



**SILICON RENTAL SOLUTIONS LIMITED**  
CIN: U74999MH2016PLC2724421

Registered Office	Contact Person	Email and Telephone	Website
5, Mohini Heights, Ground Floor, Plot No. 579/580, 5th Road, Khar (West), Mumbai, Maharashtra – 400052, India	Ms. Himanshi Tiwari, Company Secretary & Compliance Officer	E-mail: <a href="mailto:cs@silicongroup1.com">cs@silicongroup1.com</a> Tel. No.: +91-22-2605-1930	<a href="http://www.silicongroup1.com">www.silicongroup1.com</a>

PROMOTERS OF THE COMPANY
Sanjay Harish Motiani, Kanchan Sanjay Motiani, Anushka Sanjay Motiani and Nikhil Sanjay Motiani

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	[●]	Nil	[●]	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229 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
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RISK IN RELATION TO THE FIRST ISSUE
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The face value of the Equity Shares is ₹10/- each. The Issue Price of ₹[●]/- per equity share (determined and justified by our Company in consultation with the Lead Manager as stated in “Basis for Issue Price” on page 70 of this draft prospectus) should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS
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Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 21 of this Draft Prospectus.


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

LISTING
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The Equity Shares issued through the Draft Prospectus are proposed to be listed on the SME Platform of BSE (BSE SME) 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 BSE Limited (“BSE”)

LEAD MANAGER TO THE ISSUE
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Name and Logo	Contact Person	Email & Telephone No.
 <b>Hem Securities Ltd.</b>  HEM SECURITIES LIMITED	Sourabh Garg/Akun Goyal	Email: <a href="mailto:jb@hemsecurities.com">jb@hemsecurities.com</a> Tel. No.: +91- 022- 49060000

REGISTRAR TO THE ISSUE
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Name	Contact Person	Email & Telephone
BIGSHARE SERVICES PRIVATE LIMITED	Aniket Chindarkar	Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Telephone: +91 22 6263 8200

ISSUE PROGRAMME
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ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]
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Our Company was incorporated as ‘Silicon Rental Solutions Private Limited’ under the Companies Act, 2013, pursuant to a certificate of incorporation dated January 28, 2016, issued by the ROC, Mumbai having CIN as U74999MH2016PTC272442. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by the shareholders of our Company on July 06, 2022 and the name of the Company was changed from “Silicon Rental Solutions Private Limited” to “Silicon Rental Solutions Limited” vide fresh certificate of incorporation dated July 22, 2022 issued by the ROC, Mumbai. The Corporate identification number of our Company is U74999MH2016PLC272442. For further details, please refer titled “History and Certain Corporate Matters” beginning on page 99 of this Draft Prospectus.

Registered Office: 5, Mohini Heights, Ground Floor, Plot No. 579/580, 5th Road, Khar (West), Mumbai, Maharashtra – 400052, India.  
Contact Person: Ms. Himanshi Tiwari, Company Secretary & Compliance Officer  
Tel. No.: +91-22-2605-1930; E-mail: [cs@silicongroup1.com](mailto:cs@silicongroup1.com); Website: [www.silicongroup1.com](http://www.silicongroup1.com);  
Promoters of our Company: Sanjay Harish Motiani, Kanchan Sanjay Motiani, Ms. Anushka Sanjay Motiani, Nikhil Sanjay Motiani

