirms that the PAN, Bank Account Numbers and Passport Number, Aadhar Card Number and Driving License number shall be submitted to Stock Exchange at the time of filing of this Prospectus

Undertaking/ Confirmations:

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority.

- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the Promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the Promoter during the past three years.
- Our Company or any of our Promoters or Group Company or Directors are not declared as ‘Fraudulent Borrower’ by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters is disclosed in chapter titled **“Outstanding Litigations and Material Developments”** beginning on page 203 of this Prospectus
- None of our Promoters, person in control of our Company is or have ever been promoters, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Interest of our Promoters:

i. Interest in promotion of Our Company:

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Prospectus, Our Promoters, Vaibhav Kulshrestha and Nisha Kulshrestha collectively hold 65,88,400 Equity Shares in our Company i.e. 78.74% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of their remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to **“Annexure W – “Related Party Transactions”** beginning on page 182 of this Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see **“Capital Structure”** on page 57 of this Prospectus.

ii. Interest in the property of Our Company:

Our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of this Prospectus.

iii. In transactions for acquisition of land, construction of building and supply of machinery:

None of our promoters or directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

iv. Other Interests in our Company:

For transactions in respect of loans and other monetary transactions entered in past please refer **“Annexure W”** on **“Related Party Transactions”** on page 182 forming part of **“Financial Information of the Company”** of this Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** and **“Financial Information of the Company”** on page 190 and 150 respectively of this Prospectus

Payment or Benefits to our Promoter and Promoter Group during the last 2 years:

For details of payments or benefits paid to our Promoter and promoter group, please refer to the paragraph **“Compensation of our Managing Director”** in the chapter titled **“Our Management”** beginning on page 131 also refer Annexure W on **“Related Party Transactions”** on page 182 forming part of **“Financial Information of the Company”** and Paragraph on **“Interest of Promoter”** in chapter titled **“Our Promoters & Promoter Group”** beginning on page 145 of this Prospectus

Companies/ Firms with which our Promoters have disassociated in the last (3) three years:

None of our Promoters have disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Prospectus.

Other ventures of our Promoter:

Save and except as disclosed in this section titled **“Our Promoters & Promoter Group”** beginning on page 145 of this Prospectus, there are no other ventures, in which our Promoters have any business interests/ other interests.

Litigation details pertaining to our Promoter:

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled **“Outstanding Litigations and Material Developments”** beginning on page 203 of this Prospectus.

Experience of Promoters in the line of business:

Our Promoters, Vaibhav Kulshrestha and Nisha Kulshrestha have an experience of more than 14 years in the same line of business. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

Related Party Transactions:

For the transactions with our Promoter Group, please refer to section titled **“Annexure W - Related Party Transactions”** on page 182 of this Prospectus.

B. OUR PROMOTER GROUP:

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group:

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

| Relationship | Name of the Relatives | |
|------------------|--|--|
| | Vaibhav Kulshrestha | Nisha Kulshrestha |
| Father | Late Devvrat Kulshrestha | Late Harcharan Tuli |
| Mother | Late Rajni Kulshrestha | Parvesh Tuli |
| Spouse | Nisha Kulshrestha | Vaibhav Kulshrestha |
| Brother | Gaurav Kumar Arya Anubhav Kulshrestha | Nitu Tuli |
| Sister | Rajni Gandha | Arpana Kaur |
| Son | Dhruv Kulshrestha Vardaan Kulshrestha | Dhruv Kulshrestha Vardaan Kulshrestha |
| Daughter | - | - |
| Spouse's Father | Late Harcharan Tuli | Late Devvrat Kulshrestha |
| Spouse's Mother | Parvesh Tuli | Late Rajni Kulshrestha |
| Spouse's Brother | Nitu Tuli | Gaurav Kumar Arya Anubhav Kulshrestha |
| Spouse's Sister | Arpana Kaur | Rajni Gandha |

2. Corporate Entities or Firms forming part of the Promoter Group:

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

| S. No. | Nature of Relationship | Name of Entities |
|--------|--|------------------|
| A. | Any Body Corporate in which 20% or more of the Equity Share Capital is held by Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family (HUF) in which Promoter or any one or more of his immediate relatives are a member. | NIL |
| B. | Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and | NIL |
| C. | Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital; | NIL |

3. Other persons included in Promoter Group:

None of other persons forms part of Promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018.

DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial year except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have a formal dividend policy for declaration of dividend in respect of Equity shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares for last three financial years and for the period from March 31, 2024 to the date of the filing of this Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

SECTION VI- FINANCIAL INFORMATION OF THE COMPANY

RESTATED FINANCIAL STATEMENTS

To,
The Board of Directors of
My Mudra Fincorp Limited
17A/45, 2nd Floor, W.E.A Karol Bagh,
Central Delhi, New Delhi, India, 110005

Dear Sir,

Reference: - Proposed Public Issue of Equity Shares of **MY MUDRA FINCORP LIMITED**

We have examined the attached Restated Financial Statement of **MY MUDRA FINCORP LIMITED** (hereunder referred to “the Company”, “Issuer”) comprising the Restated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023, and March 31, 2022, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement for the year ended March 31, 2024, March 31, 2023, and March 31, 2022, read together with the statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Statement) as approved by the Board of Directors in their meeting held on 25th June, 2024 for the purpose of inclusion in the Offer Document in connection with its proposed Initial Public Offering (IPO) of equity shares, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) prepared 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) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended (“ICDR Regulations”); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2020) issued by the Institute of Chartered Accountants of India as amended from time to time. (“The Guidance Note”)

Management’s Responsibilities for the Restated Financial Statements

The Company’s Board of Directors is responsible for the preparation of the Restated Financial Statement for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, of relevant state in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company for the year ended on March 31, 2024, March 31, 2023, and March 31, 2022 on the basis of notes to restatement in note IV to the Restated Financial Statement. The Board of Directors of the company’s responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statement.

The board of directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

Auditor’s Responsibilities for the Restated Financial Statements

We have examined such Restated Financial Statement taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 14th May, 2024 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

This Restated Financial Statements have been compiled by the management from Audited financial statements of the company as at and for the year ended on March 31, 2024, March 31, 2023, and March 31, 2022 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India,

For the purpose of our examination, we have relied on Auditors' Report issued by the Previous Auditor M/s Awadhesh Kumar & Associates (the "Previous Auditors") dated 13th July, 2023 and 5th September, 2022 for the year ended March 31, 2023 and March 31, 2022 respectively. Year ended March 31, 2024 audited by us, M/s Sangita Gupta & Associates vide our report dated 15th June, 2024 only.

The modification in restated financials were carried out based on the modified reports, if any, issued by Previous Auditor which is giving rise to modifications on the financial statements as at and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022.

a) The Restated Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;

b) The Restated Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial year to which they relate;

c) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;

d) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/ restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to this report;

e) Adjustments in Restated Financial Statement have been made in accordance with the correct accounting policies,

f) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement, except accounting of retirement benefits was accounted on cash basis which is not as per AS-15 (Revised) "Employee benefits", however during the restatement Company has accounted such retirement benefits basis actuarial valuation certificate.

g) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statement.

h) The Company has not paid dividend during FY 2021-22, FY 2022-23 and FY 2023-24.

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that-

a) The "Restated Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at March 31, 2024, March 31, 2023, and March 31, 2022 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

b) The "Restated Statement of Profit and Loss" as set out in Annexure II to this report, of the Company for Financial year ended March 31, 2024, March 31, 2023, and March 31, 2022 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

c) The "Restated Statement of Cash Flow" as set out in Annexure III to this report, of the Company for Financial year ended March 31, 2024, March 31, 2023, and March 31, 2022 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for Financial

year ended March 31, 2024, March 31, 2023, and March 31, 2022 proposed to be included in the Offer Document for the proposed IPO.

| | |
|--|------------------------|
| Restated Statement of Share Capital, Reserves and Surplus | Annexure-A |
| Restated Statement of Long Term and Short-Term Borrowings | Annexure-B, B(A), B(B) |
| Restated Statement of Long-Term Provisions | Annexure-C |
| Restated Statement of Trade Payables | Annexure-D |
| Restated Statement of Other Current Liabilities and Short-Term Provisions | Annexure-E |
| Restated Statement of Property, Plant and Equipment and Intangible Assets | Annexure-F |
| Restated Statement of Non-Current Investments | Annexure-G |
| Restated Statement of Deferred Tax Assets / (Liabilities) | Annexure-H |
| Restated Statement of Long-Term Loans and Advances | Annexure-I |
| Restated Statement of Current Investment | Annexure-J |
| Restated Statement of Trade Receivables | Annexure-K |
| Restated Statement of Cash & Cash Equivalents | Annexure-L |
| Restated Statement of Short-Term Loans and Advances | Annexure-M |
| Restated Statement of Other Current Assets | Annexure-N |
| Restated Statement of Revenue from Operations | Annexure-O |
| Restated Statement of Other Income | Annexure-P |
| Restated Statement of Employee Benefit Expenses | Annexure-Q |
| Restated Statement of Finance Cost | Annexure-R |
| Restated Statement of Depreciation & Amortization | Annexure-S |
| Restated Statement of Other Expenses | Annexure-T |
| Restated Statement of Intangible Assets under Development | Annexure-U |
| Restated Statement of Mandatory Accounting Ratios | Annexure-V |
| Restated Statement of Related Party Transactions | Annexure-W |
| Restated Statement of Capitalization | Annexure-X |
| Restated Statement of Tax Shelter | Annexure-Y |
| Restated Statement of Contingent Liabilities | Annexure-Z |
| Restated Statement of Other Financial Ratio | Annexure-AA |
| Details of Employee Benefits | Annexure-AB |
| Other Notes | Annexure-AC |
| Significant Accounting Policy and Notes to the Restated Financial Statements | Annexure IV |
| Material Adjustments to the Restated Financial Statements | Annexure V |

In our opinion and to the best of information and explanation provided to us, the Restated Financial Statement of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure V are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. Sangita Gupta & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer Review Certificate is valid as on the date of signing of this report.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above Restated Financial Statements along with Annexure A to AC of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV and V are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note issued by ICAI prepared in accordance with the Indian Accounting Standards (Indian GAAP).

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed SME IPO of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

This report is intended solely for the use of the Board of Directors for inclusion in the Offer Documents to be filed with the SEBI, Stock Exchanges and the ROC in connection with the proposed Initial Public Offer – SME IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written 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: Sangita Gupta & Associates
Chartered Accountant
FRN: 023808N

Sd/-
(Sangita Kumari Gupta)
Partner
M. No. 518358
Place: New Delhi
Date: June 25, 2024
UDIN: 24518358BKBWCZ9213

ANNEXURE I**RESTATED STATEMENT OF ASSETS AND LIABILITIES***(Amount in ₹ Lakhs)*

| PARTICULARS | | Annexure No | As at the Year ended | | |
|-------------|---|------------------|----------------------|----------------|---------------|
| | | | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| A) | EQUITY AND LIABILITIES | | | | |
| 1. | Shareholders' Funds | | | | |
| (a) | Share Capital | A | 1.18 | 1.18 | 1.07 |
| (b) | Reserves & Surplus | | 1678.61 | 843.08 | 436.81 |
| | | | 1679.79 | 844.27 | 437.88 |
| 2. | Non-Current Liabilities | | | | |
| (a) | Long Term Borrowings | B, B(A) and B(B) | 303.11 | 140.20 | 130.33 |
| (b) | Long Term Provisions | C | 10.62 | 5.66 | 3.48 |
| | | | 313.73 | 145.87 | 133.80 |
| 3. | Current Liabilities | | | | |
| (a) | Short Term Borrowings | B, B(A) and B(B) | 661.30 | 230.90 | 210.87 |
| (b) | Trade Payables | D | | | |
| (i) | total outstanding dues of micro enterprises and small enterprises; and | | 5.74 | 23.51 | 4.75 |
| (ii) | total outstanding dues of creditors other than micro enterprises and small enterprises. | | 18.00 | 15.88 | 25.21 |
| (c) | Other Current Liabilities | E | 90.91 | 105.43 | 120.20 |
| (d) | Short Term Provisions | | 258.35 | 119.16 | 6.89 |
| | | | 1034.30 | 494.88 | 367.92 |
| | Total | | 3027.82 | 1485.01 | 939.60 |
| B) | ASSETS | | | | |
| 1. | Non-Current Assets | | | | |
| (a) | Property, Plant & Equipment and Intangible Assets | F | | | |
| | i) Tangible Assets | | | | |
| | (i) Gross Block | | 343.43 | 200.50 | 145.74 |
| | (ii) Depreciation | | 143.26 | 85.60 | 43.83 |
| | (iii) Net Block | | 200.17 | 114.90 | 101.91 |
| | ii) Intangible Assets | | | | |
| | (i) Gross Block | | 0.51 | 0.51 | - |
| | (ii) Depreciation | | 0.32 | 0.20 | - |
| | (iii) Net Block | | 0.19 | 0.32 | - |
| | iii) Intangible Assets under Development | | 362.37 | 122.13 | - |
| | | | 562.74 | 237.35 | 101.91 |
| (b) | Non-Current Investment | G | - | - | 25.98 |
| (c) | Deferred Tax Assets (Net) | H | 17.90 | 9.17 | 2.36 |
| (d) | Long Term Loans and Advances | I | 350.11 | 205.05 | 211.32 |
| | | | 368.01 | 214.21 | 239.66 |
| | | | 930.75 | 451.56 | 341.57 |
| 2. | Current Assets | | | | |
| (a) | Current Investment | J | 25.49 | - | - |
| (b) | Trade Receivables | K | 1275.29 | 693.75 | 378.23 |
| (c) | Cash and Cash equivalents | L | 193.06 | 73.45 | 43.82 |
| (d) | Short-Term Loans and Advances | M | 601.08 | 265.39 | 175.11 |
| (e) | Other Current Assets | N | 2.14 | 0.87 | 0.88 |
| | | | 2097.07 | 1033.46 | 598.03 |
| | Total | | 3027.82 | 1485.01 | 939.60 |

The accompanying significant accounting policies, Restated notes to accounts and notes on adjustments for Restated Financial Statement (Annexure U to AC, IV & V) are an integral part of this statement.

ANNEXURE II**RESTATED STATEMENT OF PROFIT AND LOSS***(Amount in ₹ Lakhs)*

| Particulars | Annexure No. | For the Year ended on | | |
|--|--------------|-----------------------|----------------|----------------|
| | | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| 1 Revenue From Operation | O | 7107.24 | 5346.00 | 2838.25 |
| 2 Other Income | P | 7.11 | 9.80 | 7.93 |
| 3 Total Income (1+2) | | 7114.36 | 5355.80 | 2846.18 |
| 4 Expenditure | | | | |
| (a) Employee Benefit Expenses | Q | 674.83 | 509.52 | 357.80 |
| (b) Finance Cost | R | 108.00 | 55.35 | 40.37 |
| (c) Depreciation and Amortisation Expenses | S | 57.78 | 41.97 | 15.93 |
| (d) Other Expenses | T | 5154.13 | 4263.17 | 2362.16 |
| 5 Total Expenditure 4(a) to 4(d) | | 5994.74 | 4870.01 | 2776.26 |
| 6 Profit/(Loss) Before Exceptional & extraordinary items & Tax (3-5) | | 1119.61 | 485.79 | 69.92 |
| 7 Exceptional item | | - | - | - |
| 8 Profit/(Loss) Before Tax (6-7) | | 1119.61 | 485.79 | 69.92 |
| 9 Tax Expense: | | | | |
| (a) Tax Expense for Current Year | | 292.83 | 145.84 | 22.01 |
| (b) Deferred Tax | | (8.74) | (6.81) | 1.05 |
| Net Current Tax Expenses | | 284.09 | 139.04 | 23.06 |
| 10 Profit/(Loss) for the Year (8-9) | | 835.52 | 346.75 | 46.86 |
| 11 Earnings per equity shares (Face Value of Rs. 10 each) | | | | |
| i Basic | | 10.09 | 4.19 | 0.63 |
| ii Diluted | | 10.09 | 4.19 | 0.63 |

The accompanying significant accounting policies, Restated notes to accounts and notes on adjustments for Restated Financial Statement (Annexure U to AC, IV & V) are an integral part of this statement.

ANNEXURE III**RESTATED CASH FLOW STATEMENT***(Amount in ₹ Lakhs)*

| PARTICULARS | For the Year ended on | | |
|---|-----------------------|-------------------|-------------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| A) Cash Flow from Operating Activities: | | | |
| Net Profit before tax | 1119.61 | 485.79 | 69.92 |
| Adjustment for: | | | |
| Depreciation | 57.78 | 41.97 | 15.93 |
| Interest Paid | 96.08 | 50.44 | 38.09 |
| Provision of Gratuity | 7.88 | 4.21 | 5.38 |
| Profit on sale of Motor car | | (0.00) | |
| Operating profit before working capital changes | 1281.35 | 582.41 | 129.32 |
| Changes in Working Capital | | | |
| (Increase)/Decrease in Trade Receivables | (581.54) | (315.52) | (136.93) |
| (Increase)/Decrease in Short Term Loans & Advances and Provisions | (335.69) | (90.28) | 39.13 |
| Increase/(Decrease) in Trade Payables | (15.65) | 9.43 | (50.50) |
| Increase/(Decrease) in Other Current Liabilities | (14.51) | (14.78) | 46.72 |
| (Increase)/Decrease in Other Current Assets | (1.28) | 0.01 | (0.88) |
| Cash generated from operations | 332.68 | 171.27 | 26.87 |
| Less: Income Taxes paid | (156.57) | (35.59) | (30.84) |
| Net cash flow from operating activities (A) | 176.12 | 135.68 | (3.98) |
| | | | |
| B) Cash Flow from Investing Activities: | | | |
| Purchase of Fixed Assets including of CWIP | (383.17) | (179.40) | (106.00) |
| Sale of Fixed Assets including of CWIP | - | 2.00 | - |
| Long term Investment made/ Sold during the year | (25.49) | 25.98 | (25.98) |
| Increase/ (Decrease) in Long Term Loans and Advances | (145.06) | 6.28 | 128.81 |
| Net cash flow from Investing activities (B) | (553.73) | (145.14) | (3.17) |
| | | | |
| C) Cash Flow from Financing Activities: | | | |
| Proceeds from Issue of Share Capital | - | 0.11 | - |
| Share Premium | - | 59.52 | - |
| Increase/ (Decrease) in Short Term Borrowings | 430.40 | 20.03 | 2.19 |
| Increase/ (Decrease) in Long Term Borrowings | 162.91 | 9.88 | 56.93 |
| Interest Paid | (96.08) | (50.44) | (38.09) |
| Net cash flow from financing activities (C) | 497.23 | 39.10 | 21.03 |
| Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C) | 119.61 | 29.63 | 13.89 |
| Cash equivalents at the beginning of the year | 73.45 | 43.82 | 29.93 |
| Cash equivalents at the end of the year | 193.06 | 73.45 | 43.82 |
| | | | |
| Notes: | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| 1. Component of Cash and Cash equivalents | | | |
| Cash on hand | 34.58 | 38.11 | 20.28 |
| Balance With banks | 58.45 | 35.33 | 23.54 |
| Other Bank Balance | 100.03 | - | - |
| | 193.06 | 73.45 | 43.82 |
| 2. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated. | | | |

The accompanying significant accounting policies, Restated notes to accounts and notes on adjustments for Restated Financial Statement (Annexure U to AC, IV & V) are an integral part of this statement.

ANNEXURE-IV

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED FINANCIAL STATEMENTS

A. BACKGROUND

The Company was originally incorporated as a Private Limited Company under the name “My Mudra Fincorp Private Limited” under the Companies Act, 1956 pursuant to a certificate of incorporation dated September 11, 2013 bearing CIN U65191DL2013PTC257611 issued by Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting held on August 11, 2023, the Company was converted into a Public Limited Company and consequently the name of the Company was changed from “My Mudra Fincorp Private Limited” to “My Mudra Fincorp Limited” vide a fresh certificate of incorporation consequent upon conversion from private company to public company dated October 19, 2023, issued by the Registrar of Companies, Delhi. The Company’s Corporate Identity Number is U65191DL2013PLC257611.

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Restated Statement of Assets and Liabilities of the Company as on March 31, 2024, March 31, 2023, and March 31, 2022 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the year ended on March 31, 2024, March 31, 2023, and March 31, 2022 and the annexure thereto (collectively, the “**Restated Financial Statements**”) have been extracted by the management from the Audited Financial Statements of the Company.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, including the Accounting Standards as prescribed by the Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014. Further financial statements represent a true and fair view of financial position for the period. For this purpose, a major consideration governing the selection and application of accounting policies followed were prudence, substance over the form and materiality.

2. USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Although these estimates are based on management’s best knowledge of current events and actions, uncertainty about these assumptions and estimate could result in outcomes requiring a material adjustment to carrying amount of assets and liabilities in future period.

3. PROPERTY, PLANT AND EQUIPMENTS

Fixed assets are stated at cost of acquisition, which comprise all related expenses upto acquisition and installation of the fixed assets less accumulated depreciation till balance sheet. The items of PPE of the company have been valued by including Purchase price, any direct attributable costs, Decommissioning, Restoration & similar liabilities & excludes costs of opening a new facility, cost of introducing a new product or services, cost of conducting activities in a new location or with a new class of customer, administration and other general overhead costs.

Whereas, depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. Depreciable amount is the cost of an asset, or other amount substituted for cost, less its residual value. Each part of an item of PPE with a cost that is significant in relation to the total cost of the item is depreciated separately. The depreciation method applied to assets is reviewed at each financial year end. And if there is any change in the method then such change is accounted for as a change in accounting estimate in accordance with AS 5, Net Profit or Loss for the period, Prior Period items and changes in Accounting Policies.

4. DEPRECIATION

Depreciation on tangible assets is calculated on a Written down value basis using the rates arrived at, based on the useful lives as per Companies Act 2013. Intangible assets, if any, are amortized on a WDV basis over the useful economic life as per Schedule II of the Company Act, 2013.

| Type of Asset | Useful Life as per Schedule II | Rates as per Schedule II |
|------------------------------|--------------------------------|--------------------------|
| Factory Building | 30 Years | 9.50% |
| Plant & Machinerics | 15 Years | 18.10% |
| Electrical Fittings | 10 Years | 25.89% |
| Vehicles | 8 Years | 31.23% |
| Furniture & Fixtures | 10 Years | 25.89% |
| Air Conditioner | 10 Years | 25.89% |
| Office Equipments | 5 Years | 45.07% |
| Mobile | 5 Years | 45.07% |
| Computers, Desktops, Laptops | 3 Years | 63.16% |
| Software (Intangible Assets) | 10 Years | 25.89% |

5. FOREIGN EXCHANGE TRANSACTIONS:

- i. Transactions in foreign currency are recorded at exchange rates prevailing on the dates of respective transactions.
- ii. The difference in translation and realized gains and losses on foreign exchange transactions are recognized in the Profit and Loss Account.
- iii. The transactions that are due at the end of financial year are revalued at closing rate and the difference of realized gains and losses on foreign exchange transactions are recognized in the Profit and Loss Account.

6. BORROWING COSTS

Borrowing Costs that are directly attributable to acquisition or construction of assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessary takes substantial period of the time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss for the period for which they are incurred.

7. IMPAIRMENT OF ASSETS

Wherever events or changes in circumstances indicate that the carrying value of fixed assets may be impaired, such assets are subject to a test of recoverability, based on discounted cash flows expected from use or disposal thereof. If the assets are impaired, loss is recognized.

8. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements historical cost only. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

9. REVENUE RECOGNITION

- Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer and there is no uncertainty on realization of the revenue and, it can be reliably measured and it is reasonable to expect ultimate collection.
- Interest income is recognized on a time proportion basis considering the amount outstanding and the interest rate applicable.

- Gain (Net of Losses) on Disposal of Investments / Property, Plant & Equipments is recognized as the difference between the sale price (net of selling costs) and carrying value of said investments / PPE, in the year in which the same is disposed off.

10. EMPLOYEE BENEFITS

i. Short term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and other incentives are recognized at the undiscounted amount in the Profit and Loss Account in the period in which the employee renders the related service.

ii. Long term Employee benefits:

The Company has opted to change the policy of accounting of Gratuity, and during the restatement, Company has accounted all gratuity expenses basis of actuarial valuation certificate as obtained at every period/year ended.

Provident Fund benefit to employees is provided for on accrual basis and charged to Profit and Loss Account.

Defined-benefit plans:

Provision for gratuity liability is provided based on actuarial valuation made covering all the period. The company is not required to provide leave encashment as generally, the employees have utilized their respective leave entitlements. Any unutilized leave balance gets lapsed after the year end, as per policy of the company.

Bonus expenditure is charged to profit and loss account on an accrual basis.

11. SEGMENT ACCOUNTING

The Company is engaged in providing services through lending partners, insurance partners, credit card providers in the context of Accounting Standard 17 on Segment Reporting. Therefore, no separate segment disclosures are made by the Company.

12. ACCOUNTING FOR TAXES ON INCOME

- Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between taxable profits and accounting profits. Deferred tax in respect to future timing differences which originate during the tax holiday period but reverse after the tax holiday period, is recognized in the period in which the timing differences originate. For this purpose, the timing difference which originates first is considered to reverse first. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of change in tax rates is recognized in the period that includes the enactment date. Deferred tax assets on timing differences are recognized only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

However, deferred tax assets on the timing differences when unabsorbed depreciation and losses carried forward exist, are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are reassessed for the appropriateness of their respective carrying values at each balance sheet date.

13. AMORTIZATION OF INTANGIBLE ASSETS:

Intangible assets are amortized over the useful life as per the AS -26 "Intangible Assets.

14. CONTINGENT LIABILITIES AND PROVISIONS

- Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

- Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.
- Contingent assets are neither recognized nor disclosed in the financial statements.
- Contingent liabilities are disclosed by way of notes to the accounts.

15. ACCOUNTING FOR OPERATING LEASE:

The Company has various operating leases for premises; the leases are renewable on fixed periodic basis and are cancellable in nature after lock in period.

16. EARNINGS PER SHARE:

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. Further the effect of bonus issue is eliminated by incorporating the bonus shares adjustment in the calculation of weighted average shares during restatement period.

17. CASH FLOW:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

C. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS

There is no change in significant accounting policies during the period under restatement except accounting of gratuity on mercantile basis as per the actuarial valuation certificate.

D. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS.

1. The financial statements including other financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been reported basis of the information memorandum received from the suppliers.

3. Employee benefits:

The Company has adopted the Accounting Standard 15 (revised) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are provided in Annexure AB of the Restated Financial statement.

4. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on the end of respective period except as mentioned in Annexure-Z, for any of the years covered by the statements.

5. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure W of the enclosed financial statements.

6. Accounting For Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the Period/year is reported as under:

(Amount in ₹ Lakhs)

| Particulars | For the Year Ended | | |
|--|--------------------|-------------|-------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Major Components of deferred tax arising on account of timing differences are: | | | |
| Timing Difference Due to Depreciation | 53.67 | 23.37 | 3.71 |
| Deferred Tax Assets/(Liabilities) (A) | 13.51 | 6.50 | 0.96 |
| Provision of Gratuity as at the year end | 17.47 | 9.59 | 5.38 |
| Timing Difference Due to Gratuity Expenses | 17.47 | 9.59 | 5.38 |
| Deferred Tax Assets/(Liabilities) (B) | 4.40 | 2.67 | 1.40 |
| Cumulative Balance of Deferred Tax Assets/(Liability) (Net) (A-B) | 17.90 | 9.17 | 2.36 |

7. Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the Annexure V of the enclosed financial statements.

8. Realizations:

The Company has considered the possible effects that may have resulted from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, investments, inventories, receivables and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these Restated financials has used internal and external sources on the expected future performance of the Company and management expects the carrying amount of these assets will be recovered and sufficient liquidity is available to fund the business operations for at least another 12 months.

9. Contractual liabilities:

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

10. Amounts in the financial statements:

Amounts in the financial statements are reported in Indian Rupees in lakhs and rounded off to second digit of decimal. Figures in brackets indicate negative values.

11. Method of Depreciation on tangible Property, Plant & Equipments:

In Audited accounts we observed that company has stated that it follows Income tax method of depreciation, however, during restatement company found that they were following Written down value (WDV) method consistently over the period of time, therefore suitable correction has been done in disclosure of significant accounting policy.

12. Auditors Qualifications –

Details of Auditors qualifications and their impact on restated financial statement is given below.

a) Qualification which required adjustment in restated financial statements

| Financial Year | Audit Qualifications | Remark |
|----------------|----------------------|----------------|
| FY 2023-24 | NIL | Not Applicable |
| FY 2022-23 | NIL | |
| FY 2021-22 | NIL | |

b) Qualification which does not require adjustment in restated financial statements

| Financial Year | Audit Qualifications | Remark |
|----------------|----------------------|----------------|
| FY 2023-24 | NIL | Not Applicable |
| FY 2022-23 | NIL | |
| FY 2021-22 | NIL | |

ANNEXURE-V**MATERIAL ADJUSTMENTS TO THE RESTATED FINANCIAL STATEMENTS
[AS PER THE ICDR) REGULATION]**

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 2013, and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective years and their impact on the profit /(losses) of the Company is as under.

Reconciliation of Opening Reserves & Surplus as on 1st April, 2021*(Amount in ₹ Lakhs)*

| Particulars | Amount | Amount |
|--|---------|---------------|
| Reserves & Surplus as per Audited Standalone Financial Statements as on 1st April, 2021 | | 404.98 |
| a. Add / (Less): EPF expenses of earlier years paid | (2.23) | |
| b. Add / (Less): ESI expenses of earlier years paid | (0.27) | |
| c. Add / (Less): TDS receivables for earlier years written off | (7.24) | |
| d. Add / (Less): Advances for earlier years written off | (65.46) | |
| e. Add / (Less): Security Deposits given for earlier years written off | (3.14) | |
| f. Add / (Less): Advance to Employees given for earlier years written off | (33.65) | |
| g. Add / (Less): Depreciation impact for FY earlier year | (0.49) | |
| h. Add / (Less): Difference in adjustment for value of Fixed Assets for earlier years | 0.33 | |
| i. Add / (Less): Changes in grouping of Deposits to Expenses for earlier years | (0.80) | |
| j. Add / (Less): Difference in Deferred Tax Provision | 0.49 | (112.46) |
| Opening Reserves & Surplus (Restated) | | 292.52 |

Statement of adjustments in the Financial Statements**Statement of Profit and Loss after Tax**

The reconciliation of Profit/(loss) after tax as per audited results and the Profit/(loss) after tax as per Restated accounts is presented below in Table-1. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the respective year profit & losses of the company.

(Amount in ₹ Lakhs)

| Particulars | For the Year Ended | | |
|---|--------------------|----------------|----------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Net Profits after tax and extraordinary items as per audited accounts but before Adjustments: (A) | 642.59 | 372.37 | 63.07 |
| Adjustment on Account of: | | | |
| Add/ (Less): Gratuity Provision made in FY 23-24, restated in respective years | - | (4.21) | (5.38) |
| Add/ (Less): Employee Expenses taken in respective years as per restated | - | (3.39) | (1.03) |
| Add/ (Less): Adjustment of Interest paid for Interest accrued but not due | 2.01 | (0.22) | (1.53) |
| Add/ (Less): Adjustment of Depreciation | 3.01 | (3.22) | 0.38 |
| Add/ (Less): Prior Period Expenses booked in FY 23-24 pertaining to earlier years, restated | 192.50 | - | - |
| Add/ (Less): Adjustment of other expenses, restated effect given in respective years | 9.08 | (37.17) | (37.80) |
| Add/ (Less): Adjustment of Deferred Tax Provision | (11.22) | 11.08 | 15.97 |
| Add/ (Less): Excess / (Shortfall) in IT Provision | (2.12) | 10.40 | 6.17 |
| Add/ (Less): Excess / (Shortfall) in IT Provision of earlier year | (0.32) | 1.10 | 7.01 |
| Total (B) | 192.93 | (25.63) | (16.21) |
| Net Profit as Restated (A+B) | 835.52 | 346.75 | 46.86 |

a) Accounting of Gratuity Expenses on mercantile basis

Company had made total provision for gratuity liability of Rs. 17.47 Lakhs as per AS-15 (Revised) "Employee Benefits" in the year ended March 31, 2024, however during the restatement, Company has complied with the requirement of AS – 15 (Revised) "Employee Benefits" and accordingly booked Gratuity expenses basis of actuarial valuation of Rs. 5.38 Lakhs and Rs. 4.21 Lakhs in F.Y 2022-23 and 2021-22 respectively.

b) Adjustment on account of Provision of Deferred Tax Assets:

Due to Provision for Gratuity (Employee benefits), Change in calculation of difference of WDV as per Income Tax act and WDV of Fixed Assets as per Books during the period of restatement, the Company has recalculated the deferred tax liability and deferred tax assets at the end of respective year ended at the rate of normal Tax rate applicable at the end of relevant year. For more details refer table of Reconciliation of Statement of Profit and loss as above.

c) Provision of Income Tax (Current/ Prior Period):

During the restatement, the Income tax provision was recalculated on restated Profit/(Loss) of respective year as per the prevailing tax rates, accordingly the effect of revised income tax provision has been made in the Restated Statement of Profit and Loss account. Short/(Excess) provision has adjusted in respective year. For More details, refer Annexure Y enclosed with the Restated Financial Statement.

d) Adjustment on account of Prior Period Expenses:

During the restatement, Company has observed that during the period of restatement prior period expenses related to Insurance, ESI, PF, Loans and Advances written off, Advances to employees written off, bad debts, etc. has been observed and accordingly those errors rectified and adjusted with Retained Earnings or related year to which it pertains and the same has been given effect in Restated Statement of Profit and Loss for the above period. For more details refer table given above.

For: Sangita Gupta & Associates

Chartered Accountant

FRN: 023808N

Sd/-

(Sangita Kumari Gupta)

Partner

M. No. 518358

Place: New Delhi

Date: June 25, 2024

UDIN: 24518358BKBWCZ9213

ANNEXURE – A
RESTATED STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

(Amount in ₹ Lakhs, Except Share Data)

| Particulars | As at | | |
|---|-------------|-------------|-------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Share Capital | | | |
| Authorised Share Capital | | | |
| No of Equity shares of Rs.10/- each | 12000000 | 100000 | 100000 |
| Equity Share Capital | 1200.00 | 10.00 | 10.00 |
| Issued, Subscribed and Paid-up Share Capital | | | |
| No of Equity Shares of Rs. 10/- each fully paid up | 11828 | 11828 | 10696 |
| Equity Share Capital | 1.18 | 1.18 | 1.07 |
| Total | 1.18 | 1.18 | 1.07 |

1. Terms/rights attached to equity shares:

- i. The company has only one class of shares referred to as equity shares having a par value of Rs. 10/- as at 31st March, 2024.
- ii. Each holder of equity shares is entitled to one vote per share.
- iii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

2. The reconciliation of the number of Equity shares outstanding as at:

| Particulars | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|------------|------------|------------|
| Number of shares (Face value Rs 10) at the beginning | 11828 | 10696 | 10696 |
| Add: Issue of Shares | - | 1132 | - |
| Number of shares (Face value Rs 10) at the end of year | 11828 | 11828 | 10696 |

3(a). The detail of shareholders holding more than 5% of Total Equity Shares:

| Name of Shareholders | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|----------------------|------------|------------|------------|
| Nisha Kulshrestha | 6812 | 6812 | 6812 |
| Vaibhav Kulshrestha | 2600 | 2600 | 2600 |
| Gaurav Bansal | 755 | 755 | - |

3(b). The % of shareholders holding more than 5% of Total Equity Shares:

| Name of Shareholders | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|----------------------|------------|------------|------------|
| Nisha Kulshrestha | 57.59% | 57.59% | 63.69% |
| Vaibhav Kulshrestha | 21.98% | 21.98% | 24.31% |
| Gaurav Bansal | 6.38% | 6.38% | - |

4. Shares held by promoters at the end of the respective year is as under:

4(a). Shares held by promoters at the period ended 31st March, 2024:

| Promoter Name | No. of Shares | % of total shares | % Change during the year |
|---------------------|---------------|-------------------|--------------------------|
| Nisha Kulshrestha | 6812 | 57.59% | - |
| Vaibhav Kulshrestha | 2600 | 21.98% | - |
| Total | 9412 | 79.57% | |

4(b). Shares held by promoters at the period ended 31st March, 2023:

| Promoter Name | No. of Shares | % of total shares | % Change during the year |
|---------------------|---------------|-------------------|--------------------------|
| Nisha Kulshrestha | 6812 | 57.59% | (6.10%) |
| Vaibhav Kulshrestha | 2600 | 21.98% | (2.33%) |
| Total | 9412 | 79.57% | |

4(c) Shares held by promoters at the end of the year 31st March 2022:

| Promoter Name | No. of Shares | % of total shares | % Change during the year |
|---------------------|---------------|-------------------|--------------------------|
| Nisha Kulshrestha | 6812 | 63.69% | - |
| Vaibhav Kulshrestha | 2600 | 24.31% | - |
| Total | 9412 | 88.00% | |

(Amount in ₹ Lakhs)

| Particulars | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|----------------|---------------|---------------|
| Reserves and Surplus | | | |
| A) Securities Premium | | | |
| Opening Balance | 156.95 | 97.43 | 97.43 |
| Additions during the year | - | 59.52 | - |
| | 156.95 | 156.95 | 97.43 |
| B) Surplus in Profit and Loss account | | | |
| Opening Balance | 686.13 | 339.38 | 292.52 |
| Profit for the Year | 835.52 | 346.75 | 46.86 |
| | 1521.66 | 686.13 | 339.38 |
| | | | |
| Total (A+B) | 1678.61 | 843.08 | 436.81 |

5. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

6. Company does not have any Revaluation Reserve.

7. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – B
RESTATED STATEMENT OF LONG TERM AND SHORT-TERM BORROWINGS

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|---|---------------|---------------|---------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Long Term Borrowings | | | |
| (a) Secured | | | |
| Term loans | | | |
| From Banks | 40.35 | 45.41 | 69.91 |
| From Others | 18.34 | - | - |
| Sub-total (a) | 58.69 | 45.41 | 69.91 |
| (b) Unsecured | | | |
| Term loans | | | |
| From Banks | 139.25 | 22.60 | 12.85 |
| From Others | 105.18 | 72.20 | 47.57 |
| Sub-total (b) | 244.43 | 94.79 | 60.41 |
| Total (a+b) | 303.11 | 140.20 | 130.33 |
| Short Term Borrowings | | | |
| (a) Secured | | | |
| Loan Repayable on Demand | | | |
| From Banks | 398.88 | 126.93 | 117.46 |
| Current Maturities of Long-Term Borrowings | | | |
| From Banks | 19.95 | 24.50 | 20.70 |
| From Others | 4.14 | - | - |
| Sub-total (a) | 422.96 | 151.43 | 138.16 |

| | | | |
|---|---------------|---------------|---------------|
| (b) Unsecured | | | |
| Loan Repayable on Demand | | | |
| From Banks | - | - | 8.03 |
| Current Maturities of Long-Term Borrowings | | | |
| From Banks | 100.09 | 25.64 | 18.61 |
| From Others | 138.24 | 53.83 | 46.07 |
| Sub-total (b) | 238.33 | 79.47 | 72.71 |
| Total (a+b) | 661.30 | 230.90 | 210.87 |

Note:

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.
2. The terms and conditions and other information in respect of Secured Loans are given in Annexure -B (A).
3. The terms and conditions and other information in respect of Unsecured Loans are given in Annexure - B (B).

ANNEXURE – B(A)
RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY AS PER SANCTION LETTER

(Amount in ₹ Lakhs)

| Name of Lender | Purpose of Credit Facility | Sanctioned Amount | Rate of interest (p.a.) | Prime Securities offered | Re-Payment Schedule | Outstanding amount as at | | |
|--|----------------------------|-------------------|-------------------------|------------------------------|-------------------------------------|--------------------------|---------------|---------------|
| | | | | | | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| From Banks: | | | | | | | | |
| HDFC Bank | Purchase of Vehicle | 15.24 | 9.25% | Hypothecation of Vehicle | 60 Months starting from 07/03/24 | 15.04 | | |
| Canara Bank | Business | 8.11 | 10.65% | Primary/ Collateral: Note 3 | 10 Months starting from 06/01/24 | 2.78 | | |
| Canara Bank | Business | 11.32 | 10.65% | Primary/ Collateral: Note 3 | 36 Months starting from 07/01/24 | 9.35 | | |
| HDFC Bank | Purchase of Vehicle | 13.58 | 7.25% | Hypothecation of Vehicle | 60 Months starting from 05/03/22 | 8.51 | 11.04 | 13.39 |
| HDFC Bank | Purchase of Vehicle | 40.46 | 6.95% | Hypothecation of Vehicle | 60 Months starting from 05/02/22 | 24.63 | 32.23 | 39.32 |
| Indian Bank | Business | 13.90 | 7.50% | Primary/ Collateral: Note 2 | 60 Months with 24 months moratorium | | 13.02 | 13.88 |
| Indian Bank | Business | 27.81 | 7.50% | Primary/ Collateral: Note 2 | 48 Months with 12 months moratorium | | 13.63 | 24.02 |
| Total (A) | | | | | | 60.30 | 69.91 | 90.61 |
| From Others: | | | | | | | | |
| Bajaj Finance Ltd. | Purchase of Vehicle | 24.09 | 9.10% | Hypothecation of Vehicle | 60 Months starting from 02/11/23 | 22.48 | | |
| Total (B) | | | | | | 22.48 | - | - |
| Total Long-Term Borrowings (Including Current Maturities) (A+B) | | | | | | 82.78 | 69.91 | 90.61 |
| Canara Bank | Working Capital | 400.00 | 10.25% | Primary/ Collateral: Note 3 | On Demand | 398.88 | | |
| ICICI Bank | Working Capital | 23.75 | 6.15% | Fixed Deposit of Rs. 25 Lacs | On Demand | | | 23.73 |
| Indian Bank | Working Capital | 150.00 | 10.90% | Primary/ Collateral: Note 1 | On Demand | | 126.93 | 93.74 |
| Total Short-Term Borrowings | | | | | | 398.88 | 126.93 | 117.46 |
| Grand Total | | | | | | 481.65 | 196.84 | 208.07 |

Note:

1. All tangible movable fixed assets lying in the premises 2nd Floor, 17-A/45, Western Extension Area (WEA), Karol Bagh, New Delhi 110005 or in godowns or custody of any person who are mercantile agents of the company or in the course of transit, entire movable goods & assets, both present & future including stock, all present and future book debts.
2. Primary: Hypothecation of Entire Movable (Stock, Book Debts, Receivables, Current Assets, etc.) and other assets of the company both present & future, Collateral: Equitable mortgage of residential flat at Plot No. ED-54, Tagore Garden, New Delhi 110027 in the name of Mrs. Nisha Kulshrestha, Personal Guarantee: Nisha Kulshrestha and Vaibhav Kulshrestha.
3. Primary: Book Debts, Collateral: Fresh EMT of Residential Flat No. D-54, Block-E (ED-54), Tagore Garden, New Delhi- 110027 in the name of Mrs. Nisha Kulshrestha, Lien of Term Deposit of Rs. 25.00 Lakhs in the name of the company. Personal Guarantee of Nisha Kulshrestha, Vaibhav Kulshrestha, Ganesh Kumar Mishra, Abhisek Dhal.