DETAILS OF THE ISSUE	
INITIAL PUBLIC OFFER OF 27,12,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH (THE "EQUITY SHARES") OF SILICON RENTAL SOLUTIONS LIMITED (“OUR COMPANY” OR “SRSL” OR “THE ISSUER”) AT AN ISSUE PRICE OF RS. [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO RS. [●] (“PUBLIC ISSUE”) OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF RS. 10 EACH, AT AN ISSUE PRICE OF RS. [●] PER EQUITY SHARE FOR CASH, AGGREGATING RS. [●] 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 [●] EQUITY SHARES OF FACE VALUE OF RS. 10 EACH, AT AN ISSUE PRICE OF RS. [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO RS. [●] IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.40% AND [●] RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 180 OF THIS DRAFT PROSPECTUS.	
This issue is being made through fixed price process in terms of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”) as amended and Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (THE “SCRR”), This issue has been made for at least 25.00% of the post-issue paid-up equity share capital of our company and allocation in the net issue to the public will be made in terms of regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended. For further details, please refer to section titled "Issue Procedure" beginning on page 189 of this Draft Prospectus. A copy of Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 26 of the Companies Act, 2013.	
All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of their respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or under UPI Mechanism as the case may be. For details in this regard, specific attention is invited to "Issue Procedure" on page 189 of this Draft Prospectus.	
ELIGIBLE INVESTORS	
For details in relation to Eligible Investors, please refer to section titled “ <i>Issue Procedure</i> ” beginning on page 189 of this Draft Prospectus.	
RISK IN RELATION TO THE FIRST ISSUE	
This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10/- per Equity Share and the Issue Price is [●] times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under “Basis for Issue Price” beginning on page 70 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.	
GENERAL RISKS	
Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page 21 of this Draft Prospectus.	
ISSUER’S ABSOLUTE RESPONSIBILITY	
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.	
LISTING	
The Equity Shares Issued through this Prospectus are proposed to be listed on the SME Platform of BSE (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received “in-principle” approval letter dated [●] from BSE Limited for using its name in the Offer Document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).	
LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <div><b>Hem Securities Ltd.</b></div>	 <div><b>Bigshare Services Pvt. Ltd.</b></div>
<b>HEM SECURITIES LIMITED</b> <b>Address:</b> 904,A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, India <b>Tel. No.:</b> +91- 022- 49060000; <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person :</b> Sourabh Garg/Akun Goyal <b>SEBI Regn. No.</b> INM000010981	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> <b>Address:</b> S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, Maharashtra <b>Telephone:</b> +91 22 6263 8200 <b>Fax:</b> +91 22 6263 8299 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Contact Person:</b> Aniket Chindarkar <b>SEBI Registration Number:</b> INR000001385
BID/ISSUE PROGRAMME	
ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]

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## **SECTION I: GENERAL**

### **DEFINITIONS AND ABBREVIATIONS**

*This Draft 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 or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1992(“ SCRA ”), the Depositories Act or the rules and regulations made there under.*

*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” on page 72, 123 and 213 respectively, shall have the meaning ascribed to such terms in such sections.*

#### **General Terms**

<b>Term</b>	<b>Description</b>
“SRSL”, “Silicon Rental Solution Limited”, “our Company” “the Company”, “the Issuer”	Silicon Rental Solutions Limited, a company incorporated under the Companies Act, 2013 and having its Registered Office at Ground Floor, Mohini Heights, 5 <sup>th</sup> Road, Khar (West), Mumbai, Maharashtra-400052 India.
“we”, “our” or “us”	Unless the context otherwise indicates or implies, refers to our Company
“you”, “your” or “yours”	Prospective investors in this Issue

#### **Company Related Terms**

<b>Term</b>	<b>Description</b>
Articles or Articles of Association or AOA	The Articles of Association of our Company, as amended from time to time.
Audit Committee	The Audit Committee of our Board constituted in accordance with Section 177 of the Companies Act and as described in the chapter titled “ <b>Our Management</b> ” beginning on page 102 of this Draft Prospectus.
Auditor/ Statutory Auditors	The Statutory Auditor of our Company, being Vinod Kumar Jain & Company, Chartered Accountants holding a valid peer review certificate as mentioned in the chapter titled “ <b>General Information</b> ” beginning on page 41 of this Draft Prospectus.
Bankers to our Company	Canara Bank
Board or Board of Directors or our Board	The Board of Directors of our Company, as constituted from time to time. For further details of our Directors, please refer to section titled “ <b>Our Management</b> ” beginning on page 102 of this Draft Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Kanchan Sanjay Motiani
Company Secretary & Compliance Officer	The Company Secretary and Compliance Officer of our Company being Himanshi Tiwari
CSR Committee or Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, constituted in accordance with the Section 135 of the Companies Act and as described in the chapter titled “ <b>Our Management</b> ” beginning on page 102 of this Draft Prospectus
Director(s) / our Director(s)	Director(s) on the Board of our Company, as appointed from time to time.
Equity Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of our Company of face value of Rs. 10/- each fully paid- up.
Executive Director	An Executive Director of our Company, as appointed from time to time
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations.
Key Managerial Personnel /KMPs	Key Managerial Personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013 as disclosed in the chapter titled “ <b>Our Management</b> ” beginning on page 102 of this Draft Prospectus.