**ANNEXURE – B(B)
RESTATED STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

(Amount in ₹ Lakhs)

| Name of Lender | Purpose | Sanctioned Amount | Rate of interest (p.a.) | Re-Payment Schedule | Outstanding amount as at | | |
|--|-----------------|-------------------|-------------------------|----------------------------------|--------------------------|---------------|---------------|
| | | | | | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| From Banks: | | | | | | | |
| Unity Small Finance Bank | Working Capital | 51.00 | 17.00% | 36 Months starting from 04/10/23 | 44.19 | | |
| Axis Bank | Working Capital | 50.00 | 15.00% | 36 Months starting from 20/09/23 | 41.72 | | |
| Kotak Bank | Working Capital | 75.00 | 15.47% | 36 Months starting from 01/10/23 | 64.80 | | |
| IDFC Bank | Working Capital | 76.50 | 15.25% | 36 Months starting from 03/10/23 | 66.04 | | |
| HDFC Bank | Working Capital | 50.00 | 14.50% | 24 Months starting from 06/02/23 | 22.60 | 46.36 | |
| HDFC Bank | Working Capital | 30.00 | 14.50% | 24 Months starting from 06/12/21 | - | - | 25.58 |
| HDFC Bank | Working Capital | 7.60 | 8.25% | 43 Months starting from 07/07/20 | - | 1.87 | 5.87 |
| ICICI Bank | Working Capital | 8.20 | 16.00% | On Demand | - | | 8.03 |
| Total (A) | | | | | 239.34 | 48.24 | 39.48 |
| From Others: | | | | | | | |
| Kisetsu Saison Finance (India) Pvt. Ltd. | Working Capital | 50.00 | 15.50% | 24 Months starting from 03/10/23 | 38.51 | | |
| Tata Capital Financial Services Ltd. | Working Capital | 50.17 | 16.00% | 36 Months starting from 03/10/23 | 42.95 | | |
| IIFL Finance Ltd. | Working Capital | 35.00 | 17.00% | 36 Months starting from 03/10/23 | 29.98 | | |
| Fedbank Financial Services Ltd. | Working Capital | 30.30 | 15.50% | 24 Months starting from 02/10/23 | 23.33 | | |
| Poonawalla Fincorp Ltd. | Working Capital | 50.13 | 16.00% | 24 Months starting from 03/10/23 | 38.64 | | |
| Bajaj Finance Ltd. | Working Capital | 45.63 | 16.00% | 24 Months starting from 02/02/23 | 20.14 | 42.27 | |
| Aditya Birla Finance Ltd. | Working Capital | 75.00 | 15.00% | 36 Months starting from 05/02/23 | 48.76 | 71.65 | |
| Bajaj Finance Ltd. | Working Capital | 35.06 | 16.00% | 18 Months starting from 02/04/22 | - | - | 35.06 |
| Aditya Birla Finance Ltd. | Working Capital | 45.00 | 15.00% | 36 Months starting from 05/12/21 | - | - | 41.97 |
| Aditya Birla Finance Ltd. | Working Capital | 6.99 | 14.00% | 48 Months starting from 05/08/20 | 1.12 | 3.66 | 5.85 |
| Poonawalla Fincorp Ltd. | Working Capital | 4.63 | 14.00% | 48 Months starting from 03/08/20 | - | 2.30 | 3.76 |
| CHP Finance Pvt Ltd | Working Capital | | | Daily payment | - | 6.14 | |
| IIFL Finance Ltd. | Working Capital | 35.13 | 17.00% | 25 Months starting from 03/05/20 | - | - | 7.00 |
| Total (B) | | | | | 243.42 | 126.02 | 93.64 |
| Total (A+B) | | | | | 482.76 | 174.26 | 133.12 |

ANNEXURE – C
RESTATED STATEMENT OF LONG-TERM PROVISIONS

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|--|--------------|-------------|-------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Provision for Employee Benefits | | | |
| Provision for Gratuity | 10.62 | 5.66 | 3.48 |
| Total | 10.62 | 5.66 | 3.48 |

ANNEXURE – D
RESTATED CONSOLIDATED STATEMENT OF TRADE PAYABLES

(Amount in ₹ Lakhs)

| Particulars | As At | | |
|--|--------------|--------------|--------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Trade Payables | | | |
| For Goods & Services | | | |
| Micro, Small and Medium Enterprises | 5.74 | 23.51 | 4.75 |
| Others | 18.00 | 15.88 | 25.21 |
| Total | 23.74 | 39.39 | 29.96 |
| Trade Payable Includes Dues to Related Party | - | - | - |

Notes:

- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

Trade Payables ageing schedule: As at 31st March, 2024

(Amount in ₹ Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|-------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 5.74 | - | - | - | 5.74 |
| (ii) Others | 18.00 | - | - | - | 18.00 |
| (iii) Disputed dues- MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |

Trade Payables ageing schedule: As at 31st March, 2023

(Amount in ₹ Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|-------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 23.51 | - | - | - | 23.51 |
| (ii) Others | 15.88 | - | - | - | 15.88 |
| (iii) Disputed dues- MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |

Trade Payables ageing schedule: As at 31st March, 2022

(Amount in ₹ Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|-----------|-----------|-------------------|-------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 4.75 | - | - | - | 4.75 |
| (ii) Others | 22.45 | 2.76 | - | - | 25.21 |
| (iii) Disputed dues- MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |

ANNEXURE – E
RESTATED STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT-TERM PROVISIONS

(Amount in ₹ Lakhs)

| Particulars | As At | | |
|----------------------------------|---------------|---------------|---------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Other Current Liabilities | | | |
| Accrued Interest but not due | 5.92 | 2.01 | 1.81 |
| Statutory Payables | 69.17 | 72.27 | 93.46 |
| Director Remuneration Payable | 0.47 | 0.10 | 0.66 |
| Salary payable to staff | 10.86 | 26.12 | 19.34 |
| Other Current Liabilities | 4.50 | 4.92 | 4.93 |
| Total | 90.91 | 105.43 | 120.20 |
| Short Term Provisions | | | |
| Provision for Gratuity | 6.85 | 3.92 | 1.90 |
| Income tax Provisions | 251.50 | 115.24 | 4.99 |
| Total | 258.35 | 119.16 | 6.89 |

Notes:

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – F
Restated Statement of Property, Plant & Equipment and Intangible Assets

(i) Tangible Assets**FY 2021-22***(Amount in ₹ Lakhs)*

| Name of Assets | Gross Block | | | | Depreciation and Amortization | | | | Net Block | |
|------------------------|------------------|--------------------------|---------------------------|------------------|-------------------------------|--------------|---------------------------|------------------|------------------|------------------|
| | As on 01-04-2021 | Addition During the year | Deduction During the year | As on 31-03-2022 | As on 01-04-2021 | for the year | Deduction during the year | As on 31-03-2022 | As on 31-03-2022 | As on 31-03-2021 |
| Computer And Printer | 14.47 | 0.76 | | 15.23 | 11.22 | 2.02 | | 13.24 | 1.99 | 3.25 |
| Furniture And Fixtures | 0.74 | 17.66 | | 18.40 | 0.41 | 2.90 | | 3.31 | 15.09 | 0.33 |
| Invertor | 0.18 | | | 0.18 | 0.16 | 0.01 | | 0.17 | 0.01 | 0.02 |
| Motor Car | 21.23 | 61.54 | | 82.77 | 14.16 | 6.55 | | 20.71 | 62.06 | 7.07 |
| Office Equipment | 2.74 | 2.04 | | 4.79 | 1.75 | 0.75 | | 2.50 | 2.28 | 0.99 |
| Plant and Machinery | 0.38 | 24.00 | | 24.38 | 0.19 | 3.71 | | 3.89 | 20.49 | 0.19 |
| Total | 39.74 | 106.00 | - | 145.74 | 27.90 | 15.93 | - | 43.83 | 101.91 | 11.84 |
| Previous Year | 37.28 | 2.46 | - | 39.74 | 20.61 | 7.28 | - | 27.90 | 11.84 | 16.66 |

FY 2022-23*(Amount in ₹ Lakhs)*

| Name of Assets | Gross Block | | | | Depreciation and Amortization | | | | Net Block | |
|------------------------|------------------|--------------------------|---------------------------|------------------|-------------------------------|--------------|---------------------------|------------------|------------------|------------------|
| | As on 01-04-2022 | Addition During the year | Deduction During the year | As on 31-03-2023 | As on 01-04-2022 | for the year | Deduction during the year | As on 31-03-2023 | As on 31-03-2023 | As on 31-03-2022 |
| Computer And Printer | 15.23 | 9.61 | | 24.84 | 13.24 | 3.25 | | 16.49 | 8.34 | 1.99 |
| Furniture And Fixtures | 18.40 | 41.60 | | 60.00 | 3.31 | 11.30 | | 14.61 | 45.39 | 15.09 |
| Invertor | 0.18 | 0.07 | | 0.24 | 0.17 | 0.03 | | 0.20 | 0.04 | 0.01 |
| Motor Car | 82.77 | | 2.00 | 80.77 | 20.71 | 19.28 | | 39.99 | 40.78 | 62.06 |
| Office Equipment | 4.79 | 5.49 | | 10.27 | 2.50 | 2.61 | | 5.11 | 5.16 | 2.28 |
| Plant and Machinery | 24.38 | | | 24.38 | 3.89 | 5.30 | | 9.20 | 15.18 | 20.49 |
| Total | 145.74 | 56.76 | 2.00 | 200.50 | 43.83 | 41.77 | - | 85.60 | 114.90 | 101.91 |
| Previous Year | 39.74 | 106.00 | - | 145.74 | 27.90 | 15.93 | - | 43.83 | 101.91 | 11.84 |

FY 2023-24

(Amount in ₹ Lakhs)

| Name of Assets | Gross Block | | | | Depreciation and Amortization | | | | Net Block | |
|------------------------|------------------|--------------------------|---------------------------|------------------|-------------------------------|----------------|---------------------------|------------------|------------------|------------------|
| | As on 01-04-2023 | Addition During the year | Deduction During the year | As on 31-03-2024 | As on 01-04-2023 | for the Period | Deduction during the year | As on 31-03-2024 | As on 31-03-2024 | As on 31-03-2023 |
| Computer And Printer | 24.84 | 14.55 | | 39.38 | 16.49 | 11.10 | | 27.60 | 11.79 | 8.34 |
| Furniture And Fixtures | 60.00 | 77.04 | | 137.04 | 14.61 | 21.33 | | 35.94 | 101.11 | 45.39 |
| Invertor | 0.24 | | | 0.24 | 0.20 | 0.02 | | 0.22 | 0.02 | 0.04 |
| Motor Car | 80.77 | 43.55 | | 124.32 | 39.99 | 17.58 | | 57.57 | 66.75 | 40.78 |
| Office Equipment | 10.27 | 7.41 | | 17.68 | 5.11 | 3.63 | | 8.75 | 8.94 | 5.16 |
| Plant and Machinery | 24.38 | 0.38 | | 24.75 | 9.20 | 3.99 | | 13.19 | 11.56 | 15.18 |
| Total | 200.50 | 142.93 | - | 343.43 | 85.60 | 57.65 | | 143.26 | 200.17 | 114.90 |
| Previous Year | 145.74 | 56.76 | 2.00 | 200.50 | 43.83 | 41.77 | - | 85.60 | 114.90 | 101.91 |

ii) Intangible Assets

FY 2021-22

(Amount in ₹ Lakhs)

| Name of Assets | Gross Block | | | | Depreciation and Amortization | | | | Net Block | |
|----------------|-----------------|--------------------------|---------------------------|-----------------|-------------------------------|--------------|---------------------------|-----------------|-----------------|-----------------|
| | As on 01-Apr-21 | Addition During the year | Deduction During the year | As on 31-Mar-22 | As on 01-Apr-21 | for the year | Deduction during the year | As on 31-Mar-22 | As on 31-Mar-22 | As on 31-Mar-21 |
| Software | - | | | - | - | | | - | - | - |
| Total | - | - | - | - | - | - | - | - | - | - |
| Previous Year | - | - | - | - | - | - | - | - | - | - |

FY 2022-23

(Amount in ₹ Lakhs)

| Name of Assets | Gross Block | | | | Depreciation and Amortization | | | | Net Block | |
|----------------|-----------------|--------------------------|---------------------------|-----------------|-------------------------------|--------------|---------------------------|-----------------|-----------------|-----------------|
| | As on 01-Apr-22 | Addition During the year | Deduction During the year | As on 31-Mar-23 | As on 01-Apr-22 | for the year | Deduction during the year | As on 31-Mar-23 | As on 31-Mar-23 | As on 31-Mar-22 |
| Software | - | 0.51 | | 0.51 | - | 0.20 | | 0.20 | 0.32 | - |
| Total | - | 0.51 | - | 0.51 | - | 0.20 | - | 0.20 | 0.32 | - |
| Previous Year | - | - | - | - | - | - | - | - | - | - |

FY 2023-24

(Amount in ₹ Lakhs)

| Name of Assets | Gross Block | | | | Depreciation and Amortization | | | | Net Block | |
|----------------|-----------------|--------------------------|---------------------------|-----------------|-------------------------------|--------------|---------------------------|-----------------|-----------------|-----------------|
| | As on 01-Apr-23 | Addition During the year | Deduction During the year | As on 31-Mar-24 | As on 01-Apr-23 | for the year | Deduction during the year | As on 31-Mar-24 | As on 31-Mar-24 | As on 31-Mar-23 |
| Software | 0.51 | | | 0.51 | 0.20 | 0.12 | | 0.32 | 0.19 | 0.32 |
| Total | 0.51 | - | - | 0.51 | 0.20 | 0.12 | - | 0.32 | 0.19 | 0.32 |
| Previous Year | - | 0.51 | - | 0.51 | - | 0.20 | - | 0.20 | 0.32 | - |

iii) Intangible Assets under Development

FY 2021-22

(Amount in ₹ Lakhs)

| Name of Assets | Gross Block | | | | Depreciation and Amortization | | | | Net Block | |
|----------------|-----------------|--------------------------|---------------------------|-----------------|-------------------------------|--------------|---------------------------|-----------------|-----------------|-----------------|
| | As on 01-Apr-21 | Addition During the year | Deduction During the year | As on 31-Mar-22 | As on 01-Apr-21 | for the year | Deduction during the year | As on 31-Mar-22 | As on 31-Mar-22 | As on 31-Mar-21 |
| CRM (WIP) | - | | | - | - | | | - | - | - |
| Total | - | - | - | - | - | - | - | - | - | - |
| Previous Year | - | - | - | - | - | - | - | - | - | - |

FY 2022-23

(Amount in ₹ Lakhs)

| Name of Assets | Gross Block | | | | Depreciation and Amortization | | | | Net Block | |
|----------------|-----------------|--------------------------|---------------------------|-----------------|-------------------------------|--------------|---------------------------|-----------------|-----------------|-----------------|
| | As on 01-Apr-22 | Addition During the year | Deduction During the year | As on 31-Mar-23 | As on 01-Apr-22 | for the year | Deduction during the year | As on 31-Mar-23 | As on 31-Mar-23 | As on 31-Mar-22 |
| CRM (WIP) | - | 122.13 | | 122.13 | - | - | | - | 122.13 | - |
| Total | - | 122.13 | - | 122.13 | - | - | - | - | 122.13 | - |
| Previous Year | - | - | - | - | - | - | - | - | - | - |

FY 2023-24

(Amount in ₹ Lakhs)

| Name of Assets | Gross Block | | | | Depreciation and Amortization | | | | Net Block | |
|----------------|-----------------|--------------------------|---------------------------|-----------------|-------------------------------|--------------|---------------------------|-----------------|-----------------|-----------------|
| | As on 01-Apr-23 | Addition During the year | Deduction During the year | As on 31-Mar-24 | As on 01-Apr-23 | for the year | Deduction during the year | As on 31-Mar-24 | As on 31-Mar-24 | As on 31-Mar-23 |
| CRM (WIP) | 122.13 | 240.24 | | 362.37 | - | - | | - | 362.37 | 122.13 |

My Mudra Fincorp Limited

| | | | | | | | | | | |
|---------------|---------------|---------------|---|---------------|---|---|---|---|---------------|---------------|
| Total | 122.13 | 240.24 | - | 362.37 | - | - | - | - | 362.37 | 122.13 |
| Previous Year | - | 122.13 | - | 122.13 | - | - | - | - | 122.13 | - |

Notes: The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – G
RESTATED STATEMENT OF NON-CURRENT INVESTMENTS

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|---|------------|------------|--------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Non-Current Investment (At Cost) | | | |
| Investment Others -Fixed Deposits | - | - | 25.98 |
| Total | - | - | 25.98 |
| Aggregate amount of quoted investments market value | NA | NA | NA |
| Aggregate amount of unquoted investments | - | - | 25.98 |
| Aggregate provision made for diminution in value of investments | - | - | - |

Notes:

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – H
RESTATED STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|--|--------------|-------------|-------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Major Components of deferred tax arising on account of timing differences are: | | | |
| Timing Difference Due to Depreciation | 53.67 | 23.37 | 3.71 |
| Deferred Tax Assets/ (Liabilities) (A) | 13.51 | 6.50 | 0.96 |
| Provision of Gratuity as at the year end | 17.47 | 9.59 | 5.38 |
| Timing Difference Due to Gratuity Expenses | 17.47 | 9.59 | 5.38 |
| Deferred Tax Assets/(Liabilities) (B) | 4.40 | 2.67 | 1.40 |
| Cumulative Balance of Deferred Tax Assets/(Liability) (Net) (A+B) | 17.90 | 9.17 | 2.36 |

Note: The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – I
RESTATED STATEMENT OF LONG-TERM LOANS AND ADVANCES

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|---|---------------|---------------|---------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Unsecured, Considered Good unless otherwise stated | | | |
| Security Deposit | 13.48 | 9.29 | 13.31 |
| Other Loans and Advances | 336.62 | 195.75 | 198.01 |
| Total | 350.11 | 205.05 | 211.32 |

Notes:

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – J
RESTATED STATEMENT OF CURRENT INVESTMENT

(Amount in ₹ Lakhs)

| Particulars | As At | | |
|------------------------------|--------------|------------|------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Investment in Fixed Deposits | 25.49 | - | - |
| Total | 25.49 | - | - |

Notes:

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – K
RESTATED STATEMENT OF TRADE RECEIVABLES

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|---|----------------|---------------|---------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies | - | - | - |
| Others | 1275.29 | 693.75 | 378.23 |
| Total | 1275.36 | 693.75 | 378.23 |

Note: The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

Trade Receivables ageing schedule as at 31st March 2024

(Amount in ₹ Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|------------------|-----------|-----------|-------------------|---------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables -considered good | 1270.54 | 4.59 | 0.16 | - | - | 1275.29 |
| (i) Undisputed Trade receivables -considered doubtful | - | - | - | - | - | - |
| (iii) Disputed trade receivables- considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables- considered doubtful | - | - | - | - | - | - |

Trade Receivables ageing schedule as at 31st March, 2023

(Amount in ₹ Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|------------------|-----------|-----------|-------------------|--------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables -considered good | 682.84 | 0.87 | 0.09 | 4.51 | 5.44 | 693.75 |
| (i) Undisputed Trade receivables -considered doubtful | - | - | - | - | - | - |
| (iii) Disputed trade receivables- considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables- considered doubtful | - | - | - | - | - | - |

Trade Receivables ageing schedule as at 31st March, 2022

(Amount in ₹ Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|------------------|-----------|-----------|-------------------|--------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables -considered good | 368.15 | 0.13 | 4.51 | 5.44 | - | 378.23 |
| (i) Undisputed Trade receivables -considered doubtful | - | - | - | - | - | - |
| (iii) Disputed trade receivables- considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables- considered doubtful | - | - | - | - | - | - |

ANNEXURE – L
RESTATED STATEMENT OF CASH & CASH EQUIVALENTS

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|--|---------------|--------------|--------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Cash and Cash Equivalents: | | | |
| Balances with Banks in Current Accounts | 58.45 | 35.33 | 23.54 |
| Cash on Hand (As certified and verified by Management) | 34.58 | 38.11 | 20.28 |
| Other Bank Balances | | | |
| Fixed Deposits (Refer Note 1) | 100.03 | - | - |
| Total | 193.06 | 73.45 | 43.82 |

Notes:

1. According to management, no fixed deposit is having maturity below 3 months, and accordingly basis of their maturity pattern, such fixed deposits shown in Current & Non-Current Investments.
2. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – M
RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|---|---------------|---------------|---------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Unsecured, Considered Good unless otherwise stated | | | |
| Balance With Revenue Authorities | 357.18 | 265.39 | 175.11 |
| Other Loans and Advances | 243.90 | - | - |
| Total | 601.08 | 265.39 | 175.11 |

Note: The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – N
RESTATED STATEMENT OF OTHER CURRENT ASSETS

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|----------------------|-------------|-------------|-------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Other Current Assets | 2.14 | 0.87 | 0.88 |
| Total | 2.14 | 0.87 | 0.88 |

Note: The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – O
RESTATED STATEMENT OF TURNOVER

(Amount in ₹ Lakhs)

| Particulars | for the Year ended on | | |
|--|-----------------------|----------------|----------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Turnover in respect of Services supplied by the issuer | 7107.24 | 5346.00 | 2838.25 |
| Total | 7107.24 | 5346.00 | 2838.25 |

Note: The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – P
RESTATED STATEMENT OF OTHER NON-OPERATING INCOME

(Amount in ₹ Lakhs)

| Particulars | for the Period/Year ended on | | |
|------------------------------------|------------------------------|-------------|-------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| FDR Interest | 0.58 | 0.67 | 1.13 |
| Other Non-operating Income | - | 0.26 | 0.20 |
| Interest on Income Tax Refund | 6.53 | 8.87 | 6.60 |
| Net gain/loss on sale of Motor Car | - | 0.00 | - |
| Total | 7.11 | 9.80 | 7.93 |

Note: The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – Q
RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSES

(Amount in ₹ Lakhs)

| Particulars | for the Period/Year ended on | | |
|---|------------------------------|---------------|---------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Salary and Wages | 599.01 | 456.09 | 314.35 |
| Contribution to Provident Fund and Other Fund | 2.36 | 3.39 | 1.03 |
| Director Remuneration | 60.60 | 40.48 | 31.58 |
| Gratuity Expense | 7.88 | 4.21 | 5.38 |
| Staff Welfare Expenses | 4.98 | 5.35 | 5.45 |
| Total | 674.83 | 509.52 | 357.80 |

ANNEXURE – R
RESTATED STATEMENT OF FINANCE COST

(Amount in ₹ Lakhs)

| Particulars | for the Period/Year ended on | | |
|----------------------|------------------------------|--------------|--------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Interest expense | 96.08 | 50.44 | 38.09 |
| Other Borrowing cost | 11.92 | 4.91 | 2.29 |
| Total | 108.00 | 55.35 | 40.37 |

ANNEXURE – S
RESTATED STATEMENT OF DEPRECIATION & AMORTISATION

(Amount in ₹ Lakhs)

| Particulars | for the Year ended on | | |
|--|-----------------------|--------------|--------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Depreciation and Amortization Expenses | 57.78 | 41.97 | 15.93 |
| Total | 57.78 | 41.97 | 15.93 |

ANNEXURE – T
RESTATED STATEMENT OF OTHER EXPENSES

(Amount in ₹ Lakhs)

| Particulars | for the Year ended on | | |
|--------------------------------|-----------------------|------------|------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Commission & Brokerage | 4803.08 | 3973.81 | 2179.97 |
| Rent | 88.24 | 71.54 | 43.99 |
| Business & Promotion Expenses | 88.57 | 38.89 | 1.08 |
| Legal and Professional Charges | 29.32 | 17.25 | 15.10 |

| | | | |
|---|----------------|----------------|----------------|
| Advertisement Expenses | 24.89 | 7.11 | 6.71 |
| Travelling and Accommodation Expenses | 12.96 | 16.99 | 6.21 |
| Office and Maintenance Charges | 12.98 | 17.79 | 14.01 |
| Electricity Charges | 14.43 | 11.16 | 7.87 |
| Computer Running and Maintenance Expenses | 7.27 | 5.03 | 4.11 |
| Conveyance | 8.52 | 7.10 | 3.42 |
| Insurance Expenses | 1.20 | 1.39 | 1.17 |
| Auditors Fee | 5.00 | 5.00 | 5.00 |
| Miscellaneous Expenses | 8.36 | 9.20 | 3.73 |
| Bad debts | - | - | 7.89 |
| Bank Charges | 1.63 | 0.52 | 0.29 |
| GST Write off and Interest, fee | 16.57 | 10.91 | 5.09 |
| Loans and Advances written off | - | 34.52 | 24.79 |
| Advances to employees written off | - | 1.55 | 5.63 |
| Postage And Courier Charges | 0.67 | 0.27 | 0.79 |
| Printing And Stationery | 5.47 | 4.42 | 3.73 |
| Repairs And Maintenance | 2.55 | 0.26 | 3.77 |
| ROC Expenses | - | 0.04 | 0.83 |
| Telephone Charges | 8.56 | 9.42 | 3.28 |
| Training Expense | 2.84 | 9.17 | 9.10 |
| Vehicle Running and Maintenance | 4.73 | 4.89 | 1.59 |
| Water Charges | 0.31 | 0.66 | 0.35 |
| Website Expenses | 5.99 | 4.29 | 2.66 |
| Total | 5154.13 | 4263.17 | 2362.16 |

ANNEXURE- U
INTANGIBLE ASSETS UNDER DEVELOPMENT

a) Intangible Assets under Development includes the following pre-operative expenses:

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|-------------------------------------|---------------|---------------|------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Raw Material Consumption | 24.02 | 25.56 | - |
| Employee Benefit Expenses | 148.41 | 83.30 | - |
| Professional Consultancy Service | 59.11 | 8.09 | - |
| Miscellaneous Expenditure | 8.71 | 5.17 | - |
| Add: Expenditure upto previous year | 122.13 | - | - |
| Total | 362.37 | 122.13 | - |

b) Ageing of Intangible asset under development is as follows:

(Amount in ₹ Lakhs)

| Particulars | Amount in intangible assets under development for a period of | | | | |
|------------------|---|-----------|-----------|-------------------|--------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| As at 31-03-2024 | 240.24 | 122.13 | - | - | 362.37 |
| As at 31-03-2023 | 122.13 | - | - | - | 122.13 |
| As at 31-03-2022 | - | - | - | - | - |

No Project was temporarily suspended by the Company as at 31-03-2024, 31-03-2023 and 31-03-2022.

c) There were no intangible assets under development, whose completion was overdue or has exceeded its cost compared to its original plan.

ANNEXURE – V
RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS

(Amount in ₹ Lakhs Except Per Share Data)

| Particulars | As at | | |
|--|------------|------------|------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Net Worth (A) | 1679.79 | 844.27 | 437.88 |
| Restated Profit after tax | 835.52 | 346.75 | 46.86 |
| Less: Prior Period Item | - | - | - |
| Adjusted Profit after Tax (B) | 835.52 | 346.75 | 46.86 |
| Number of Equity shares (Face Value Rs 10) outstanding as on the end of Year | 11828 | 11828 | 10696 |
| Weighted Average Number of Equity shares (Face Value Rs 10) (C) | 11828 | 11828 | 10696 |
| Weighted Average Number of Equity shares (Face Value Rs 10) after considering Bonus Issue of Shares (D) (Refer Note 6) | 8279600 | 8279600 | 7487200 |
| Current Assets (E) | 2097.07 | 1033.46 | 598.03 |
| Current Liabilities (F) | 1034.30 | 494.88 | 367.92 |
| Face Value per Share | 10.00 | 10.00 | 10.00 |
| Restated Basic and Diluted Earnings Per Share (Rs.) (B/D) (After Bonus) (Refer Note 6) | 10.09 | 4.19 | 0.63 |
| Return on Net worth (%) (B/A) | 49.74% | 41.07% | 10.70% |
| Net asset value per share (A/C) (Face Value of Rs. 10/- Each) Based on actual number of shares | 14201.80 | 7137.87 | 4093.89 |
| Net asset value per share (A/D) (Face Value of Rs. 10 Each) Based on number of shares of Bonus | 20.29 | 10.20 | 5.85 |
| Current Ratio (E/F) | 2.03 | 2.09 | 1.63 |
| Restated Earnings Before Interest, Tax, Depreciation and Amortisation and Other Income (EBITDA) | 1266.36 | 568.40 | 116.01 |

Note:

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs.): Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the year

(b) Diluted earnings per share (Rs.): Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the year for diluted EPS

(c) Return on net worth (%): Net profit after tax (as restated) / Net worth at the end of the year

(d) Net assets value per share: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the year

(e) EBITDA has been calculated as Profit before Tax + Depreciation + Interest Expenses - Other Income

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during year 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. In case of Subdivision and Bonus issue, the event has been considered as if it had occurred at the beginning of restatement period.

3) Net worth for ratios mentioned is equals to Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the restated summary statements.

5) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

6) Pursuant to Board resolution dated on 15th May, 2024 and shareholder's consent dated 14th May, 2024 bonus issue of 83,55,846 equity shares of face value of Rs 10/- in the ratio 699:1, i.e. Six hundred ninety-nine (699) bonus equity shares for every one (1) equity share held by shareholder has been issued.

ANNEXURE W
RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS

List of Related Parties as per AS – 18

| | Names of related parties | Nature of Relationship |
|--|--|--|
| Directors and Key Management Personnel (KMP) | Vaibhav Kulshrestha | Chairman & Managing Director (Appointed w.e.f. 01-09-2021) |
| | Abhisek Dhal | Whole-Time Director (Appointed w.e.f. 12-10-2020) |
| | Vidit Jindal | CFO (Appointed w.e.f. 04-01-2024) |
| | Sarita | Independent Director (Appointed w.e.f. 13-05-2024) |
| | Sudhir Kumar Jain | Independent Director (Appointed w.e.f. 13-05-2024) |
| | Piyushi Jindal | CS (Appointed w.e.f. 04-01-2024) |
| | Ganesh Kumar Mishra | Non-Executive Director (Appointed w.e.f. 11-09-2013) |
| | Tushar Jagtap | Director (Appointed from 16-02-2021 to 18-04-2022) |
| Anju Arora | Director (Appointed from 19-10-2021 to 10-12-2021) | |
| Relatives of KMP | Nisha Kulshrestha | Spouse of Vaibhav Kulshrestha |
| | Gaurav Kumar Arya | Brother of Vaibhav Kulshrestha |
| | Anubhav Kulshrestha | Brother of Vaibhav Kulshrestha |

(Amount in ₹ Lakhs)

| Particulars | | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---|-----------------------------|-------------------|-------------------|-------------------|
| (i) Transactions with Director & KMP | | | | |
| 1 | Ganesh Kumar Mishra | | | |
| | Director Remuneration given | 5.40 | 5.04 | 4.61 |
| 2 | Abhisek Dhal | | | |
| | Director Remuneration given | 25.20 | 17.44 | 13.97 |
| 3 | Tushar Jagtap | | | |
| | Director Remuneration given | - | - | 6.00 |
| 4 | Vaibhav Kulshrestha | | | |
| | Director Remuneration given | 30.00 | 18.00 | 7.00 |
| | Reimbursement of Expenses | 2.65 | 29.49 | 11.02 |
| | Advance Given | 33.11 | 3.00 | 0.90 |
| | Advance Repaid | 32.70 | 3.00 | 0.90 |
| | Closing Balance (Dr/ (Cr)) | 0.41 | - | - |
| 5 | Vidit Jindal | | | |
| | Salary given | 5.66 | | |
| 6 | Piyushi Jindal | | | |
| | Salary given | 1.95 | | |
| | Advances Given | 1.75 | | |
| | Closing Balance (Dr/ (Cr)) | 1.75 | | |
| (ii) Transaction with Relatives of KMP and Enterprises in which KMP/ Relatives of KMP can exercise significant influence | | | | |
| 1 | Nisha Kulshrestha | | | |
| | Salary given | 24.00 | 18.00 | 8.75 |
| | Advance Taken | - | - | 5.55 |
| | Advance Repaid | - | - | 5.55 |
| | Closing Balance (Dr/ (Cr)) | - | - | - |
| 2 | Gaurav Kumar Arya | | | |
| | Advance Given | - | - | 0.49 |
| | Advance Repaid | - | - | - |

| | | | | |
|----------|----------------------------|------|------|------|
| | Closing Balance (Dr/ (Cr)) | 0.49 | 0.49 | 0.49 |
| 3 | Anubhav Kulshrestha | | | |
| | Commission paid | 3.52 | 1.70 | - |
| | Advances Given | 0.85 | 1.50 | 0.40 |
| | Advance Repaid | - | 1.50 | - |
| | Closing Balance (Dr/ (Cr)) | 1.25 | 0.40 | 0.40 |

**ANNEXURE – X
RESTATED STATEMENT OF CAPITALISATION**

(Amount in ₹ Lakhs)

| Particulars | Pre Issue | Post Issue* |
|--|----------------|----------------|
| | 31-03-2024 | |
| Debt | | |
| Short Term Debt | 661.30 | 226.49 |
| Long Term Debt | 303.11 | 112.92 |
| Total Debt | 964.41 | 339.41 |
| Shareholders' Fund (Equity) | | |
| Share Capital | 1.18 | 1139.18 |
| Reserves & Surplus | 1678.61 | 3876.58 |
| Total Shareholders' Fund (Equity) | 1679.79 | 5015.76 |
| Long Term Debt/Equity | 0.18 | 0.02 |
| Total Debt/Equity | 0.57 | 0.07 |

* The corresponding post issue figures are based on Auditor's Certificate dated September 09, 2024.

Notes:

- Short term Debts represent debts which are expected to be paid/ payable within 12 months.
- Long term Debts represent debts other than Short term Debts as defined above.
- The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2024. Company as at 31/03/2024.
- While calculating the post issue shareholder's funds, we have considered the impact of fresh issue of 30,24,000 equity shares being offered through IPO at a price of ₹ 110/- per share. We have not taken impact of estimated issue expenses.
- While calculating post-issue borrowings, we have only given the impact of repayment of debts of ₹ 625.00 Lakhs, which is to be utilized by the Company from the Issue proceeds.

**ANNEXURE – Y
RESTATED STATEMENT OF TAX SHELTER**

(Amount in ₹ Lakhs)

| Particulars | for the year ended on | | |
|--|-----------------------|---------------|--------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Profit before taxes as restated | 1119.61 | 485.79 | 69.92 |
| Less: Income Taxable in Other than Business Head | | | |
| A Net Taxable Income Under Business Head | 1119.61 | 485.79 | 69.92 |
| B Tax Rate Applicable % | 25.17 | 27.82 | 26.00 |
| C Tax Impact (A*B) | 281.78 | 135.15 | 18.18 |
| Adjustments: | | | |
| Income Taxable Under House Property | - | - | - |
| Less: Deductions | - | - | - |
| Net Taxable Income Under House Property | - | - | - |
| D Permanent Differences | | | |

| | | | | |
|----------|---|---------------|---------------|--------------|
| | Expenses disallowed due to non-deduction of TDS | - | 0.22 | 0.75 |
| | Expenses disallowed Under Section 37 of the IT Act 1961 | 16.57 | 10.91 | 5.09 |
| | Expenses disallowed | - | 0.05 | 0.15 |
| | Total Permanent Differences | 16.57 | 11.19 | 6.00 |
| E | Timing Difference | | | |
| | Difference between tax depreciation and book depreciation | 19.43 | 19.66 | 2.32 |
| | Expenses Disallowed Under Section 43 B | 7.88 | 7.60 | 6.41 |
| | Total Timing Differences | 27.31 | 27.26 | 8.73 |
| | Set off of Carried forwarded Business Losses | - | - | - |
| F | Net Adjustment (F) = (D+E) | 43.88 | 38.45 | 14.72 |
| G | Tax Expenses/ (Saving) thereon (F*B) | 11.04 | 10.70 | 3.83 |
| H | Tax Liability, After Considering the effect of Adjustment (C +G) | 292.83 | 145.84 | 22.01 |
| I | Book Profit as per MAT * | 1119.61 | 485.79 | 69.92 |
| J | MAT Rate (%) | 17.47 | 16.69 | 15.60 |
| K | Tax liability as per MAT (I*J) | 195.62 | 81.09 | 10.91 |
| L | Current Tax being Higher of H or K | 292.83 | 145.84 | 22.01 |
| M | Interest U/s 234A, B and C of Income Tax Act | - | - | - |
| N | Total Tax expenses (L+M) | 292.83 | 145.84 | 22.01 |
| P | Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company | Normal | Normal | Normal |

* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act, 1961.

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax returns/Provisional computation of total income of respective years as stated above.
2. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – Z
RESTATED STATEMENT OF CONTINGENT LIABILITIES

(Amount in ₹ Lakhs)

| Particulars | As at | | |
|---|--------------|--------------|--------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Contingent liabilities in respect of: | | | |
| TDS Defaults with respect to Delay filing fee, Short Deduction and Interest thereon | 43.28 | 40.97 | 8.77 |
| Income Tax Outstanding Demand | 1.00 | 1.00 | 1.00 |
| GST Outstanding Demand | 53.17 | 1.63 | 1.51 |
| Total | 97.45 | 43.59 | 11.28 |

Note: The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – AA
RESTATED STATEMENT OF OTHER FINANCIAL RATIO

| Sr. No. | Ratio | 31-03-2024 | 31-03-2023 | 31-03-2022 | Changes in Ratio (%) 31.03.24 v/s 31.03.23 | Reason for more than 25% | Changes in Ratio (%) 31.03.23 v/s 31.03.22 | Reason for more than 25% |
|---------|--|------------|------------|------------|--|---|--|---|
| 1 | Current Ratio (No. of Times) | 2.03 | 2.09 | 1.63 | (2.19%) | | 28.48% | Increase in trade receivables |
| 2 | Debt Equity Ratio (No. of Times) | 0.57 | 0.44 | 0.78 | 30.61% | Increase in Debt | (43.59%) | Increase in Equity |
| 3 | Debt Service Coverage Ratio (No. of Times) | 3.55 | 3.74 | 1.00 | (5.14%) | | 273.00% | Increase in Income |
| 4 | Return On Equity Ratio (%) | 66.20% | 54.09% | 11.31% | 22.40% | | 378.36% | Increase in Income and Net Profit |
| 5 | Inventory Turnover Ratio (In Days) | NA | NA | NA | - | | - | |
| 6 | Trade Receivable Turnover Ratio (No. of Times) | 7.22 | 9.97 | 9.16 | (27.62%) | Increase in Sales | 8.86% | |
| 7 | Trade Payable Turnover Ratio (No. of Times) | 152.17 | 114.61 | 39.49 | 32.78% | Increase in Income | 190.25% | Increase in Income |
| 8 | Net Capital Turnover Ratio (No. Of Times) | 8.88 | 13.91 | 16.70 | (36.18%) | Increase in Income | (16.70%) | |
| 9 | Net Profit Ratio (%) | 11.76% | 6.49% | 1.65% | 81.25% | Decrease in commission exp. comparatively to Income | 292.83% | Decrease in commission exp. comparatively to Income |
| 10 | Return On Capital Employed (%) | 45.98% | 44.12% | 13.86% | 4.20% | | 218.25% | Increase in Net Profit |
| 11 | Return On Investment/ Total Assets (%) | 37.03% | 28.60% | 5.26% | 29.46% | Increase in Income | 443.34% | Increase in Income |

Note: Details of numerator and denominator for the above ratio are as under

- (1) Current Ratio = Current Assets / Current Liabilities.
- (2) Debt- equity ratio = Total debt / Shareholders' equity.
- (3) Debt service coverage ratio = Earning available for debt service/debt service.
- (4) Return on equity ratio= Net profit after taxes / Avg Shareholder's Equity.
- (5) Inventory turnover ratio=Cost of goods sold or sales/Average inventory.
- (6) Trade receivables turnover ratio= Revenue from Operations /Average trade receivables.
- (7) Trade payables turnover ratio=Commission Expense/Average trade payables.
- (8) Net Capital turnover ratio=Net sales/Average working capital.
- (9) Net profit ratio=Net profit after taxes/Total Revenue.
- (10) Return on capital employed=Earnings before interest and taxes/Capital employed.
- (11) Return on investment/Total Assets=PAT/Total Assets.

ANNEXURE – AB
DETAILS FOR GRATUITY AND EMPLOYEE BENEFIT EXPENSES

The Company has adopted the Accounting Standard 15 on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:-

(Amount in ₹ Lakhs)

| Particulars | Gratuity | | |
|--|-------------------------------|--------------------|--------------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| | <u>GRATUITY</u> | | |
| 1.The amounts recognized in the Balance Sheet are as follows: | | | |
| Present value of unfunded obligations Recognized | 17.47 | 9.59 | 5.38 |
| Net Liability | 17.47 | 9.59 | 5.38 |
| 2.The amounts recognized in the Profit & Loss A/c are as follows: | | | |
| Current Service cost | 3.07 | 1.82 | 1.03 |
| Past Service Cost | - | - | - |
| Interest on Defined Benefit Obligation | 0.68 | 0.23 | 4.34 |
| Expected Return on Plan Assets | | | |
| Net actuarial losses/ (gains) recognised in the year | 4.12 | 2.16 | - |
| Total included in “Employee Benefits Expenses” | 7.88 | 4.21 | 5.38 |
| 3.Changes in the present value of defined benefit obligation: | | | |
| Defined benefit obligation as at the beginning of the year/period Net of Fair Value of Opening Plan Assets | 9.59 | 5.38 | - |
| Past Service Cost | | | 4.34 |
| Current Service cost | 3.07 | 1.82 | 1.03 |
| Interest cost | 0.68 | 0.23 | |
| Expected Return on Plan Assets | | | |
| Net actuarial losses/ (gains) recognised in the year | 4.12 | 2.16 | - |
| Benefit paid by the Company | | | |
| Defined benefit obligation as at the end of the year/period | 17.47 | 9.59 | 5.38 |
| Benefit Description | | | |
| Benefit type: | Gratuity Valuation as per Act | | |
| Retirement Age: | 60 years | 60 years | 60 years |
| Vesting Period: | 5 years of Service | 5 years of Service | 5 years of Service |
| The principal actuarial assumptions for the above are: | | | |
| Future Salary Rise: | 10% | 10% | 10% |
| Discount rate per annum: | 7.10% | 7.13% | 4.32% |
| Withdrawal Rate: | 60% | 60% | 60% |
| Mortality Rate: | 100% of IALM (2012 - 14) | | |

ANNEXURE- AC

Other Notes-

1. There are no Immovable Properties as on 31st March, 2024, 31st March, 2023 and 31st March, 2022.
2. The Company has utilised the borrowings received from banks and financial institutions for the purpose for which it was taken during the period of restatement.
3. Breakup of Amount Paid to Auditors is as under:

(Amount in ₹ Lakhs)

| Particulars | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|-------------|------------|------------|------------|
| Audit Fees | 4.00 | 4.00 | 4.00 |
| Taxation | 1.00 | 1.00 | 1.00 |

4. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
5. The Company has not been declared wilful defaulter by any Banks or any other Financial Institution at any time during the period of restatement.
6. The Company did not have any material transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the period of restatement.
7. During the period of restatement, the Company has not traded or invested in Crypto Currency or Virtual Currency during the year.
8. Disclosures related to Micro, Small and Medium Enterprises.

Management is in the process of compiling information from its suppliers regarding their status under the MSME act, who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2003 and hence disclosure, if any, of the amount unpaid as at the year-end together with the interest paid/payable as required has been given to the extent information available;

The details relating to Micro, Small and medium enterprise disclosed as under to the extent of information available:

(Amount in ₹ Lakhs)

| Sr. No. | Particulars | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|---------|--|------------|------------|------------|
| 1 | The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year | 5.74 | 23.51 | 4.75 |
| 2 | The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year; | - | - | - |
| 3 | The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; | - | - | - |
| 4 | The amount of interest accrued and remaining unpaid at the end of each accounting year; and | - | - | - |

| | | | | |
|---|---|---|---|---|
| 5 | The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | - | - | - |
|---|---|---|---|---|

9. The Company has paid Rs NIL dividend during FY 2021-22, 2022-23 and 2023-24.
10. Figures have been rounded off to the multiple of lakhs. Previous year's figures have been regrouped, recast and rearranged wherever necessary to make them comparable with the current year figures.

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company as at and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and their respective Audit reports thereon (Audited Financial Statements) are available at www.mymudra.com. Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of the Draft Red Herring Prospectus; or (ii) Red Herring Prospectus; or (iii) this prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective Employees, Directors, Affiliates, Agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

| Particulars | <i>(Amount in ₹ Lakhs, Except Share Data)</i> | | |
|---|---|------------|------------|
| | 31-03-2024 | 31-03-2023 | 31-03-2022 |
| Profit After Tax | 835.52 | 346.75 | 46.86 |
| Basic & Diluted Earnings per Share (Based on Weighted Average Number of Shares) | 10.09 | 4.19 | 0.63 |
| Return on Net Worth (%) | 49.74% | 41.07% | 10.70% |
| NAV per Equity Shares (Based on Actual Number of Shares) | 14201.80 | 7137.87 | 4093.89 |
| NAV per Equity Shares (Based on Weighted Average Number of Shares) | 20.29 | 10.20 | 5.85 |
| Earnings before interest, tax, depreciation and amortization (EBITDA) | 1266.36 | 568.40 | 116.01 |

STATEMENT OF FINANCIAL INDEBTEDNESS

To,
The Board of Directors,
My Mudra Fincorp Limited,
17A/45, 2nd Floor, w.e.a. Karol Bagh, Central Delhi,
New Delhi, Delhi, India, 110005

Dear Sirs,

Based on the independent examination of restated financial Statements, and Sanction letters, Repayment schedule of Term loans other documents of **My Mudra Fincorp Limited** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on March 31, 2024 are mentioned below:

A. SECURED LOANS

RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY AS PER SANCTION LETTER

(Amount in ₹ Lakhs)

| Name of Lender | Purpose of Credit Facility | Sanctioned Amount | Rate of interest (p.a.) | Prime Securities offered | Re-Payment Schedule | Outstanding amount as at 31-03-2024 |
|--|----------------------------|-------------------|-------------------------|-----------------------------|-------------------------------------|-------------------------------------|
| From Banks: | | | | | | |
| HDFC Bank | Purchase of Vehicle | 15.24 | 9.25% | Hypothecation of Vehicle | 60 Months starting from 07/03/24 | 15.04 |
| Canara Bank | Business | 8.11 | 10.65% | Primary/ Collateral: Note 3 | 10 Months starting from 06/01/24 | 2.78 |
| Canara Bank | Business | 11.32 | 10.65% | Primary/ Collateral: Note 3 | 36 Months starting from 07/01/24 | 9.35 |
| HDFC Bank | Purchase of Vehicle | 13.58 | 7.25% | Hypothecation of Vehicle | 60 Months starting from 05/03/22 | 8.51 |
| HDFC Bank | Purchase of Vehicle | 40.46 | 6.95% | Hypothecation of Vehicle | 60 Months starting from 05/02/22 | 24.63 |
| Indian Bank | Business | 13.90 | 7.50% | Primary/ Collateral: Note 2 | 60 Months with 24 months moratorium | - |
| Indian Bank | Business | 27.81 | 7.50% | Primary/ Collateral: Note 2 | 48 Months with 12 months moratorium | - |
| Total (A) | | | | | | 60.30 |
| From Others: | | | | | | |
| Bajaj Finance Ltd. | Purchase of Vehicle | 24.09 | 9.10% | Hypothecation of Vehicle | 60 Months starting from 02/11/23 | 22.48 |
| Total (B) | | | | | | 22.48 |
| Total Long-Term Borrowings (Including Current Maturities) (A+B) | | | | | | 82.78 |

| | | | | | | |
|------------------------------------|-----------------|--------|--------|------------------------------|-----------|---------------|
| Canara Bank | Working Capital | 400.00 | 10.25% | Primary/ Collateral: Note 3 | On Demand | 398.88 |
| ICICI Bank | Working Capital | 23.75 | 6.15% | Fixed Deposit of Rs. 25 Lacs | On Demand | - |
| Indian Bank | Working Capital | 150.00 | 10.90% | Primary/ Collateral: Note 1 | On Demand | - |
| Total Short-Term Borrowings | | | | | | 398.88 |
| Grand Total | | | | | | 481.65 |

Note:

1. All tangible movable fixed assets lying in the premises 2nd Floor, 17-A/45, Western Extension Area (WEA), Karol Bagh, New Delhi 110005 or in godowns or custody of any person who are mercantile agents of the company or in the course of transit, entire movable goods & assets, both present & future including stock, all present and future book debts.
2. Primary: Hypothecation of Entire Movable (Stock, Book Debts, Receivables, Current Assets, etc.) and other assets of the company both present & future, Collateral: Equitable mortgage of residential flat at Plot No. ED-54, Tagore Garden, New Delhi 110027 in the name of Mrs. Nisha Kulshrestha, Personal Guarantee: Nisha Kulshrestha and Vaibhav Kulshrestha.
3. Primary: Book Debts, Collateral: Fresh EMT of Residential Flat No. D-54, Block-E (ED-54), Tagore Garden, New Delhi-110027 in the name of Mrs. Nisha Kulshrestha, Lien of Term Deposit of Rs. 25.00 Lakhs in the name of the company. Personal Guarantee of Nisha Kulshrestha, Vaibhav Kulshrestha, Ganesh Kumar Mishra, Abhisek Dhal.