<b>Term</b>	<b>Description</b>
MD or Managing Director	The Managing Director of our Company is Sanjay Harish Motiani.
Materiality Policy	The policy adopted by our Board for identification of Group Companies, outstanding material litigation and outstanding dues to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations.
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board constituted under Section 178 of the Companies Act and as described in the chapter titled “ <i>Our Management</i> ” beginning on page 102 of this Draft Prospectus.
Promoter, Promoters or our Promoters	Promoters of our Company being Sanjay Harish Motiani, Kanchan Sanjay Motiani, Anushka Sanjay Motiani and Nikhil Sanjay Motiani, for further details, please refer to the chapter titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 117 of this Draft Prospectus.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section “ <i>Our Promoters and Promoter Group</i> ” beginning on page 117 of this Draft Prospectus.
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 Ground Floor, Mohini Heights, 5 <sup>th</sup> Road, Khar (West), Mumbai, Maharashtra-400052 India.
Reserve Bank of India / RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information/ Restated Financial Statement	The Restated Financial Statement of our Company which comprises of the restated balance sheet, the restated profit and loss and the restated cash flow information for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020, together with the annexures and the notes thereto, which have been prepared in accordance with the Companies Act, the applicable Accounting Standards and restated in accordance with the SEBI (ICDR) Regulations.
RoC or Registrar of Companies	Unless the context requires otherwise, refers to Registrar of Companies situated at 100, Everest, Marine Drive, Mumbai-400002, Maharashtra India.
Shareholder(s)	Equity shareholders of our Company, from time to time
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited
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.
Subscribers to MOA	Initial Subscribers to MOA & AOA being Kanchan Sanjay Motiani, Sanjay Harish Motiani and Anushka Sanjay Motiani.
Stakeholders Relationship Committee	The Stakeholders’ Relationship Committee of our Board constituted under Section 178 of the Companies Act and as described under the chapter titled “ <i>Our Management</i> ” beginning on page 102
You, your or yours	Prospective investors in this Issue

#### Issue Related Terms

<b>Term</b>	<b>Description</b>
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the retail individual investors and other than retail individual investors, including corporate bodies or institutions.
Allotment Advice	Note or advice or intimation of Allotment sent to the applicant who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful applicants.
Allottee(s)	Successful Applicants to whom Equity Shares are being/have been allotted.
Applicant	A prospective investor who makes an application for Equity Shares of our Company in

Term	Description
	terms of the Prospectus and Application for
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Prospectus.
Application Form	The Form (with and without the use of UPI, as may be applicable), in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
Application Supported by Blocked Amount/ ASBA	An application (whether physical or electronic) used by an ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified bank account maintained with such SCSB including the bank account linked with UPI ID.
ASBA Account	A bank account linked with or without UPI ID, Account maintained with an SCSB and specified in the Application Form for blocking the Application Amount mentioned in the ASBA Form.
ASBA Investor/ ASBA Applicant	Any prospective investor(s)/applicant(s) in this Issue who apply (ies) through the ASBA process in terms of the Prospectus.
Bankers to the Issue/ Sponsor Bank/ Public Issue Bank/Refund Bank	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being [●].
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful ASBA Applicants under the Issue and which is described under the chapter titled “Issue Procedure” beginning on page 189
Broker Centers	Broker Centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such Broker Centre’s, along with the name and contact details of the Registered Brokers, are available on the website of the BSE on the following link <a href="http://www.bseindia.com">www.bseindia.com</a>
BSE SME	SME Platform of BSE Limited.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDP	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
Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate applications under this Issue by the ASBA Applicants with the Lead Manager, Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="https://www.sebi.gov.in">https://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depositories	Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the 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 Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Date	The date on which the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account in terms of the Prospectus and the aforesaid transfer and instructions shall be issued only after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange
Designated Intermediaries/ Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and Share Transfer Agent (RTA) (whose names is mentioned on website of the Stock Exchange as eligible