B. UNSECURED LOANS**RESTATED STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS***(Amount in ₹ Lakhs)*

| Name of Lender | Purpose | Sanctioned Amount | Rate of interest (p.a.) | Re-Payment Schedule | Outstanding amount as at 31-03-2024 |
|--|-----------------|-------------------|-------------------------|----------------------------------|-------------------------------------|
| From Banks: | | | | | |
| Unity Small Finance Bank Ltd. | Working Capital | 51.00 | 17.00 % | 36 Months starting from 04/10/23 | 44.19 |
| Axis Bank | | 50.00 | 15.00 % | 36 Months starting from 20/09/23 | 41.72 |
| Kotak Bank | | 75.00 | 15.47 % | 36 Months starting from 01/10/23 | 64.80 |
| IDFC Bank | | 76.50 | 15.25 % | 36 Months starting from 03/10/23 | 66.04 |
| HDFC Bank | | 50.00 | 14.50 % | 24 Months starting from 06/02/23 | 22.60 |
| HDFC Bank | | 30.00 | 14.50 % | 24 Months starting from 06/12/21 | - |
| HDFC Bank | | 7.60 | 8.25% | 43 Months starting from 07/07/20 | - |
| ICICI Bank | | 8.20 | 16.00 % | On Demand | - |
| Total (A) | | | | | 239.34 |
| From Others: | | | | | |
| Kisetsu Saison Finance (India) Pvt. Ltd. | Working Capital | 50.00 | 15.50 % | 24 Months starting from 03/10/23 | 38.51 |

| | | | | |
|--------------------------------------|-------|---------|----------------------------------|---------------|
| Tata Capital Financial Services Ltd. | 50.17 | 16.00 % | 36 Months starting from 03/10/23 | 42.95 |
| IIFL Finance Ltd. | 35.00 | 17.00 % | 36 Months starting from 03/10/23 | 29.98 |
| Fedbank Financial Services Ltd. | 30.30 | 15.50 % | 24 Months starting from 02/10/23 | 23.33 |
| Poonawalla Fincorp Ltd. | 50.13 | 16.00 % | 24 Months starting from 03/10/23 | 38.64 |
| Bajaj Finance Ltd. | 45.63 | 16.00 % | 24 Months starting from 02/02/23 | 20.14 |
| Aditya Birla Finance Ltd. | 75.00 | 15.00 % | 36 Months starting from 05/02/23 | 48.76 |
| Bajaj Finance Ltd. | 35.06 | 16.00 % | 18 Months starting from 02/04/22 | - |
| Aditya Birla Finance Ltd. | 45.00 | 15.00 % | 36 Months starting from 05/12/21 | - |
| Aditya Birla Finance Ltd. | 6.99 | 14.00 % | 48 Months starting from 05/08/20 | 1.12 |
| Poonawalla Fincorp Ltd. | 4.63 | 14.00 % | 48 Months starting from 03/08/20 | - |
| CHP Finance Pvt Ltd | | | Daily payment | - |
| IIFL Finance Ltd. | 35.13 | 17.00 % | 25 Months starting from 03/05/20 | - |
| Total (B) | | | | 243.42 |
| Total (A+B) | | | | 482.76 |

For: Sangita Gupta & Associates
Chartered Accountant
FRN: 023808N

Sd/-
(Sangita Kumari Gupta)
Partner
M. No. 518358
Place: New Delhi
Date: June 28, 2024
UDIN: 24518358BKBWCT4542

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “Financial Information of the Company” beginning on page 150. You should also read the section titled “Risk Factors” on page 25 and the section titled “Forward Looking Statements” on page 19 of this Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated June 25, 2024 which is included in this Prospectus under “Financial Statements”. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

Business Overview

Established in 2013, our company functions as a Channel Partner (DSA) for major Banks and NBFCs operating in India. Our business model integrates tele-calling, advertising, direct marketing, referrals, networking, and a combined physical and digital (physital) marketing approach to acquire customers for the banks and NBFC's. Specializing in the distribution and sales of a diverse range of financial products as channel partner, we offer secured loans such as home loans and loans against property, unsecured loans like business loans and personal loans, professional loan as well as credit cards to the procured customers. Recently, we have expanded our services to include the distribution of insurance products. Through our dedication to offering exceptional financial solutions and consultancy services, we have distinguished ourselves in the highly competitive and ever-evolving Indian financial services sector.

We provide our customers with the ability to research and compare a wide range of lending and insurance products offered by our lending and insurer partners, enhancing choice and transparency. Once customers share their requirements, we present multiple options, detailing related costs and features in a clear and simple manner, enabling informed decisions for applications to the appropriate financial institutions, such as banks or NBFCs. Upon credit approval, the loan is conveniently sanctioned. Our company ensures faster service and disbursement of loans at the most competitive interest rates and terms acceptable to the customers.

We generate revenues from the commissions we receive through our various business segments. For our loan-related business, we earn commissions from our lending partners. In our credit card-related business, we receive commissions and fees from the credit card providers. Additionally, we have recently started an insurance business, from which we will receive revenue through commissions from our insurer partners. These sources form the backbone of our revenue generation strategy, ensuring a steady stream of income from our diverse financial product offerings.

Our company was originally formed & incorporated as a Private Limited Company at Delhi under the Companies Act, 1956 under the name and style of “My Mudra Fincorp Private Limited” vide certificate of incorporation dated September 11, 2013, bearing Corporate Identity Number U65191DL2013PTC257611 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. Subsequently, our company was converted into Public Limited Company vide special resolution passed by our shareholders at the Extra Ordinary General Meeting held on 11th August, 2023 and the name of the company was changed to “My Mudra Fincorp Limited” pursuant to the issuance of Fresh Certificate of Incorporation dated October 19, 2023 by Registrar of Companies, Delhi. The Corporate Identification Number of our company is U65191DL2013PLC257611.

Our Company serves a diverse clientele, including individuals, corporates, and professionals like Chartered Accountants (CAs) and Company Secretaries (CSs). As a trusted Direct Selling Agent (DSA), For individuals, we provide seamless access to funds for various purposes, from fulfilling personal aspirations to managing unexpected expenses. Our corporate clients benefit from tailored financing solutions designed to fuel growth and expansion, including Business loan, working capital financing and project funding. The Company provides specialized loans such as unsecured loan for professionals like Chartered Accountants

(CAs), Company Secretaries (CSs), and architects. Loan amounts are based on their degrees and years of practice, with longer practice periods qualifying for higher amounts and minimal financial documentation. With a commitment to excellence and customer satisfaction, Our Company empowers individuals, corporates, Business and professionals to achieve their financial goals with confidence and convenience.

We also work through our franchisees and Sub-DSAs. Our franchise model leverages a unique code provided by banks and NBFCs, allowing our franchisees to process loan applications and earn commissions based on business volume, with payments made after loan disbursement. Our franchisees can operate nationwide without geographical restrictions and benefit from higher commissions compared to direct dealings, due to our volume-based payout structure. We offer comprehensive support and training to ensure smooth operations. This model ensures better earnings and faster payments for our franchisees while expanding our company's national reach.

Below are the details about the business from self and sub-DSAs for the Financial Year ended on March 31, 2024, 2023 and 2022.

(Amount in Rs. Lakhs)

| Particulars | FY 2023-24 | FY 2022-23 | FY 2021-22 |
|--|------------|------------|------------|
| Total no. of channel partners/ franchises/ sub DSAs | 149 | 139 | 116 |
| No. of channel partners/ franchises/ sub DSAs added during the year | 10 | 23 | 11 |
| Total Revenue earned (A) | 7107.24 | 5346.00 | 2838.25 |
| Revenue earned from self (B) | 1483.03 | 843.77 | 299.14 |
| Revenue earned from sub-DSA (C) | 5624.21 | 4502.23 | 2539.11 |
| % of total revenue earned from sub-DSA (C/A%) | 79% | 84% | 89% |
| Commission paid to Sub-DSA (D) | 4803.08 | 3973.81 | 2179.97 |
| % of revenue shared with sub-DSA on the revenue earned from sub-DSA (D/C%) | 85% | 88% | 86% |

We are proud to have established our presence in 8 states across India, namely Chandigarh, Delhi, Haryana, Maharashtra, Odisha, Uttarakhand, Rajasthan including our registered office and corporate office in New Delhi. We also have presence in other states like Bihar, Uttar Pradesh, Jharkhand, Gujarat, Goa, Telangana, West Bengal, and Chhattisgarh through our franchise or channel partners. Our network comprises 9 branches, more than 140 franchise/channel partners and Sub DSAs. Our expansion strategy is driven by a commitment to mitigating the financial challenges faced by individuals and corporates in remote areas. As part of this mission, we've extended our reach by setting up branches in these regions, ensuring financial services are accessible to all.

Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

| Key Financial Performance () | 31-03-2024 | 31-03-2023 | 31-03-2022 |
|--|------------|------------|------------|
| Revenue from Operations ⁽¹⁾ | 7107.24 | 5346.00 | 2838.25 |
| EBITDA ⁽²⁾ | 1266.36 | 568.40 | 116.01 |
| EBITDA Margin ⁽³⁾ | 17.82% | 10.63% | 4.09% |
| PAT ⁽⁴⁾ | 835.52 | 346.75 | 46.86 |
| PAT Margin ⁽⁵⁾ | 11.76% | 6.49% | 1.65% |
| RoE(%) ⁽⁶⁾ | 66.20% | 54.09% | 11.32% |
| RoCE (%) ⁽⁷⁾ | 45.98% | 44.12% | 13.86% |

Notes:

⁽¹⁾ Revenue from operation means revenue from services 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 is calculated as Profit before tax – Tax Expenses

⁽⁵⁾ 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.

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

⁽⁷⁾ Return on Capital Employed is calculated as EBIT divided by capital employed, which is which is defined as shareholders'

equity plus total borrowings {current & non-current}

Explanation for KPI metrics:

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

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to “*Restated Financial Statements*” beginning on page 150 of this Prospectus.

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. loss of consumers;
3. Any change in government policies resulting in increases in taxes payable by us;
4. Our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
5. Our ability to retain our key managements persons and other employees;
6. Changes in laws and regulations that apply to the industries in which we operate.
7. Our failure to keep pace with rapid changes in technology;
8. Our ability to grow our business;
9. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
10. General economic, political and other risks that are out of our control;
11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
12. Company's ability to successfully implement its growth strategy and expansion plans;
13. failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
14. inability to successfully obtain registrations in a timely manner or at all;
15. Conflicts of interest with affiliated companies, the promoter group and other related parties;
16. Any adverse outcome in the legal proceedings in which we are involved;
17. Concentration of ownership among our Promoters;
18. The performance of the financial markets in India and globally;
19. Global distress due to pandemic, war or by any other reason.

Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022.

(Amount in ₹ Lakhs)

| Particulars | For the year ended on | | | | | |
|-------------|-----------------------|-------------------|------------|-------------------|------------|-------------------|
| | 31-03-2024 | % of Total Income | 31-03-2023 | % of Total Income | 31-03-2022 | % of Total Income |
| Income | | | | | | |

| | | | | | | |
|---|----------------|----------------|----------------|----------------|----------------|----------------|
| Revenue From Operation | 7107.24 | 99.90% | 5346.00 | 99.82% | 2838.25 | 99.72% |
| Other Income | 7.11 | 0.10% | 9.80 | 0.18% | 7.93 | 0.28% |
| Total Income | 7114.36 | 100.00% | 5355.80 | 100.00% | 2846.18 | 100.00% |
| Expenditure | | | | | | |
| Employee Benefit Expenses | 674.83 | 9.49% | 509.52 | 9.51% | 357.80 | 12.57% |
| Finance Cost | 108.00 | 1.52% | 55.35 | 1.03% | 40.37 | 1.42% |
| Depreciation and Amortization Expenses | 57.78 | 0.81% | 41.97 | 0.78% | 15.93 | 0.56% |
| Other Expenses | 5154.13 | 72.45% | 4263.17 | 79.60% | 2362.16 | 82.99% |
| Total Expenditure | 5994.74 | 84.29% | 4870.01 | 90.93% | 2776.26 | 97.54% |
| Profit/(Loss) Before Exceptional & extraordinary items & Tax | 1119.61 | 15.74% | 485.79 | 9.07% | 69.92 | 2.46% |
| Exceptional Item | - | | - | | - | |
| Profit/(Loss) Before Tax | 1119.61 | 15.74% | 485.79 | 9.07% | 69.92 | 2.46% |
| Tax Expense: | | | | | | |
| Tax Expense for Current Year | 292.83 | 4.12% | 145.84 | 2.72% | 22.01 | 0.77% |
| Deferred Tax | (8.74) | (0.12%) | (6.81) | (0.13%) | 1.05 | 0.04% |
| Net Current Tax Expenses | 284.09 | 3.99% | 139.04 | 2.60% | 23.06 | 0.81% |
| Profit/(Loss) for the Year transferred to balance sheet | 835.52 | 11.74% | 346.75 | 6.47% | 46.86 | 1.65% |

Revenue from operations:

Revenue from operations mainly consists of revenue received in form of commission as a Direct Selling Agent of loans and credit card sales for Banks, NBFCs, Financial Institutions etc.

Other Income:

Our other income primarily comprises of FDR Interest, Interest on Income Tax Refund, etc.

Total Expenses:

Total expenses consist of costs like Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses.

Employee benefits expense:

Our employee benefits expense primarily comprises of Salaries & wages, staff welfare expenses, Contribution to Provident Fund and Other Fund etc.

Finance Costs:

Our finance cost comprises of Interest on loan and other borrowing cost.

Depreciation and Amortization Expenses:

Depreciation includes depreciation of Computer & Software, Office Equipments, Furniture & Fixtures, Building, Motor car, Air Conditioner etc.

Other Expenses:

Our Other Expenses consists of Commission and Brokerage, Rent, Business and Promotion Expenses, Insurance Expenses, Professional Fees, Advertisement Expenses, Electricity Charges, Printing & Stationary, Repairs and Maintenance, Telephone Charges, other Miscellaneous Expenses.

Financial Year 2024 Compared to Financial Year 2023 (Based on Restated Financial Statements)

Total Income:

Total income for the financial year 2023-24 stood at ₹ 7114.36 Lakhs whereas in financial year 2022-23 the same stood at ₹ 5355.80 Lakhs representing an increase of 32.83%. The main reason of increase was increase in the volume of sale of services by the Company. The total income consists of revenue from operations and other income.

Revenue from Operations

During the financial year 2023-24, the net revenue from operation of our Company increased to ₹ 7107.24 Lakhs as against ₹ 5346.00 Lakhs in the financial year 2022-23 representing an increase of 32.95%. The main reason of increase was due to increase in the commission income from sale of loans and credit cards by the Company.

Other Income:

During the financial year 2023-24, the other income of our Company decreased to ₹ 7.11 Lakhs as against ₹ 9.80 lakhs in the financial year 2022-23 representing a decrease of 27.42%. The main reason of decrease is decrease in interest on income tax refund.

Total Expenses

Total expenses of the company comprise of employee benefit expenses, finance costs, depreciation and amortization and other expenses. The total expense for the financial year 2023-24 increased to ₹ 5994.74 Lakhs from ₹ 4870.01 lakhs in the financial year 2023-24 representing an increase of 23.09%. Such increase was due to increase in business operations of the Company.

Employee benefits expense:

Our Company has incurred ₹ 674.83 Lakhs as Employee benefits expense during the financial year 2023-24 as compared to ₹ 509.52 Lakhs in the financial year 2022-23. The increase of 32.45% was due to increase in salary and wages.

Finance costs:

Finance costs were for the financial Year 2023-24 increased to ₹ 108.00 Lakhs as against ₹ 55.35 Lakhs during the financial year 2022-23. The increase of 95.10% was due to increase in interest expenses and other borrowing costs.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2023-24 stood at ₹ 57.78 Lakhs as against ₹ 41.97 Lakhs during the financial year 2022-23. The increase in depreciation was around 37.68% which was due to addition in computer & accessories, office equipment, furniture & fixtures, etc.

Other Expenses:

Our Company has incurred ₹ 5154.13 Lakhs during the Financial Year 2023-24 on other expenses as against ₹ 4263.17 Lakhs during the financial year 2022-23. There was an increase of 20.90% in comparison to the previous year mainly due to increase in Commission and Brokerage, Rent, Business and Promotion Expenses, Legal and Professional Fees, Advertisement Expenses, Electricity Charges, Printing & Stationary, Repairs and Maintenance, other Miscellaneous Expenses.

Restated profit before tax:

Net profit before tax for the financial year 2023-24 increased to ₹ 1119.61 Lakhs as compared to ₹ 485.79 Lakhs in the financial year 2022-23. This increase of 130.47% which was majorly due to factors as mentioned above.

Restated profit for the year:

As a result of the foregoing factors, the Company reported Restated profit after tax for the financial year 2023-24 of ₹ 835.52 Lakhs in comparison to ₹ 346.75 lakhs in the financial year 2022-23, representing an increase of 140.96%.

Financial Year 2023 Compared to Financial Year 2022 (Based on Restated Financial Statements)

Total Income:

Total income for the financial year 2022-23 stood at ₹ 5355.80 Lakhs whereas in Financial Year 2021-22 the same stood at ₹ 2846.18 Lakhs representing an increase of 88.17%. The main reason of increase was increase in the volume of sale of services by the Company. The total income consists of revenue from operations and other income.

Revenue from Operations

During the financial year 2022-23, the net revenue from operation of our Company increased to ₹ 5346.00 Lakhs as against ₹ 2838.25 Lakhs in the Financial Year 2021-22 representing an increase of 88.36%. The main reason of increase was due to increase in the commission income from sale of loans and credit cards by the Company.

Other Income:

During the financial year 2022-23, the other income of our Company has increased to ₹ 9.80 Lakhs as against ₹ 7.93 lakhs in the Financial Year 2021-22 representing an increase of 23.54%. The major reason for increase is increase in Interest on Income Tax refund.

Total Expenses

Total expenses of the company comprise of employee benefit expenses, finance cost, depreciation and amortization and other expenses. The total expense for the financial year 2022-23 increased to ₹ 4870.01 Lakhs from ₹ 2776.26 lakhs in the Financial Year 2021-22 representing an increase of 75.42%.

Employee benefits expense:

Our Company has incurred ₹ 509.52 Lakhs as Employee benefits expense during the financial year 2022-23 as compared to ₹ 357.80 Lakhs in the financial year 2021-22 representing an increase of 42.40% mainly due to increase of Salary and wages.

Finance costs:

These costs were for the financial Year 2022-23 increased to ₹ 55.35 Lakhs as against ₹ 40.37 Lakhs during the financial year 2021-22. The increase of 37.10% is due to increase in interest expenses and other borrowing costs.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2022-23 stood at ₹ 41.97 Lakhs as against ₹ 15.93 Lakhs during the financial year 2021-22. The increase in depreciation was around 163.37% which was due to addition in computer & accessories, office equipment, furniture & fixtures, etc.

Other Expenses:

Our Company has incurred ₹ 4263.17 Lakhs during the Financial Year 2022-23 on other expenses as against ₹ 2362.16 Lakhs during the financial year 2021-22. There was an increase of 80.48% in comparison to the previous year mainly due to increase in Commission and Brokerage, Rent, Business and Promotion Expenses, Electricity Charges, Printing & Stationary, Telephone Charges, other Miscellaneous Expenses.

Restated profit before tax:

Restated profit before tax for the financial year 2022-23 has significantly increased to ₹ 485.79 Lakhs as compared to ₹ 69.92 Lakhs in the financial year 2021-22. The increase of 594.76% which was majorly due to factors as mentioned above.

Restated profit for the year:

The Company reported Restated profit after tax for the financial year 2022-23 of ₹ 346.75 Lakhs in comparison to ₹ 46.86 Lakhs in the financial year 2021-22. The increase of 639.92% which was majorly due to factors as mentioned above.

Justification for increase in PAT margin from FY 2022 to FY 2024

Revenue from operations mainly consists of revenue received in form of commission as a Direct Selling Agent of loans and credit card sales for Banks, NBFCs, Financial Institutions etc. The revenue from operations of the company increased from Rs. 2838.25 Lakhs in FY 2021-22 to Rs. 5346.00 Lakhs in FY 2022-23 and further increased to Rs. 7107.24 Lakhs in FY 2023-24. The main reason for increase in total revenue was due to increase in revenue from operations of the company.

The company earns revenue in the form of commission as a Direct Selling Agent (DSA). For the purpose of achieving such revenue, the company sources clients directly and through various sub- DSA who are associated with the company for generation of clients and revenue. The major expense of the company is the commission paid to such sub-DSA on the business sourced by them.