Term	Description
	for this activity)
Designated Market Maker	[●]
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange, i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Stock Exchange	BSE Limited (SME Exchange) (“BSE SME”)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
DP	Depository Participant
DP ID	Depository Participant’s Identity number
Draft Prospectus	This Draft Prospectus dated September 01, 2022 filed with the BSE Limited (SME Platform of BSE) in accordance with SEBI (ICDR) Regulations.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Equity Shares	Equity Shares of our Company of face value Rs.10.00 each
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened dematerialized accounts with SEBI registered qualified depository participants as QFIs and are deemed as FPIs under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
FII/ Foreign Institutional Investor	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable law in India.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
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 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	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018);
General Corporate Purpose	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 Issue document.
General Information Document/GID	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018.
HSL	Hem Securities Limited.
Issue/Offer/Issue Size/ Initial Public Issue / Initial Public Offer/Initial Public Offering/ Initial Public Offering/ IPO	Public Issue of upto 27,12,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at a price of Rs. [●] per Equity Share (including a premium of Rs. [●] per Equity Share) aggregating to Rs. [●] Lakhs.
Issue Agreement	The agreement dated August 05, 2022 between our Company and the Lead Manager,

Term	Description
	pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Opening Date	The date on which Issue opens for subscription. In this case being [●]
Issue Closing Date	The date on which Issue closes for subscription. In this case being [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under the Prospectus being Rs. [●] per Equity Share of face value of Rs.10 each fully paid up.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled <i>“Objects of the Issue”</i> beginning on page 64 of this Draft Prospectus
Listing Agreement	The Equity Listing Agreement to be signed between our Company and BSE Limited (BSE SME).
Lead Manager/LM	Manager to the Issue, in this case being Hem Securities Limited, a SEBI Registered Merchant Banker.
Lot Size	[●]
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Making Agreement	Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
Market Maker Reservation Portion	The Reserved Portion of [●] Equity Shares of face value of Rs.10 each fully paid for cash at a price of Rs.[●] per Equity Share aggregating Rs. [●] for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of face value of Rs.10 each fully paid for cash at a price of Rs.[●] Equity Share aggregating to Rs.[●] Lakhs by our Company.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 64 of this Draft Prospectus.
Non-Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than Rs. 2,00,000.
OCB/ Overseas Corporate Body	A Company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Other Investor(s)	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.
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.
Prospectus/Offer Document	The Prospectus to be filed with RoC containing, inter-alia, the issue opening and closing dates and other information in accordance with Section 26 of the Companies Act, 2013.
Public Issue Account(s)	Account(s) opened with the Public Issue Bank/Banker for the Issue.
Public Issue Account Agreement	Public Issue Account Agreement dated [●] entered into by our Company, the Registrar to the Issue, the Lead Manager, Sponsor Bank and the Public Issue Bank to the Issue for collection of the Application Amounts.
Qualified Institutional Buyers or QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a



Term	Description
	scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of ` 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.
Registered Broker(s)	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of BSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on <a href="http://www.bseindia.com">www.bseindia.com</a> .
Registrar / Registrar to the Issue	Registrar to the Issue, in this case being Bigshare Services Private Limited.
Registrar Agreement	The agreement dated August 08, 2022, entered by 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.
Regulations/SEBI Regulations/ SEBI (ICDR) Regulations/ SEBI ICDR Regulations/ SEBI ICDR Regulations 2018	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta) and ASBA Applicants, who apply for an amount less than or equal to Rs.2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SEBI SAST / SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time.
SCSB/ Self Certified Syndicate Banker	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 <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI LODR/SEBI (Listing Obligations and Disclosure Requirement) Regulations/ Listing Regulations/ SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations 2015, as amended from time to time.
SME Exchange/ SME Platform	SME Platform of BSE (BSE SME).
SEBI(PFUTP) Regulations/PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
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

Term	Description
	Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
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.
Transaction Registration Slip/ TRS	The slip or document issued by SCSB (only on demand) to the Applicant as proof of registration of the Application.
Underwriter	Underwriter in this case being [●]
Underwriting Agreement	The agreement dated [●] entered into between the Underwriter and our Company.
UPI	Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request / Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment.
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended from time to time
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the 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
B2B	Business to Business
B2C	Business to Customer
BFSI	Banking Financial Services and Insurance
CCTV	closed-circuit television
CII	Confederation of Indian Industry
CPU	Central Processing Unit
DVR	Digital Video Recorders
D2CS	Delivery to Customer Satisfaction
ERP	Enterprise Resource Planning
GB	Gigabyte
IT	Information Technology
ISO	International Organization for Standardization
MSME	Micro, Small & Medium Enterprises
NAS	network attached storage
NOC	No Objection certificate
NVR	Network Video Recorders
RAM	Random Access Memory
SAN	Storage area networks

TAT	Turn Around Time
TB	TeraBytes
UPS	Uninterrupted Power Supply Devices

### Conventional and General Terms / Abbreviations

Term	Description
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investments Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
Amt / AMT	Amount
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment Year
AOA	Articles of Association
Approx	Approximately
ASBA	Application Supported by Blocked Amount
BG / LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
Bn	Billion
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIS	Commonwealth of Independent States
CMD	Chairman and Managing Director
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections).
Companies Act	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	Consolidated FDI Policy with effect from August 28, 2017 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CS	Company Secretary
CSR	Corporate Social Responsibility
CST	Central Sales Tax
Depositories	NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited); Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ( <i>earlier known as the Department of Industrial Policy and Promotion</i> )
DP	Depository Participant
DP ID	Depository Participant 's Identity
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing Services

<b>Term</b>	<b>Description</b>
EGM/EOGM	Extra-Ordinary General Meeting
EPS	Earnings Per Share
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EXIM/EXIM Policy	Export-Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII(s)	Foreign Institutional Investors, as defined under the FII Regulations and
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FIs	Financial Institutions
FPI(s)	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 Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
FV	Face Value
F.Y./FY/Fiscal	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GoI/ Government	Government of India
GST	Goods and Services Tax
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
ICMAI	The Institute of Cost Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IIP	Index of Industrial Production
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
INR/Rs. /Rupees/₹	Indian National Rupee
Income Tax Act or the I.T. Act	The Income Tax Act, 1961
IPO	Initial Public Offering
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016.
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT Authorities	Income Tax Authorities
Key Managerial Personnel/KMP	Key Managerial Personnel
LM	Lead Manager
Ltd.	Limited
MAPIN	Market Participants and Investors Database
MICR	Magnetic Ink Character Recognition
Mn	Million
MoA	Memorandum of Association
MoU	Memorandum of Understanding
Mtr	Meter
N.A.	Not Applicable
NACH	National Automatic Clearing House

<b>Term</b>	<b>Description</b>
NAV	Net Asset Value
NBFC	Non-Banking Finance Company
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
NOC	No Objection Certificate
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets
p.a.	per annum
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
POA	Power of Attorney
Pvt.	Private
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended
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.
SCRR	Securities Contracts (Regulation) Rules, 1957 as amended.
SCSB	Self-Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 2015, as amended.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate 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, 2014, 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 Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
SEBI (PFUTP) Regulations / PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations /	Securities and Exchange Board of India (Substantial Acquisition of Shares and

<b>Term</b>	<b>Description</b>
Takeover Regulations / Takeover Code	Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
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.
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
u/s	Under Section
UIN	Unique Identification Number
US/ States U.S./ USA/ United States	United States of America
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, 1933	U.S. Securities Act of 1933, as amended
UOI	Union of India
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WDV	Written Down Value
w.e.f.	With effect from
WHO	World Health Organization
Wilful Defaulter	Willful Defaulter as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations.
WTD	Whole-Time Director
YoY	Year over year

## **CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION & MARKET DATA & CURRENCY OF FINANCIAL PRESENTATION**

### **Certain Conventions**

All references in this Draft Prospectus to “India” are to the Republic of India. All references in this Draft Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Silicon Rental Solutions Limited”, and “SRSL”, and, unless the context otherwise indicates or implies, refers to Silicon Rental Solutions Limited. In this Draft 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 crores”. In this Draft 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 Draft Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Draft Prospectus is derived from our restated financial statements prepared for the financial year ended March 31, 2022, 2021 and 2020 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 123 of this Draft 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 Draft 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 Draft 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.

Our Company does not have any Associate or Subsidiary Company as on date of this Draft Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31<sup>st</sup> of every next year.

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 Draft 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 123 of this Draft Prospectus.

For additional definitions used in this Draft Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Draft Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page 213 of the Draft 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 used throughout this Draft Prospectus has been obtained and derived 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 Draft Prospectus is reliable, it has not been independently verified by us or the LM 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 70 of the Draft Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

### **Currency of Financial Presentation**

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

Any percentage amounts, as set forth in ***“Risk Factors”***, ***“Our Business”***, ***“Management's Discussion and Analysis of Financial Conditions and Results of Operation”*** on page 21, 85 and 154 of this Draft Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

This Draft Prospectus may contain 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. 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 Draft Prospectus includes certain “forward-looking statements”. We have included statements in the Draft 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 statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Prospectus that are not historical facts. However, these are not the exclusive means of identifying 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:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in consumer demand;
3. Failure to successfully upgrade our product portfolio, from time to time;
4. Any change in government policies resulting in increases in taxes payable by us;
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. occurrence of Environmental Problems & Uninsured Losses;
16. conflicts of interest with affiliated companies, the promoter group and other related parties;
17. any adverse outcome in the legal proceedings in which we are involved;
18. Concentration of ownership among our Promoter;
19. The performance of the financial markets in India and globally;
20. Impact of covid-19 on our business and operations; and
21. Global distress due to pandemic, war or by any other reason.