Below are the details about the business from self and sub-DSAs for the Financial Year ended on March 31, 2024, 2023 and 2022:

(Amount in Rs. Lakhs)

| Particulars | FY 2023-24 | FY 2022-23 | FY 2021-22 |
|--|------------|------------|------------|
| Total no. of channel partners/ franchises/ sub DSAs | 149 | 139 | 116 |
| No. of channel partners/ franchises/ sub DSAs added during the year | 10 | 23 | 11 |
| Total Revenue earned (A) | 7107.24 | 5346.00 | 2838.25 |
| Revenue earned from self (B) | 1483.03 | 843.77 | 299.14 |
| Revenue earned from sub-DSA (C) | 5624.21 | 4502.23 | 2539.11 |
| % of total revenue earned from sub-DSA (C/A%) | 79% | 84% | 89% |
| Commission paid to Sub-DSA (D) | 4803.08 | 3973.81 | 2179.97 |
| % of revenue shared with sub-DSA on the revenue earned from sub-DSA (D/C%) | 85% | 88% | 86% |

In the FY 2021-22, 88% of the total loan disbursed by the company was through franchise and sub-DSA, thus resulting in the commission to be paid by the company. In FY 2022-23, 80% of the total loan disbursed by the company was through sub-DSA, hence, the commission paid to the DSA was less in FY 22-23 as compared to FY 21-22. In FY 2022-23, revenue from self was Rs. 843.77 Lakhs compared to Rs. 299.14 Lakhs in FY 2021-22, with no commission paid. Thus, the incremental revenue from self amounted to Rs. 544.63 Lakhs, resulting in a saving of approximately 88% in commission expenses. This reduction in expenses contributed to an increase in net profit and PAT for FY 2022-23. This in effect resulted in the increase in PAT margins of the company in FY 23.

In FY 2023-24, 77% of the total loan disbursed by the company was through franchise and sub-DSA and thus resulting in further decrease in commission expenses of the company in comparison to the revenue. In FY 2023-24, revenue from self was Rs. 1,483.03 Lakhs compared to Rs. 843.77 Lakhs in FY 2022-23, with no commission paid. Thus, the incremental revenue from self amounted to Rs. 639.26 Lakhs, resulting in a saving of approximately 85% in commission expenses. This reduction

in expenses contributed to an increase in net profit and PAT for FY 2023-24. This has resulted in the increase of PAT margins of the company in FY 24.

Information required as per Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. *Unusual or infrequent events or transactions*

There has not been any unusual trend on account of our business activity. Except as disclosed in this Prospectus, there are no unusual or infrequent events or transactions in our Company.

2. *Significant economic changes that materially affected or are likely to affect income from continuing operations.*

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. *Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.*

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 25 of the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. *Future changes in relationship between costs and revenues*

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 25, 102 and 193 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. *Segment Reporting*

Our business activity primarily falls within a single business and geographical segment, other than as disclosed in “**Restated Financial Statements**” on page 150, we do not follow any other segment reporting

6. *Status of any publicly announced New Products or Business Segment*

Except as disclosed in the Chapter “**Our Business**” on page 102 of this Prospectus, our Company has not announced any new product or service.

7. *Seasonality of business*

Our business is not subject to seasonality. For further information, see “**Industry Overview**” and “**Our Business**” on pages 88 and 102 respectively of this Prospectus.

8. *Dependence on single or few customers*

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers

9. *Competitive conditions*

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 88 and 102 respectively of this Prospectus.

10. *Details of material developments after the date of last balance sheet i.e., March 31, 2024*

1. Our Company has issued Preferential Allotment of 126 Equity Shares of face value of Rs. 10/- each vide Special resolution dated November 11, 2023 and allotted vide Board Resolution May 04, 2024.
2. Sarita was appointed as Independent Director of the Company vide Special Resolution passed on May 13, 2024 for a term of 5 years.
3. Sudhir Kumar Jain was appointed as Independent Director of the Company vide Special Resolution passed on May 13, 2024 for a term of 5 years.
4. The Company has issued bonus share in ratio of 699:1 (699 new equity shares for 1 Existing shares) vide Special resolution dated May 14, 2024 and allotted vide Board Resolution May 14, 2024.
5. Our Company has constituted the Audit Committee vide Board Resolution dated May 15, 2024.
6. Our Company has constituted the Nomination and Remuneration Committee vides Board Resolution dated May 15, 2024.
7. Our Company has formed the Stakeholders Relationship Committee vide Board Resolution dated May 15, 2024.
8. Our Company has formed the Corporate Social Responsibility Committee vide Board Resolution dated May 15, 2024.
9. The Company has been authorized to proceed with the Issue, pursuant to the resolution passed by the Board of Directors at its meeting held on May 15, 2024 and Shareholders meeting dated May 21, 2024.
10. Our Company has approved the Draft Red Herring Prospectus vide resolution in the Board Meeting dated July 02, 2024.
11. Our Company has approved the Red Herring Prospectus vide resolution in the Board Meeting dated August 29, 2024
12. Our Company has approved the Prospectus vide resolution in the Board Meeting dated September 10, 2024

CAPITALISATION STATEMENT*(Amount in ₹ Lakhs)*

| Particulars | Pre Issue | Post Issue* |
|--|----------------|----------------|
| | 31-03-2024 | |
| Debt | | |
| Short Term Debt | 661.30 | 226.49 |
| Long Term Debt | 303.11 | 112.92 |
| Total Debt | 964.41 | 339.41 |
| Shareholders' Fund (Equity) | | |
| Share Capital | 1.18 | 1139.18 |
| Reserves & Surplus | 1678.61 | 3876.58 |
| Total Shareholders' Fund (Equity) | 1679.79 | 5015.76 |
| Long Term Debt/Equity | 0.18 | 0.02 |
| Total Debt/Equity | 0.57 | 0.07 |

* The corresponding post issue figures are based on Auditor's Certificate dated September 09, 2024.

Notes:

1. Short term Debts represent debts which are expected to be paid/ payable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above.
3. The pre issue figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2024.
4. While calculating the post issue shareholder's funds, we have considered the impact of fresh issue of 30,24,000 equity shares being offered through IPO at a price of ₹ 110/- per share. We have not taken impact of estimated issue expenses.
5. While calculating post-issue borrowings, we have only given the impact of repayment of debts of ₹ 625.00 Lakhs, which is to be utilized by the Company from the Issue proceeds.

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) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.

Our Board, in its meeting held on May 15, 2024, determined that outstanding legal proceedings involving the Company, its Directors and Promoters will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% of the Company’s trade payables as per the last restated financial statements.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated by the Company.

(c) Actions by statutory and regulatory authorities against the Company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

(d) Tax Proceedings

| Nature of Proceedings | Number of cases | Amount involved* (₹ in lakhs) |
|------------------------------|------------------------|--------------------------------------|
| TDS | 1 | 52.14 |
| Indirect Tax | 20 | 106.17 |
| Total | 21 | 158.31 |

*To the extent quantifiable

(e) Other pending material litigations against the Company

As on the date of this Prospectus, there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy.

(f) Other pending material litigations filed by the Company

As on the date of this Prospectus, there are no outstanding litigations initiated by the company, which have been considered material by the Company in accordance with the Materiality Policy.

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the company.

(b) Criminal proceedings filed by the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding criminal proceedings filed by the Promoters & Directors of the company.

(c) Actions by statutory and regulatory authorities against the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors.

(d) Tax Proceedings

| Tax Proceedings | Number of cases | Amount involved* (₹ in lakhs) |
|-----------------------------|-----------------|-------------------------------|
| Vaibhav Kulshrestha: | | |
| Direct Tax | 1 | 3.55 |
| Nisha Kulshrestha: | | |
| Direct Tax | 2 | 5.50 |

*To the extent quantifiable

(e) Other pending material litigations against the Promoters & Directors of the company

As on the date of this Prospectus, there are no pending claims related to other pending proceedings involving Promoters & Directors of the company.

(f) Other pending material litigations filed by the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding litigations initiated by the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding 5% of our Company's total Trade payables as per Restated financial statements, to small scale undertakings and other creditors as material dues for our Company.

Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the Company's trade payables as per the last restated financial statements as material dues for the Company. The trade payables of our Company as on March 31, 2024 were Rs.23.74 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs. 1.19 lakhs as on March 31, 2024. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on May 15, 2024. As on March 31, 2024, there are 2 creditors to each of whom our Company owes amounts exceeding 5% of our Company's Trade Payables and the aggregate outstanding dues to them being approximately Rs. 2.85. The details pertaining to amounts due towards material creditors are available on the website of our Company. Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure in relation to amount unpaid together with interest payable has not been furnished.

As on March 31, 2024, our Company owes amounts aggregating to Rs. 20.89 lakhs approximately towards 51 trade creditors, which may or may not include small scale undertakings. There are no disputes with such entities in relation to payments to be made to them.

As per the above materiality policy, the outstanding amount owned to small scale undertakings and material creditors as on March 31, 2024, by our Company is as follows:

| Type of Creditors | Number of Creditors | Amount Involved (₹ in Lakhs) |
|--------------------------------------|---------------------|------------------------------|
| Micro, Small and Medium Enterprises* | 18 | 5.74 |
| Material Creditors | 2 | 2.85 |
| Other Creditors | 33 | 15.15 |
| Total | 53 | 23.74 |

*Entities that are identified as "Micro, Small and Medium Enterprises" under the Restated Consolidated Financial Statements are considered as micro small and medium enterprises.

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" beginning on page 193 of this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

*For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled ‘**Key Regulations and Policies**’ on page 118 of this Prospectus.*

I. Approvals for the Issue

The following approvals have been obtained or will be obtained in connection with the Issue:

Corporate Approvals:

- a. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on May 15, 2024 authorized the Issue, subject to the approval of the shareholders and such other authorities, as may be necessary.
- b. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special resolution passed in the Extra Ordinary General Meeting held on May 21, 2024 authorized the Issue.
- c. Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated July 02, 2024.
- d. Our Board approved the Red Herring Prospectus pursuant to its resolution dated August 29, 2024.
- e. Our Board approved this Prospectus pursuant to its resolution dated September 10, 2024.

Approval from the Stock Exchange:

- a. In-principle approval dated August 23, 2024 from the NSE Emerge for using the name of the Exchange in the issue documents for listing of the Equity Shares issued by our Company pursuant to the Issue.

Agreements with NSDL and CDSL:

- a. The company has entered into a Tripartite agreement dated November 08, 2023 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited for the dematerialization of its shares.

- b. Similarly, the Company has also entered into a Tripartite agreement dated November 08, 2023 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited for the dematerialization of its shares.
- c. The International Securities Identification Number (“ISIN”) of our company is INE0RVQ01016.

II. Incorporation related Approvals:

| Sr. No. | Nature of Registration/ License | CIN | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|--|-----------------------|---------------------|---|--------------------|----------------------|
| 1 | Certificate of Incorporation | U65191DL2013PTC257611 | Companies Act, 1956 | Registrar of Companies, National Capital Territory of Delhi and Haryana | September 11, 2013 | Valid till Cancelled |
| 2 | Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company | U65191DL2013PLC257611 | Companies Act, 2013 | Registrar of Companies, Delhi | October 19, 2023 | Valid till Cancelled |

III. Tax Related Approvals:

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|---|---------------------------|--|--|--------------------|----------------------|
| 1 | Permanent Account Number (PAN) | AAICM8138L | Income Tax Act, 1961 | Income Tax Department | September 29, 2013 | Valid till Cancelled |
| 2 | Tax Deduction and Collection Account Number (TAN) | DELM22885C | Income Tax Act, 1961 | Income Tax Department | October 11, 2013 | Valid till Cancelled |
| 3 | GST Registration Certificate (Delhi) | 07AAICM8138L1ZY | Central Goods and Services Tax Act, 2017 and New Delhi Goods and Service Tax Act, 2017 | Government of India and Government of Delhi | July 01, 2017 | Valid till Cancelled |
| 4 | GST Registration Certificate (Chandigarh) | 04AAICM8138L1Z4 | Central Goods and Services Tax Act, 2017 and Union Territory Goods and Services Tax (Chandigarh) Rules, 2017 | Government of India and Government of Punjab | July 25, 2017 | Valid till Cancelled |
| 5 | GST Registration | 06AAICM8138L1Z0 | Central Goods and Services Tax Act, 2017 and Haryana | Government of India and Government | August 25, 2017 | Valid till Cancelled |

| | | | | | | |
|----|---|-----------------|---|--|-----------------|----------------------|
| | Certificate (Haryana) | | Goods and Service Tax Act, 2017 | of Haryana | | |
| 6 | GST Registration Certificate (Maharashtra) | 27AAICM8138L1ZW | Central Goods and Services Tax Act, 2017 and Maharashtra Goods and Service Tax Act, 2017 | Government of India and Government of Maharashtra | May 29, 2018 | Valid till Cancelled |
| 7 | GST Registration Certificate (Madhya Pradesh) | 23AAICM8138L1Z4 | Central Goods and Services Tax Act, 2017 and Madhya Pradesh Goods and Service Tax Act, 2017 | Government of India and Government of Madhya Pradesh | August 24, 2017 | Valid till Cancelled |
| 8 | GST Registration Certificate (Odisha) | 21AAICM8138L1Z8 | Central Goods and Services Tax Act, 2017 and Odisha Goods and Service Tax Act, 2017 | Government of India and Government of Odisha | August 31, 2017 | Valid till Cancelled |
| 9 | GST Registration Certificate (Rajasthan) | 08AAICM8138L1ZW | Central Goods and Services Tax Act, 2017 and Rajasthan Goods and Service Tax Act, 2017 | Government of India and Government of Rajasthan | August 12, 2017 | Valid till Cancelled |
| 10 | GST Registration Certificate (Uttarakhand) | 05AAICM8138L1Z2 | Central Goods and Services Tax Act, 2017 and Uttarakhand Goods and Service Tax Act, 2017 | Government of India and Government of Uttarakhand | August 31, 2017 | Valid till Cancelled |

IV. Business Related Approvals:

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|--|---------------------------|---|---|-------------------|----------------------|
| 1 | LEI (Legal Entity Identifier) Code | 984500Y974BCF1150421 | Payment and Settlement Act, 2007 | Legal Entity Identifier India Limited | February 17, 2023 | February 17, 2026 |
| 2 | Certificate of Registration as Telemarketer | 1102709970000057777 | The Telecom Commercial Communications Customer Preference Regulations, 2018 | Vodafone Idea Limited | October 01, 2021 | September 30, 2026 |
| 3 | Udyam Registration Certificate- Small general Category | UDYAM-DL-03-0007788 | The Micro, Small and Medium Enterprises Development Act, 2006 | Ministry of Micro Small & Medium Enterprises, Government of India | May 31, 2021 | Valid till Cancelled |

V. Industrial and Labour Related Approvals:

1. For Registered Office of the company located at 17A/45, 2nd Floor, w.e.a. Karol Bagh, NA, New Delhi, Delhi, India, 110005

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|--|---------------------------|---|---|------------------|----------------------|
| 1 | Employees' Provident Funds Registration | DLCPM1582878000 | Employees' Provident Funds & Miscellaneous Provisions Act, 1952 | Employee Provident Fund Organisation | April 14, 2017 | Valid till Cancelled |
| 2 | Employees' State Insurance Corporation (ESIC) Registration | 11001240810000999 | Employee's State Insurance Act, 1948 | Regional Office, Employees State Insurance Corporation | May 23, 2017 | Valid till Cancelled |
| 3 | Registration Certificate of Establishment | 2023144001 | Delhi Shops and Establishments Act, tan1954 | Department of Labour, Government of National Capital Territory of Delhi | October 05, 2023 | Valid till Cancelled |

2. For Corporate Office of the company located at 17A/45, 3rd Floor, w.e.a. Karol Bagh, NA, New Delhi, Delhi, India, 110005

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|---|---------------------------|---|---|---------------|----------------------|
| 1 | Registration Certificate of Establishment | 2024128556 | Delhi Shops and Establishments Act, tan1954 | Department of Labour, Government of National Capital Territory of Delhi | June 07, 2024 | Valid till Cancelled |

3. For the Branch Office of the company located at 2nd Floor, 211, 7/1, Ratanmani Complex, New Palasia, Indore, Madhya Pradesh, 452001

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|--|---------------------------|--------------------------------------|--|-------------------|----------------------|
| 1 | Employees' State Insurance Corporation (ESIC) Registration | 18111240810010999 | Employee's State Insurance Act, 1948 | Regional Office, Employees State Insurance Corporation | December 16, 2023 | Valid till Cancelled |
| 2 | Professional Tax | 79189026930 | Madhya | Madhya | May 07, 2024 | Valid till |

| | | | | | | |
|---|---|--------------------|--|-------------------------------------|----------------|----------------------|
| | Certificate of Registration | | Pradesh Professional Tax Act, 1995 | Pradesh Sales Tax Department | | Cancelled |
| 3 | Professional Tax Certificate of Enrolment | 78519300180 | Madhya Pradesh Professional Tax Act, 1995 | Madhya Pradesh Sales Tax Department | June 24, 2024 | Valid till Cancelled |
| 4 | Registration Certificate of Establishment | INDO240416SE007543 | Madhya Pradesh Shops and Commercial Establishment Act 1958 | District Labour Office, Indore | April 18, 2024 | Valid till Cancelled |

4. For the Branch Office of the company located at SF-15, Vijay Stambh, M.P Nagar Zone-1 Bhopal, Madhya Pradesh

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|---|---------------------------|--|--------------------------------|----------------|----------------------|
| 1 | Registration Certificate of Establishment | BHOP240425SE013402 | Madhya Pradesh Shops and Commercial Establishment Act 1958 | District Labour Office, Bhopal | April 26, 2024 | Valid till Cancelled |

5. For the Branch Office of the company located at 2nd Floor, Chamber no. 201 and 202, SCO - 09, Sector -26, Chandigarh, 160019

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|---|---------------------------|--|--|-------------------|----------------------|
| 1 | Registration Certificate of Establishment | 202420694333 | Punjab Shops and Commercial Establishment Act 1958 | Chandigarh Administration Department of Labour | February 07, 2024 | Valid till Cancelled |

6. For the Branch Office of the company located at 4Th Floor, Office No. 411, Ijmima Complex, Ijmima Imitation Jewellery Market, Off Link Road, Mumbai, Mumbai Suburban, Maharashtra, 400064

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|---|-------------------------------------|---|-----------------------------------|----------------|----------------------|
| 1 | Registration Certificate of Establishment | 890862222 / PN Ward / COMMERCIAL II | Maharashtra Shops & Establishment (Regulation of Employment and Condition of Service) Act, 2017 | Department of Labour, Maharashtra | June 01, 2024 | Valid till Cancelled |
| 2 | Professional Tax Certificate of Enrolment | 99504742367P | Maharashtra State Tax on Professions, Trades, Callings and | Maharashtra Sales Tax Department | April 01, 2022 | Valid till Cancelled |

| | | | | | | |
|---|--|--------------|--|----------------------------------|------------------|----------------------|
| | | | Employments Act, 1975 | | | |
| 3 | Professional Tax Certificate of Registration | 27872234786P | Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 | Maharashtra Sales Tax Department | January 01, 2023 | Valid till Cancelled |

7. For the Branch Office of the company located at Ground Floor, Plot No. 6/508, Lane 6, Bhubaneswar, Khordha, Odisha, 751007

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|--|---------------------------|---|--|-------------------|----------------------|
| 1 | Registration Certificate of Establishment | KHU/OSCE/2024/007003 | Odisha Shops & Commercial Establishments Act, 1956 | Directorate of Labour, Odisha | April 30, 2024 | Valid till Cancelled |
| 2 | Professional Tax Certificate of Enrolment | 21082609303 | Odisha State Tax on professions, Trades, Callings and Employments Act, 2000 | Government of Odisha Commercial Tax Department | February 08, 2024 | Valid till Cancelled |
| 3 | Professional Tax Certificate of Registration | 21042609422 | Odisha State Tax on professions, Trades, Callings and Employments Act, 2000 | Government of Odisha Commercial Tax Department | June 24, 2024 | Valid till Cancelled |

8. For the Branch Office of the company located at BMK MKT, Grand Trunk Road, Opposite KFin Technology Limited, Behind HDFC Bank, GT Road, Panipat, Haryana, 132103

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|---|-------------------------------|--|----------------------------|---------------|----------------------|
| 1 | Registration Certificate of Establishment | PSA/REG/PPT/LI-Ppt-IV/0329516 | Punjab Shops and Commercial Establishment Act 1958 | Labour Department, Haryana | May 07, 2024 | Valid till Cancelled |

9. For the Property of the company located at First Floor, plot no-178, Vidyut Nagar-C, Gandhi Path, Jaipur, Rajasthan

| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|--|---------------------------|--|--|-------------------|----------------------|
| 1 | Employees State Insurance Corporation Registration | 15111240810010999 | Employee's State Insurance Act, 1948 | Regional Office, Employees State Insurance Corporation | December 16, 2023 | Valid till Cancelled |
| 2 | Registration Certificate of Establishment | SCA/2024/14/133801 | Rajasthan Shops and Commercial Establishments Acts, 1958 | Government of Rajasthan, Department of Labour | June 06, 2024 | Valid till Cancelled |



10. For the Branch Office of the company located at 304, Third Floor, Madhav Tower, Chetak Circle, Udaipur, Rajasthan – 313001



| Sr. No. | Nature of Registration/ License | Registration/ License No. | Applicable Laws | Issuing Authority | Date of Issue | Date of Expiry |
|---------|---|---------------------------|--|---|---------------|----------------------|
| 1 | Registration Certificate of Establishment | SCA/2024/27/132724 | Rajasthan Shops and Commercial Establishments Acts, 1958 | Government of Rajasthan, Department of Labour | May 31, 2024 | Valid till Cancelled |

VI. Certifications obtained by the Company:

| Sr. No. | Nature of Registration/ License | Registration/ Certificate No. | Products covered | Issuing Authority | Date of Issue | Date of Expiry |
|---------|---|-------------------------------|---|-----------------------|---------------|----------------|
| 1 | Quality Management System ISO 9001:2015 | 305024052405Q | Works as a Corporate Direct Selling Agent (DSA) of Secured & Unsecured Loans, Insurances and Credit Cards of all Major Banks & NBFCs. | QRO Certification LLP | May 24, 2024 | May 23, 2027 |
| 2 | Information Security Management System ISO/IEC 27001:2013 | 305024052406IS | Works as a Corporate Direct Selling Agent (DSA) of Secured & Unsecured Loans, Insurances and Credit Cards of all Major Banks & NBFCs. | QRO Certification LLP | May 24, 2024 | May 23, 2027 |

VII. Intellectual property related approvals:

| Sr. No. | Brand name/ Logo Trademark/ Copyright | Class | TM Category | Trademark Number/ Application No./ Registration Certificate Number | Issuing Authority | Date of Application | Status |
|---------|---|-------|-------------|--|-------------------------|---------------------|----------------------|
| 1 | MY MUDRA | 35 | WORD | 5387442 | Registrar Of Trademarks | March 28, 2022 | Registered |
| 2 | MY MUDRA | 36 | WORD | 5387443 | Registrar of Trademarks | March 28, 2022 | Registered |
| 3 |  | 35 | DEVICE | 6444135 | Registrar of Trademarks | May 22, 2024 | Formalities Chk Pass |
| 4 |  | 36 | DEVICE | 6444136 | Registrar of Trademarks | May 22, 2024 | Formalities Chk Pass |

| | | | | | | | |
|---|---|----|--------|---------|-------------------------|---------------|----------------------|
| 5 |  | 35 | DEVICE | 6491101 | Registrar of Trademarks | June 21, 2024 | Formalities Chk Pass |
| 6 |  | 36 | DEVICE | 6491100 | Registrar of Trademarks | June 21, 2024 | Formalities Chk Pass |

VIII. The details of domain registered by our company are:

| Sr. No. | Domain Name and ID | Sponsoring Registrar and ID | Creation Date | Registration Expiry Date |
|---------|--|--|---------------|--------------------------|
| 1 | Domain Name: MYMUDRA.COM Domain ID: 1862926147_DOMAIN_COM-VRSN | Registrar: The Name Co LLC IANA ID: 1535 | June 15, 2014 | June 15, 2028 |

Note: The company has taken 41 other domains which are parked free and are not operational currently.