For a further discussion of factors that could cause our actual results to differ, refer to section titled “**Risk Factors**” and chapter titled “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 21 and 154 respectively. 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 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 LM 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 DRAFT PROSPECTUS**

### **A. PRIMARY BUSINESS OF THE COMPANY**

We are an IT equipment outsourcing company, engaged in providing end to end IT equipments on a rental and returnable basis in India. We provide laptops, desktops, printers, servers and other peripherals like CCTV cameras, projectors, storage devices etc. on rental basis mainly to small, medium and large corporate. Based on the client's IT requirements, we offer them tailor-made rental schemes that suit their requirements. By providing the IT rental services to our customers, we provide them with the flexibility and advantage to acquire the requisite equipments that they need to maximize their productivity without compromising their IT budget. In addition, we also sell the used IT equipments to clients as per their requirements.

### **B. INDUSTRY IN WHICH OUR COMPANY OPERATES**

The IT industry accounted for 8% of India's GDP in 2020. India's IT industry is expected to contribute 10% to India's GDP by 2025. The computer software and hardware sector in India attracted cumulative foreign direct investment (FDI) inflows worth US\$ 81.31 billion between April 2000-December 2021. According to the National Association of Software and Service Companies (Nasscom), the Indian IT industry's revenue is expected to touch US\$ 227 billion in FY22 from US\$ 196 billion in FY21.

### **C. PROMOTERS**

Sanjay Harish Motiani, Kanchan Sanjay Motiani, Anushka Sanjay Motiani and Nikhil Sanjay Motiani are the Promoters of our Company.

### **D. DETAILS OF THE ISSUE**

This is an Initial Public Issue of upto 27,12,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity Share) aggregating to Rs. [●] lakhs ("The Issue"), out of which [●] Equity Shares of face value of Rs. 10 each for cash at a price of Rs. [●] per Equity Share aggregating up to Rs. [●] lakhs will be reserved for subscription by the market maker to the issue (the "Market Maker Reservation Portion"). The Issue less Market Maker Reservation Portion i.e. Issue of [●] Equity Shares of face value of Rs. 10 each, at an issue price of Rs. [●] per Equity Share for cash, aggregating to Rs. [●] lakhs is hereinafter referred to as the "Net Issue". The Public Issue and Net Issue will constitute 26.40% and [●] % 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 issue Proceeds of the Issue to meet the following objects:-

S. No	Particulars	Amt (Rs. in Lacs)
1.	To meet Capital Expenditure requirements relating to IT equipments	854.78
2.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company;	850.00
3.	General Corporate Purpose	[●]
	<b>Total</b>	<b>[●]</b>

### **F. PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP**

Our Promoters collectively holds 75,43,800 Equity shares of our Company aggregating to 99.79% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters, as on date of this Draft Prospectus:-

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1.	Sanjay Harish Motiani	43,03,800	56.93	43,03,800	[●]
2.	Kanchan Sanjay Motiani	16,20,000	21.43	16,20,000	[●]
3.	Anushka Sanjay Motiani	8,10,000	10.71	8,10,000	[●]

4.	Nikhil Sanjay Motiani	8,10,000	10.71	8,10,000	●
	<b>Total</b>	<b>75,43,800</b>	<b>99.79</b>	<b>75,43,800</b>	●

#### **G. SUMMARY OF FINANCIAL INFORMATION**

Following are the details as per the restated financial statements for the financial years ended on March 31, 2022, 2021 and 2020:-

	(Amt. in lakhs)		
<b>Particulars</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Equity Share Capital	100.00	1.00	1.00
Networth	1,698.47	852.93	582.54
Total Income	2,467.91	1,375.65	1,227.85
Profit after tax	746.54	270.39	215.50
Earnings per Share (based on Weighted Average Number of shares)	12.48	4.76	3.80
Weighted Average Number of Shares (in No.)	59,80,027	56,75,947	56,75,947
Net Asset Value per Share (based on Weighted Average Number of shares)	28.40	15.03	10.26
Total Borrowings (including current maturities of long term borrowings)	1,664.94	547.71	361.77

For details, please refer to “Note – Z: Mandatory Accounting Ratios - Restated Financial Information” on page 147.