IX. Licenses/ Approvals which are applied by Company and are pending for approval:

1. Company has applied for the name change from “My Mudra Fincorp Private Limited” to “My Mudra Fincorp Limited” for Provident Fund Registration, Employees State Insurance Corporation Registration and for the Trademark registrations having registration No. 5387443 and 5387442, consequent to the conversion of the Company to Public Company.
2. The company has applied for change of address for its Professional Tax Registration certificate having registration no. 21082609303 to the current location of the branch, i.e. Plot No. 6/508, Lane 6, Bhubaneswar, Khordha, Odisha, 751007.
3. We are in the process of obtaining required licenses from IRDA and has made an application for registration as Corporate Agency on portal linked to IRDA.

X. Licenses/ Approvals are yet to be applied by Company: Nil

OUR GROUP COMPANY

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, Our Company has considered those companies (other than our Subsidiaries) as our Group Company with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period (if any) and other Company as considered material by our Board. Further, pursuant to a resolution of our Board dated May 15, 2024 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as a Group company if such company fulfills both the below mentioned conditions: -

- a. the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements (“**Restated Financial Statements**”); or
- b. if such company fulfills both the below mentioned conditions: -
 - i. such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and
 - ii. the Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the Company as per Restated Financial Statements.

Accordingly, based on the parameters outlined above, as on the date of this Prospectus, there are no company/ entity falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group company/entity (“**Group Company**”).

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

The Board of Directors has, pursuant to a resolution passed at its meeting held on May 15, 2024 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in Extra Ordinary General Meeting held on May 21, 2024, authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

In-principal Approval

Our Company has obtained an In-Principle Approval letter dated August 23, 2024 from SME Platform of NSE (NSE EMERGE) for using its name in this Prospectus for listing our shares on the Emerge Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Issue.

Prohibition by SEBI, RBI or governmental authorities

We confirm that our Company, Promoters, Promoter Group and Directors have not been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group or Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

- Neither our Company, nor Promoters, nor Promoter Group, nor any of our directors or persons in control of our Company are/ were associated as promoter, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.
- None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as Promoter or Director.
- Neither our Promoters, nor Promoter Group, nor any of our directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, nor Promoter Group nor our directors, are Wilful Defaulters or fraudulent borrowers.

Prohibition by RBI

Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrowers by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 203 of this Prospectus.

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

Prohibition by Securities Market Regulators:

Our Company, our Promoters, our Directors and our Promoter's Group, person(s) in control of the promoters or issuer, have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

Prohibition with respect to wilful defaulter or a fraudulent borrower

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulter or a fraudulent borrower as defined by the SEBI (ICDR) Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, Promoter and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Prospectus.

Confirmations

- i. Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
- ii. Neither our promoters, nor any directors of our company are a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- iii. Neither our Company, nor our Promoters or our directors, is a Willful Defaulter or a fraudulent borrower.
- iv. Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.

Eligibility for the Issue

Our Company is eligible in terms of Regulations 230 of SEBI (ICDR) Regulations for this issue.

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post Issue face value paid-up capital is more than ten crore rupees and up to twenty-five crore rupees and can Issue Equity Shares to the public and propose to list the same on the Emerge Platform of National Stock Exchange of India Limited ("NSE Emerge").

We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled "**General Information – Underwriting**" beginning on page 53 of this Prospectus.
2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or Equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.
3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Red Herring Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in

terms of Regulation 246(2), SEBI shall not issue observation on the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus.

4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the Emerge Platform of NSE (“**NSE Emerge**”). For further details of the arrangement of market making please refer to section titled “**General Information-Details of the Market Making Arrangements for this Issue**” beginning on page 54 of this Prospectus.
5. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.
6. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoter or directors is a fugitive economic offender.
7. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to Emerge Platform of NSE (“**NSE Emerge**”) is the Designated Stock Exchange.
8. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
9. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
10. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoter is already in dematerialised form.

We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company has facilitated trading in demat securities and has entered into an agreement with both the depositories. Our Company has entered into an agreement with Central Depository Services Limited (CDSL) dated November 08, 2023 and National Securities Depository Limited (NSDL) dated November 08, 2023 for dematerialization of its Equity Shares already issued and proposed to be issued.
2. Our Company has a website i.e. www.mymudra.com
3. The Equity Shares of our Company held by our Promoters are in dematerialised form; and
4. All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Prospectus.
5. There has been no change in the promoter(s) having significant change in control over the affairs of the Company in the one year preceding the date of filing application to Emerge Platform of NSE.

Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited for listing of our Equity Shares. The point wise Criteria for Emerge Platform of National Stock Exchange of India Limited and compliance thereof are given hereunder;

1. Our Company was originally incorporated as a Private Limited Company under the name “My Mudra Fincorp Private Limited” on September 11, 2013 bearing CIN U65191DL2013PTC257611 under the provisions of the Companies Act, 1956 with the Registrar of Companies, National Capital Territory of Delhi and Haryana. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on August 11, 2023 our company was converted into a Public Limited Company and consequently the name of our Company was changed from “My Mudra Fincorp Private Limited” to “My Mudra Fincorp Limited” vide a fresh Certificate of Incorporation consequent upon

conversion from private company to public company dated October 19, 2023 issued by the Registrar of Companies, Delhi, bearing CIN U65191DL2013PLC257611.

2. As on the date of this Prospectus, the Company has a Paid-up Capital of ₹ 836.78 Lakhs comprising 83,67,800 Equity shares and the Post Issue Paid up Capital (face value) of the company will be ₹ 1139.18 Lakh comprising 1,13,91,800 Equity Shares, which is less than ₹25 Crores.
3. Our Company has track record of more than three years as on date of filing of this Prospectus.
4. The Company confirms that it has operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application and its net-worth for financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 is positive.

(In Rs. Lakhs)

| Particulars | for the financial year ended on | | |
|---------------------------|---------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Networth | 1679.79 | 844.27 | 437.88 |
| Operating Profit (EBITDA) | 1266.36 | 568.40 | 116.01 |

5. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter, Group Companies, companies promoted by the promoter of the Company;
6. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
7. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
8. None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.
9. There is no winding up petition against the company, which has been admitted by a Court of competent jurisdiction or a liquidator has not been appointed.
10. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company
11. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.
12. We confirm that:
 - i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/ promoting company(ies), group companies, companies promoted by the promoters/ promoting company(ies) of the applicant company.
 - ii. There is no default in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders, banks, FIs by the applicant, promoters/ promoting company(ies), group companies, companies promoted by the promoters/ promoting company(ies) during the past three years.
 - iii. There are no litigations record against the applicant, promoters/ promoting company(ies), group companies, companies & promoted by the promoters/ promoting company(ies) except as stated in the section titled “**Outstanding Litigations and Material Developments**” beginning on page 203 of this Prospectus.
 - iv. There are no criminal cases/ investigation/ offences filed against the director of the company except as stated in the section titled “**Outstanding Litigations and Material Developments**” beginning on page 203 of this Prospectus.

We further confirm that we comply with all the above requirements/ conditions so as to be eligible to be listed on the Emerge Platform of NSE.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF / 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 OFFER 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, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE / OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE / OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED 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, HEM SECURITIES LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JULY 02, 2024. IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE / OFFER DOCUMENT.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus/ Prospectus with the Registrar of Companies, Delhi in terms of sections 26, 30, 32 and 33 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Hem Securities Limited (SME IPO's):

| Sr. No. | Issue name | Issue size (₹ in Cr.) | Issue Price (₹) | Listing date | Opening Price on listing date | +/- % change in closing price, [+/- % change in closing benchmark]-30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]-90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]-180 th calendar days from listing |
|---------|--|-----------------------|-----------------|---------------|-------------------------------|--|--|---|
| 1. | Energy-Mission Machineries (India) Limited | 41.15 | 138.00 | May 16, 2024 | 366.00 | 218.62% [5.15%] | 147.17% [7.77%] | N.A. |
| 2. | Aztec Fluids & Machinery Limited | 24.12 | 67.00 | May 17, 2024 | 90.00 | 10.18% [4.58%] | 29.85% [8.82%] | N.A. |
| 3. | Premier Roadlines Limited | 40.36 | 67.00 | May 17, 2024 | 87.00 | 104.18% [4.86%] | 88.73% [9.24%] | N.A. |
| 4. | Vilas Transcore Limited | 95.26 | 147.00 | June 03, 2024 | 215.00 | 252.79% [4.40%] | 186.63% [8.66%] | N.A. |

| Sr. No. | Issue name | Issue size (₹ in Cr.) | Issue Price (₹) | Listing date | Opening Price on listing date | +/- % change in closing price, [+/- % change in closing benchmark]-30 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]-90 th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark]-180 th calendar days from listing |
|---------|--------------------------------------|-----------------------|-----------------|--------------------|-------------------------------|--|--|---|
| 5. | Aimtron Electronics Limited | 87.02 | 161.00 | June 06, 2024 | 241.00 | 310.93% [6.17%] | 191.86% [10.42%] | N.A. |
| 6. | Ganesh Green Bharat Limited | 125.23 | 190.00 | July 12, 2024 | 361.00 | 149.42% [-0.63%] | N.A. | N.A. |
| 7. | Chetana Education Limited | 45.90 | 85.00 | July 31, 2024 | 98.90 | -0.88% [1.14%] | N.A. | N.A. |
| 8. | Aprameya Engineering Limited | 29.23 | 58.00 | August 01, 2024 | 72.00 | 17.24% [1.31%] | N.A. | N.A. |
| 9. | Sunlite Recycling Industries Limited | 30.24 | 105.00 | August 20, 2024 | 199.50 | N.A. | N.A. | N.A. |
| 10. | Aeron Composite Limited | 56.10 | 125.00 | September 04, 2024 | 150.00 | N.A. | N.A. | N.A. |

Source: Price Information www.bseindia.com & www.nseindia.com, Issue Information from respective Prospectus.

- The scrip of Energy-Mission Machineries (India) Limited, Aztec Fluids & Machinery Limited, Premier Roadlines Limited, Vilas Transcore Limited and Aimtron Electronics Limited have not completed its 180th day from the date of listing; Ganesh Green Bharat Limited, Chetana Education Limited and Aprameya Engineering Limited have not completed its 90th day from the date of listing and Sunlite Recycling Industries Limited and Aeron Composite Limited have not completed its 30th day from the date of listing.

Summary statement of Disclosure:

| Financial Year | Total no. of IPOs | Total amount of funds raised (₹ Cr.) | No. of IPOs trading at discount- 30th calendar days from listing | | | No. of IPOs trading at Premium- 30th calendar days from listing | | | No. of IPOs trading at discount- 180th calendar days from listing | | | No. of IPOs trading at Premium- 180th calendar days from listing | | |
|----------------|-------------------|--------------------------------------|--|----------------|---------------|---|----------------|---------------|---|----------------|---------------|--|----------------|---------------|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2022-23 | 15 ⁽¹⁾ | 220.57 | - | - | - | 6 | 6 | 3 | - | - | - | 12 | - | 3 |
| 2023-24 | 21 ⁽²⁾ | 680.45 | - | - | 1 | 12 | 5 | 3 | - | - | 2 | 11 | 4 | 2 |
| 2024-25 | 14 ⁽³⁾ | 633.71 | - | - | 1 | 6 | 1 | 4 | - | - | - | - | - | - |

- The scrip of Krishna Defence and Allied Industries Limited was listed on April 6, 2022; Eighty Jewellers Limited was listed on April 13, 2022; Kesar India Limited was listed on July 12, 2022; Silicon Rental Solutions Limited was listed on October 10, 2022; Cargosol Logistics Limited was listed on October 10, 2022; Cargotrans Maritime Limited was listed on October 10, 2022; Concord Control Systems Limited was listed on October 10, 2022; Lloyds Luxuries Limited was listed on October 11, 2022; Vedant Asset Limited was listed on October 12, 2022; Baheti Recycling Industries Limited was listed on December 08, 2022; Chaman Metallics Limited was listed on January 16, 2023; Earthstahl & Alloys Limited was listed on February 08, 2023; Macfos Limited was listed on March 01, 2023; Systango Technologies Limited was listed on March 15, 2023 and Labelkraft Technologies Limited was listed on March 23, 2023;
- The scrip of Vasa Denticity Limited was listed on June 02, 2023; Hemant Surgical Industries Limited was listed on June 05, 2023; Greenchef Appliances Limited was listed on July 06, 2023; Kaka Industries Limited was listed on July 19, 2023; Asarfi Hospital Limited was listed on July 26, 2023; Kahan Packaging Limited was listed on September 15, 2023; Madhusudan Masala Limited was listed on September 26, 2023; Saakshi Medtech And Panels Limited was listed on

October 03, 2023; Arabian Petroleum Limited was listed on October 09, 2023, E Factor Experiences Limited was listed on October 09, 2023, Paragon Fine and Speciality Chemical Limited was listed on November 03, 2023, Deepak Chemtex Limited was listed on December 06, 2023, S J Logistics (India) Limited was listed on December 19, 2023, Siyaram Recycling Industries Limited was listed on December 21, 2023, Shanti Spintex Limited was listed on December 27, 2023, Shri Balaji Valve Components Limited was listed on January 03, 2024, New Swan Multitech Limited was listed on January 18, 2024, Harshdeep Hortico Limited was listed on February 05, 2024, Megatherm Induction Limited was listed on February 05, 2024, Sona Machinery Limited was listed on March 13, 2024 and Enfuse Solutions Limited was listed on March 22, 2024;

- 3) The scrip of Aspire & Innovative Advertising Limited was listed on April 03, 2024, Blue Pebble Limited was listed on April 03, 2024, Amkay Products Limited was listed on May 08, 2024, TGIF Agribusiness Limited was listed on May 15, 2024, Energy-Mission Machinerics (India) Limited was listed on May 16, 2024, Aztec Fluids & Machinery Limited was listed on May 17, 2024, Premier Roadlines Limited was listed on May 17, 2024, Vilas Transcore Limited was listed on June 03, 2024, Aimtron Electronics Limited was listed on June 06, 2024; Ganesh Green Bharat Limited was listed on July 12, 2024; Chetana Education Limited was listed on July 31, 2024, Aprameya Engineering Limited was listed on August 01, 2024, Sunlite Recycling Industries Limited was listed on August 20, 2024 and Aeron Composite Limited was listed

Note:

- Based on date of listing.
- BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- Prices on BSE/NSE are considered for all of the above calculations.
- In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- In case 30th /90th /180th day, scrips are not traded then last trading price has been considered.
- N.A. – Period not completed.
- As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the Book Running Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Book Running Lead Manager are provided.

Track Record of past issues handled by Hem Securities Limited:

For details regarding track record of Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at www.hemsecurities.com

Disclaimer from our Company and the Book Running Lead Manager

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in the advertisements or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at their own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Agreement entered between the Book Running Lead Manager, and our Company on June 07, 2024 and the Underwriting Agreement dated August 08, 2024 entered into between the Underwriter, and our Company and the Market Making Agreement dated August 08, 2024 entered into among the Market Maker and our Company.

All information shall be made available by our Company, and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Companies, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Companies, and our affiliates or associates for which they have received and may in future receive compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective Directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the issue.

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in New Delhi, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the Emerge 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 Ref.: NSE/LIST/4083 dated August 23, 2024 permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer Clause under Rule 144A of the U.S. Securities Act

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the

account or benefit of, “U.S. persons” (as defined in Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulations of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing of Offer Document with the Designated Stock Exchange/SEBI/ROC

The Prospectus is being filed with NSE, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus was neither filed with SEBI, nor SEBI issued any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus was filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in> and a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 was filed with the ROC at its office through the electronic portal at <http://www.mca.gov.in> and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC at its office through the electronic portal at <http://www.mca.gov.in>.

Listing

The Equity Shares of our Company are proposed to be listed on Emerge Platform of NSE. Our Company has obtained in principle approval from NSE by way of its letter dated August 23, 2024 for listing of equity shares on NSE Emerge (Emerge platform of NSE).

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 Emerge Platform is not granted by NSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of the 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 mentioned above are taken within Six (6) Working Days of the Bid/Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue within Six (6) Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities;
or

- ii. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under section 447 of the Companies, Act 2013

Consents

Consents in writing of Our Directors, Our Promoter, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker to the Company, Book Running Lead Manager, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue/ Sponsor Bank, Syndicate Members, Underwriter to the Issue and Market Maker to the Issue* to act in their respective capacities have been obtained as required under section 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Sangita Gupta & Associates, Chartered Accountants (FRN: 023808N), Statutory Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Offer document in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

Experts Opinion

Except for the reports in the section **“Statement of Special Tax Benefits”, “Financial Information of the Company” “Statement of Financial Indebtedness”** on page 84, 150 and 190 respectively of this Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor for inclusion of their name in this Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Prospectus. However, the term **“expert”** shall not be construed to mean an **“expert”** as defined under the U.S. Securities Act, 1933.

Fees, Brokerage and Selling Commission payable

The total fees payable to the Book Running Lead Manager will be as per the (i) Issue Agreement dated June 07, 2024 with the Book Running Lead Manager, (ii) the Underwriting Agreement dated August 08, 2024 with the Underwriter and (iii) the Market Making Agreement August 08, 2024 with the Market Maker, a copy of which is available for inspection at our Corporate Office from 10.00 AM to 5.00 PM on Working Days from the date of the Red Herring Prospectus until the Bid/ Issue Closing Date.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company, and the Registrar to the Issue dated May 29, 2024, a copy of which is available for inspection at our Company’s Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Prospectus.

Previous issues of Equity Shares otherwise than for cash

For detailed description please refer to the section titled “*Capital Structure*” beginning on page 57 of this Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Previous capital issue during the last three years by listed Group Companies of our Company

We do not have any Group Company.

Performance vis-à-vis objects

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

Partly Paid-Up Shares

As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

Option to Subscribe

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

Stock Market Data for our Equity Shares

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances:

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Prospectus. Since there are no investor complaints received, none are pending as on the date of filing of this Prospectus.

Investors may contact the Book Running Lead Manager for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants’ DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number

received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, Book Running Lead Manager and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI (ICDR) Regulations.

Disposal of Investor Grievances by our Company:

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business 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.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI (ICDR) Regulations.

Our Company will obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI Circular (CIR/OIAE/1/2014) dated December 18, 2014, and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on May 15, 2024. For further details, please refer to section titled "**Our Management**" beginning on page 131 of this Prospectus.

Our Company has also appointed Piyushi Jindal as the Company Secretary and Compliance Officer of our company, for this Issue she may be contacted in case of any pre-issue or post-issue related problems at the following address:

Piyushi Jindal

Company Secretary & Compliance Officer

My Mudra Fincorp Limited

17A/45, 2nd Floor, W.E.A. Karol Bagh,

Central Delhi, New Delhi - 110005,

Delhi, India.

Tel. No.: +91 9355018299

E-mail: cosec@mymudra.com

Website: www.mymudra.com

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company.

We do not have any listed company under the same management.

Tax Implications

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled **“Statement of Special Tax Benefits”** beginning on page 84 of this Prospectus.

Purchase of Property

Other than as disclosed in Section **“Our Business”** beginning on page 102 of this Prospectus there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

Capitalization of Reserves or Profits

Save and except as stated in **“Capital Structure”** on page 57 of this Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

Revaluation of assets

There has not been any revaluation of assets since incorporation of the Company.

Servicing Behavior

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of Our Company

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed under chapter titled **“Our Management”** beginning on page 131 and chapter **“Financial Information of the Company”** beginning on page 150 of this Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

Exemption from complying with any provisions of securities laws, if any

As on date of the Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION VIII- ISSUE RELATED 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 GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Bid-cum-Application forms. Investor may visit the official website of the concerned for any information on operational utilization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Authority for the Issue

The present Public Issue of 30,24,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on May 15, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on May 21, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, “**Main Provisions of Article of Association**”, beginning on page 262 of this Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “**Dividend Policy**” and “**Main Provisions of Article of Association of our Company**” beginning on page 149 and 262 respectively of this 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 ₹104/- per Equity Share

("Floor Price") and at the higher end of the Price Band is ₹110/- per Equity Share ("Cap Price"). The Anchor Investor Issue Price is ₹110/- per Equity Share.

The Price Band and the minimum Bid Lot size were decided by our Company in consultation with the Book Running Lead Manager, and has been advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of Business Standard, an English national daily newspaper and all editions of Business Standard, a Hindi national daily newspaper and Hindi edition of Pratah Kiran, a regional newspaper each with wide circulation and was 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 was determined by our Company and in consultation with the Book Running Lead Manager, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled "*Main Provisions of the Articles of Association of our company*" beginning on page 262 of this Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being issued can be applied for in the dematerialized form only. In this context, two agreements shall be signed among our Company, the respective Depositories and Registrar to the Issue.

- Tripartite Agreement dated November 08, 2023 between NSDL, Our Company and Registrar to the Issue; and
- Tripartite Agreement dated November 08, 2023 between CDSL, Our Company and Registrar to the Issue;

The trading of the Equity Shares will happen in the minimum contract size of 1200 Equity Shares and the same may be modified by the NSE (Emerge platform of NSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this issue will be done in multiples of 1200 Equity Shares and is subject to a minimum allotment of 1200 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Delhi.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Corporate Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require

changing the nomination, they are requested to inform their respective depository participant.

Bid/Issue Program

| Event | Indicative Dates |
|--|---|
| Bid/Issue Opening Date ¹ | Thursday, September 05, 2024 |
| Bid/Issue Closing Date ² | Monday, September 09, 2024 |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or about Tuesday, September 10, 2024 |
| Initiation of Allotment / Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account | On or about Wednesday, September 11, 2024 |
| Credit of Equity Shares to Demat accounts of Allottees | On or about Wednesday, September 11, 2024 |
| Commencement of trading of the Equity Shares on the Stock Exchange | On or about Thursday, September 12, 2024 |

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

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

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

Application Forms and any revisions to the same was accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants.

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

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

Minimum Subscription and Underwriting

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a

period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI (ICDR) Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled **“General Information - Underwriting”** on page 53 of this Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above ₹25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered through this Issue are proposed to be listed on the NSE (Emerge platform of NSE), wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the Emerge platform of NSE.

For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to section titled **“General Information - Details of the Market Making Arrangements for this Issue”** on page 54 of this Prospectus.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of 1200 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the

Emerge platform of National Stock Exchange of India Limited.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/ RBI while granting such approvals.

Allotment of Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed under section titled "**Capital Structure**" beginning on page 57 of this Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled "**Main Provisions of the Articles of Association of our company**" beginning on page 262 this Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus/ Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

In the pre-Issue advertisement, we stated the Bid/Issue Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule X of the SEBI Regulations.

Allotment Advertisement:

Our Company, the BRLM and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of the English national newspaper i.e. Business Standard, all editions of Hindi national newspaper i.e. Business Standard and Delhi Edition of Regional newspaper Pratah Kiran (Gujarati) with wide circulation where our Registered office is located.

Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The Book Running Lead Manager through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ten crore and upto twenty-five crore shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“*SME Exchange*”, in this case being the NSE Emerge i.e. Emerge platform of NSE). For further details regarding the salient features and terms of such an issue please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” on page 228 and 238 of this Prospectus.

Issue Structure:

Initial Public Issue of upto 30,24,000 Equity Shares of ₹10 each (*the “Equity Shares”*) for cash at a price of ₹110/- per Equity Share (including a Share Premium of ₹100/- per Equity Share), aggregating up to ₹3326.40 Lakhs (“*the Issue*”) by the issuer Company (*the “Company”*). The Issue comprises a reservation of 1,53,600 Equity Shares of face value of ₹10/- each for cash at a price of ₹110/- per equity share including a share premium of ₹100/- per equity share aggregating to ₹168.96 Lakhs will be reserved for subscription by Market Maker to the issue (*the “Market Maker Reservation Portion”*).

The Issue less the Market Maker Reservation Portion i.e., Net Issue to Public of 28,70,400 Equity Shares of face value of ₹10/- each at a price of ₹110/- per equity share including a share premium of ₹100/- per equity share aggregating to ₹3157.44 lakhs (“*the Net Issue*”). The Issue and the Net Issue will constitute 26.55% and 25.20%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

| Particulars of the Issue ⁽²⁾ | Market Maker Reservation Portion | QIBs ⁽¹⁾ | Non-Institutional Investors | Retail Individual Investors |
|--|--------------------------------------|---|---|---|
| Number of Equity Shares available for allocation | 1,53,600 Equity Shares | Not more than 14,34,000 Equity Shares | Not less than 4,30,800 Equity Shares | Not less than 10,05,600 Equity Shares |
| Percentage of Issue Size available for allocation | 5.08% of the Issue Size | Not more than 50% of the Net Issue | Not less than 15% of the Net Issue | Not less than 35% of the Net Issue |
| Basis of Allotment⁽³⁾ | Firm Allotment | Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to 14,34,000 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, (b) 8,59,200 Equity shares was allocated on a proportionate basis to Anchor Investors | Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see “ <i>Issue Procedure</i> ” beginning on page 238 of this Prospectus. | Allotment to each Retail Individual Bidder shall not be less than the maximum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on proportionate basis. For details, see “ <i>Issue Procedure</i> ” beginning on page 238 of this Prospectus. |
| Mode of Allotment | Compulsorily in dematerialized form. | | | |
| Minimum Bid Size | 1,53,600 Equity Shares | Such number of Equity Shares and in multiples of 1200 Equity Shares that the Bid Amount exceeds ₹200,000 | Such number of Equity Shares and in multiples of 1200 Equity Shares that the Bid Amount exceeds ₹200,000 | 1200 Equity Shares |

| Particulars of the Issue ⁽²⁾ | Market Maker Reservation Portion | QIBs ⁽¹⁾ | Non-Institutional Investors | Retail Individual Investors |
|---|--|---|---|---|
| Maximum Bid Size | 1,53,600 Equity Shares | Such number of Equity Shares in multiples of 1200 Equity Shares not exceeding the size of the Net Issue, subject to applicable limits | Such number of Equity Shares in multiples of 1200 Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits | Such number of Equity Shares in multiples of 1200 Equity Shares so that the Bid Amount does not exceed ₹200,000 |
| Trading Lot | 1200 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018. | 1200 Equity Shares and in multiples thereof | 1200 Equity Shares and in multiples thereof | 1200 Equity Shares and in multiples thereof |
| Terms of Payment | Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁴⁾ | | | |
| Mode of Bid | Only through the ASBA process. | Only through the ASBA process. (Except for Anchor investors) | Only through the ASBA process | Through ASBA Process via Banks or by using UPI ID for payment |

* Subject to finalization of basis of allotment.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- ⁽¹⁾ Our Company in consultation with the Book Running Lead Managers, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations.
- ⁽²⁾ In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- ⁽³⁾ Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- ⁽⁴⁾ Full Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum- Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under “**Issue Procedure - Bids by FPIs**” on pages 245 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue.

after Bid/ Issue Opening but before allotment, and in such case the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (*one each in English and Hindi*) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

Bid/Issue Program

| Event | Indicative Dates |
|--|---|
| Bid/Issue Opened Date | Thursday, September 05, 2024 |
| Bid/Issue Closed Date | Monday, September 09, 2024 |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or about Tuesday, September 10, 2024 |
| Initiation of Allotment / Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account | On or about Wednesday, September 11, 2024 |
| Credit of Equity Shares to Demat accounts of Allottees | On or about Wednesday, September 11, 2024 |
| Commencement of trading of the Equity Shares on the Stock Exchange | On or about Thursday, September 12, 2024 |

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

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

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Offer Document. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the 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 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 Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Offer Document.

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 Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six working days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“T+3 Notification”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

PART A

Book Building Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI (ICDR) Regulations, 2018, the Issue is being made for at least 25% of the post-Issue Paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI (ICDR) Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, 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 Book Running Lead Manager, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Corporate Office of our Company. An electronic copy of the Bid cum Application Form was also available for download on the websites of the NSE, at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors were not permitted to participate in the Offer through the ASBA process.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

| Category | Colour* |
|--|---------|
| Anchor Investor** | White |
| Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA) | White |
| Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA) | Blue |

*Excluding Electronic Bid cum Application Form

** Bid cum application for Anchor Investor was made available at the Office of the Book Running Lead Manager.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs captured and uploaded 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 captured and uploaded the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus/ Prospectus.

The Bid Cum Application Form e contained information about the Bidder and the price and the number of Equity Shares that the Bidders wished to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders were 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, were also required to 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 was done by:

| | |
|--|--|
| For Applications submitted by Investors to SCSB | After accepting the form, SCSB shall capture and uploaded the relevant details in the electronic bidding system as specified by the stock exchange and may began blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
|--|--|

| | |
|---|--|
| For applications submitted by investors to intermediaries other than SCSBs | After accepting the Bid Cum Application Form, respective Intermediary capture and uploaded the relevant details in the electronic bidding system of the stock exchange. Post uploading, they forwarded a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |
| For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment | After accepting the Bid Cum Application Form, respective intermediary captured and uploaded the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shared 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 initiated request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account. |

Stock exchange validated the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange allowed 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 authorized our Company to make the necessary changes in the Prospectus without prior or subsequent notice of such changes to the Bidders.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Participation by Promoters and members of the Promoter Group of our Company, the Book Running Lead Manager and the Syndicate Members

The Book Running Lead Managers and the Syndicate Member were not allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Member could Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as was applicable to such Bidders, where the allocation is on a proportionate basis and such subscription could be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Member, were required to be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associates of the Book Running Lead Managers could apply in the Issue under the Anchor Investor Portion:

- i. mutual funds sponsored by entities which are associate of the Book Running Lead Managers;
- ii. insurance companies promoted by entities which are associate of the Book Running Lead Managers;
- iii. AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or
- iv. FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the Book Running Lead Managers.

Further, persons related to our Promoters and Promoter Group did not apply in the Issue under the Anchor Investor Portion.

- i. rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;
- ii. veto rights; or
- iii. right to appoint any nominee director on the Board.

Further, an Anchor Investor was deemed to be an associate of the Book Running Lead Managers, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the Book Running Lead Managers.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for a minimum of 1200 Equity Shares, so as to ensure that the Application Price payable by the Bidder does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹2,00,000.

2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of 1200 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.

Option to Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/ minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders

1. The relevant Designated Intermediary could enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It was the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she was required to surrender the earlier Acknowledgement Slip and request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus and this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the Book Running Lead Manager, has 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 were eligible to invest. The QIB Portion has reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares has been 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 were made available for the Anchor Investors at the offices of the Book Running Lead Manager.
- 2) The Bid were for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 lakhs.
- 3) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 4) Our Company in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, and accordingly 8,59,200 equity shares were allocated to Anchor Investors.
- 5) Allocation to Anchor Investors was completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation was made available in the public domain by the Book Running Lead Manager before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
- 6) Anchor Investors did not withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 7) 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.
- 8) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- 9) The Book Running Lead Manager, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the Book Running Lead Manager) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the Book Running Lead Manager and made available as part of the records of the Book Running Lead Manager for inspection by SEBI.
- 10) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 11) Anchor Investors were 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 Book Running Lead Manager and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

- Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).
- Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S:

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or 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 FVCIS:

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 Book Running Lead Manager 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 was 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:

- 1) 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;
- 2) 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
- 3) 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:

- a) 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.
- b) 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.
- c) 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.
- d) 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
- e) Our Company in consultation with the Book Running Lead Manager 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 Book Running Lead Manager may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager 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 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 Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY:

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSB'S:

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Book Running Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
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 had to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager were not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Bidders were advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of ₹110/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, was decided the list of Anchor Investors to whom the CAN was sent, pursuant to which the details of the Equity Shares allocated to them in their respective names was notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account was drawn in favour of:

- a) In case of resident Anchor Investors: **MY MUDRA FINCORP LIMITED- ANCHOR R A/C**
- b) In case of Non-Resident Anchor Investors: **MY MUDRA FINCORP LIMITED - ANCHOR NR A/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.

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 Book Running Lead Manager at the end of the Bid/ Issue Period.

- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

Withdrawal of Bid

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC

- a) Our company has entered into an Underwriting Agreement dated August 08, 2024.
- b) A copy of Red Herring Prospectus and copy of Prospectus, was filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company has, after filing the Red Herring Prospectus with the ROC, published a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we have stated 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, 2013, was in the format prescribed in Part A of Schedule X of the SEBI Regulations.

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 Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account

- held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
 11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
 12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
 13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
 14. Ensure that the Demographic Details are updated, true and correct in all respects;
 15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
 16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
 17. Ensure that the category and the investor status is indicated;
 18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
 19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
 20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
 21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
 22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
 23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
 24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
 25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
 26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
 27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹ 2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Issue through the Issue document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the net Issue to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Investor Grievance

In case of any pre-issue or post issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

GROUND 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 Red Herring Prospectus;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the Red Herring Prospectus and as per the instructions in the Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS

LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below.

Process for generating list of Allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 10,05,600 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 10,05,600 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 1200 Equity Shares and in multiples of 1200 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 4,30,800 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 4,30,800 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 1200 Equity Shares and in multiples of 1200 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

Not more than 50% of the Net Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, 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-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price.

Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for 5 % of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds 5 % of the QIB Portion, allocation to Mutual Funds shall be done

on a proportionate basis for 5% of the QIB Portion.

- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 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, 2013 or other applicable provisions, if any

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable

with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the Book Running Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who-

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

Undertakings by Our Company

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within two Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter 's contribution in full has already been brought in;
6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Issue 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;
9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;

10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and;
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager 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:

- Tripartite Agreement dated November 08, 2023, between NSDL, the Company and the Registrar to the Issue;
- Tripartite Agreement dated November 08, 2023 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN: INE0RVQ01016.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“FEMA”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the “FDI Policy”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/ restrictions for overseas entities

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from

conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/ statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/ statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis

The purchase/ sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION IX- MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, and the SEBI (ICDR) Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on January 27, 2024. In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.

| INTERPRETATION | |
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| I | <p>1. In these regulations-</p> <p style="margin-left: 40px;">a. “the Act” means the Companies Act, 2013,</p> <p style="margin-left: 40px;">b. “the seal” means the common seal of the company.</p> <p>2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.</p> |
| 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. | <p>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, -</p> <p style="margin-left: 40px;">a. one certificate for all his shares without payment of any charges; or</p> <p style="margin-left: 40px;">b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</p> <p>ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.</p> <p>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.</p> |
| 3. | <p>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.</p> <p>ii. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</p> |
| 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 |

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|-------------|--|
| | any share except an absolute right to the entirety thereof in the registered holder. |
| 5. | <ul style="list-style-type: none"> 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. | <ul style="list-style-type: none"> 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 mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question. |
| 7. | The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further 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. | <ul style="list-style-type: none"> i. The company shall have a first and paramount lien <ul style="list-style-type: none"> a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to 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. iii. That fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares. |
| 10. | <p>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-</p> <ul style="list-style-type: none"> 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. | <ul style="list-style-type: none"> i. To give effect to any such sale, the Board may authorize 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. | <ul style="list-style-type: none"> i. The proceeds of the sale shall be received by the company and applied in payment of such part of the |

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| | <p>amount in respect of which the lien exists as is presently payable.</p> <p>ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</p> |
| CALLS ON SHARES | |
| 13. | <p>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:</p> <p>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.</p> <p>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.</p> <p>iii. A call may be revoked or postponed at the discretion of the Board.</p> <p>iv. That any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.</p> |
| 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. | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part. |
| 17. | <p>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.</p> <p>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.</p> |
| 18. | <p>The Board -</p> <p>a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him and;</p> <p>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.</p> |
| TRANSFER OF SHARES | |
| 19. | <p>i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.</p> <p>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.</p> <p>iii. That a common form of transfer shall be used.</p> |
| 20. | <p>i. The Board may, subject to the right of appeal conferred by section 58 decline to register—</p> <p>ii. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>iii. any transfer of shares on which the company has a lien.</p> |
| 21. | <p>The Board may decline to recognise any instrument of transfer unless—</p> <p>a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;</p> <p>b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other</p> |

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| | <p>evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and</p> <p>c. the instrument of transfer is in respect of only one class of shares.</p> <p>That 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.</p> |
| 22. | <p>On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>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.</p> |
| TRANSMISSION OF SHARES | |
| 23. | <p>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 recognised by the company as having any title to his interest in the shares.</p> <p>ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p> <p>iii. That a common form of transmission shall be used.</p> |
| 24. | <p>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-</p> <p style="padding-left: 40px;">a. to be registered himself as holder of the share; or</p> <p style="padding-left: 40px;">b. to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>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.</p> |
| 25. | <p>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.</p> <p>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p> |
| 26. | <p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:</p> <p>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.</p> |
| FORFEITURE OF SHARES | |
| 27. | <p>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.</p> |
| 28. | <p>The notice aforesaid shall-</p> <p>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</p> <p>b. state that, in the event of non-payment on or before the day so named, the shares in respect of which the</p> |

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| | 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. | <p>i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.</p> <p>ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p> |
| 31. | <p>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.</p> <p>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.</p> |
| 32. | <p>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;</p> <p>ii. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;</p> <p>iii. The transferee shall thereupon be registered as the holder of the share; and</p> <p>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.</p> |
| 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. | <p>Subject to the provisions of section 61, the company may, by ordinary resolution-</p> <p>i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</p> <p>ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</p> <p>iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and</p> <p>iv. 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.</p> <p>v. Permission for sub-division/ consolidation of share certificates.</p> |
| 36. | <p>Where shares are converted into stock, —</p> <ul style="list-style-type: none"> • the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: • Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. • 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 |

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| | <p>amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p> <ul style="list-style-type: none"> such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively. |
| 37. | <p>The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-</p> <ul style="list-style-type: none"> it share capital; any capital redemption reserve account; or any share premium account. |
| CAPITALISATION OF PROFITS | |
| 38. | <p>The company in general meeting may, upon the recommendation of the Board, resolve-</p> <ol style="list-style-type: none"> 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; 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. 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- <ol style="list-style-type: none"> paying up any amounts for the time being unpaid on any shares held by such members respectively; 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; partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); 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; The Board shall give effect to the resolution passed by the company in pursuance of this regulation. |
| 39. | <ol style="list-style-type: none"> Whenever such a resolution as aforesaid shall have been passed, the Board shall- <ol style="list-style-type: none"> 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 generally do all acts and things required to give effect thereto. The Board shall have power- <ol style="list-style-type: none"> to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; Any agreement made under such authority shall be effective and binding on such members. |
| BUY-BACK OF SHARES | |
| 40. | <p>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.</p> |

| GENERAL MEETINGS | |
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| 41. | All general meetings other than annual general meeting shall be called extraordinary general meeting. |
| 42. | <p>i. The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>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.</p> |
| PROCEEDINGS AT GENERAL MEETINGS | |
| 43. | <p>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.</p> <p>ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.</p> |
| 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. | <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> |
| VOTING RIGHTS | |
| 48. | <p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,</p> <p>i. on a show of hands, every member present in person shall have one vote;</p> <p>ii. and 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.</p> <p>iii. That option or right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings.</p> |
| 49. | A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once. |
| 50. | <p>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.</p> |

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| | 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 maybe 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. | <p>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.</p> <p>ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</p> |
| PROXY | |
| 55. | The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid. |
| 56. | An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105. |
| 57. | <p>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:</p> <p>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.</p> |
| BOARD OF DIRECTORS | |
| 58. | <p>The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the first Directors of the Company:</p> <ol style="list-style-type: none"> 1. Nisha 2. Ganesh Kumar Mishra |
| 59. | <p>The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to- day.</p> <p>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-</p> <ul style="list-style-type: none"> • in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or • in connection with the business of the company. |
| 60. | The Board may pay all expenses incurred in getting up and registering the company. |

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| 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, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine. |
| 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. | <p>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.</p> <p>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.</p> |
| PROCEEDINGS OF THE BOARD | |
| 65. | <p>The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p> |
| 66. | <p>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.</p> <p>ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p> |
| 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. | <p>i. The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.</p> <p>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.</p> |
| 69. | <p>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.</p> <p>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.</p> |
| 70. | <p>i. A committee may elect a chairperson of its meetings.</p> <p>ii. If no such Chairperson is elected, or if at any meeting the 72 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.</p> |

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| 71. | <p>i. A committee may meet and adjourn as it thinks fit.</p> <p>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.</p> |
| 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. | <p>Subject to the provisions of the Act,</p> <p>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;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> |
| 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. | <p>i. The Board shall provide for the safe custody of the seal.</p> <p>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.</p> |
| DIVIDEND 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. |

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| | 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. | <p>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.</p> <p>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.</p> <p>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. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.</p> |
| 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. | <p>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.</p> <p>ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> |
| 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. | <p>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.</p> <p>ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p> |
| WINDING UP | |
| 87. | <p>Subject to the provisions of Chapter XX of the Act and rules made thereunder-</p> <p>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.</p> <p>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.</p> <p>iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such</p> |

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| | 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. |

SECTION X- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Prospectus until the Bid/ Issue Closing Date.

Material Contracts

1. Issue Agreement dated June 07, 2024 between our Company and the Book Running Lead Manager to the Issue.
2. Registrar Agreement dated May 29, 2024 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated August 08, 2024 among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated August 08, 2024 between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated August 08, 2024 between our Company, Book Running Lead Manager and Underwriter.
6. Tripartite Agreement dated November 08, 2023 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated November 08, 2023 among NDSL, the Company and the Registrar to the Issue.
8. Syndicate Agreement dated August 08, 2024 among our Company, the BRLM and Syndicate Member.

Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated September 11, 2013 issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana.
3. Fresh Certificate of Incorporation dated October 19, 2023 issued by the Registrar of Companies, Delhi consequent upon conversion from private company to public company.
4. Copy of the Board Resolution dated May 15, 2024 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated May 21, 2024 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.
7. Statutory Auditors Report dated June 25, 2024 on the Restated Financial Statements for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.
8. Copy of the Statement of Special Tax Benefits dated June 28, 2024 from the Statutory auditor.
9. Certificate on Key Performance Indicators (KPI's) issued by Statutory Auditor dated June 26, 2024.
10. Consents of the Book Running Lead Manager to the Issue, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Syndicate Member, Underwriter, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Bankers to our Company, Directors, Promoters, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated July 02, 2024 for approval of Draft Red Herring Prospectus and dated August 29, 2024 for approval of Red Herring Prospectus and dated September 10, 2024 for approval of Prospectus.
12. Due Diligence Certificate from Book Running Lead Manager dated July 02, 2024.
13. Approval from NSE vide letter dated August 23, 2024 to use the name of NSE in the Prospectus for listing of Equity Shares on the NSE Emerge (SME Platform) of the National Stock Exchange of India Limited.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

| Name and Designation | Signature |
|--|-----------|
| Vaibhav Kulshrestha Chairman & Managing Director DIN: 06979149 | Sd/- |

Date: September 10, 2024,
Place: New Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

| Name and Designation | Signature |
|--|-----------|
| Abhisek Dhal Whole time Director DIN: 08909761 | Sd/- |

Date: September 10, 2024

Place: New Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

| Name and Designation | Signature |
|---|-----------|
| Ganesh Kumar Mishra Non- Executive Director DIN: 06593768 | Sd/- |

Date: September 10, 2024,
Place: New Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

| Name and Designation | Signature |
|--|-----------|
| Sudhir Kumar Jain Independent Director DIN: 10626387 | Sd/- |

Date: September 10, 2024

Place: New Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

| Name and Designation | Signature |
|---|-----------|
| Sarita Independent Director DIN: 10626409 | Sd/- |

Date: September 10, 2024

Place: New Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

| Name and Designation | Signature |
|--|-----------|
| Vidit Jindal Chief Financial Officer PAN: ALJPJ3215E | Sd/- |

Date: September 10, 2024

Place: New Delhi

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:

| Name and Designation | Signature |
|--|-----------|
| Piyushi Jindal Company Secretary M. No. A37242 | Sd/- |

Date: September 10, 2024

Place: New Delhi