#### **H. AUDITOR QUALIFICATIONS**

There are no audit qualifications which have not been given effect in the restated financial statements.

#### **I. SUMMARY OF OUTSTANDING LITIGATIONS**

Our Company, Promoters and Directors are involved in certain tax proceedings. A brief detail of such outstanding proceedings as on the date of this Draft Prospectus are as follows:

##### **Tax Litigations/Matters involving our Company:-**

<b>Nature of Proceedings</b>	<b>Number of cases</b>	<b>Amount involved* (Rs. in lakhs)</b>
Direct Tax (Income Tax)	7	33.03
Indirect Tax	Nil	Nil
<b>Total</b>	<b>7</b>	<b>33.03</b>

*\*to the extent ascertainable*

##### **Tax Litigations/Matters involving our Promoter & Directors:-**

<b>Nature of Proceedings</b>	<b>Number of cases/ matters</b>	<b>Amount involved* (Rs. in lakhs)</b>
<b>Sanjay Motiani</b>		
Income Tax	17	767.50
<b>Kanchan Motiani</b>		
Income Tax	2	5.00
<b>Anushka Motiani</b>		
Income Tax	1	0.82
<b>Total</b>	<b>20</b>	<b>773.32</b>

*\*to the extent ascertainable*

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Draft Prospectus. For further details, please refer to the chapter titled “Outstanding Litigations and Material Developments” on page 162 of this Draft Prospectus.

## **J. RISK FACTORS**

For details on the risks involved in our business, please see the Chapter titled “*Risk Factors*” beginning on page 21 of this Draft Prospectus.

## **K. SUMMARY OF CONTINGENT LIABILITIES**

Particulars	As at		
	31/03/2022	31/03/2021	31/03/2020
Contingent liabilities in respect of:			
Guarantees given on Behalf of the Company	-	-	-
Other moneys for which the company is contingently liable	-	-	-
Commitments (to the extent not provided for)	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-
Other commitments	-	-	-
<b>Total</b>	-	-	-

For further details, please refer to Note V – Contingent Liabilities of the chapter titled “*Financial Information of the Company*” on page 145 of this Draft Prospectus.

## **L. SUMMARY OF RELATED PARTY TRANSACTIONS**

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the year ended on March 31, 2022, 2021 and 2020:-

### **Related Party Disclosures**

#### **a. List of Related parties**

Names of the related parties with whom transactions were carried out during the years and description of relationship:		
Sr. No.	Name of the Person / Entity	Relation
1	Shri Sanjay Motiani	Chairman & Managing Director
2	Smt. Kanchan Motiani	Whole Time Director
3	Miss Anushka Motiani	Whole Time Director
4	Nikhil Motiani	Non-Executive Director
5	M/s Silicon Infosys	Sole proprietorship of Kanchan Motiani
6	M/s Silicon Electronics	Sole proprietorship of Sanjay Motiani

#### **b. Transaction with related Parties:-**

Particulars	(Rs. in Lakhs)		
	For the financial year		
	31/03/2022	31/03/2021	31/03/2020
<b>Remuneration Paid to Directors</b>	<i>Rupees in Lakhs</i>		
Shri Sanjay Motiani	18.00	18.00	18.00
Smt. Kanchan Motiani	18.00	18.00	18.00
Miss Anushka Motiani	7.20	5.40	4.20
Nikhil Motiani	7.20	5.40	4.20
<b>Rent Paid</b>			
Shri Sanjay Motiani	24.00	24.00	24.00
<b>Loans Received</b>			
Shri Sanjay Motiani	39.50	129.79	-
Smt. Kanchan Motiani	29.60	48.30	-
Miss Anushka Motiani	0.10	-	-

Nikhil Motiani	-	-	-
<b><u>Loans Repaid</u></b>			
Shri Sanjay Motiani	46.51	168.64	-
Smt. Kanchan Motiani	29.60	363.50	-
Miss Anushka Motiani	1.35	-	-
Nikhil Motiani	1.05	-	-
<b><u>Balance at the end of year (Cr.)</u></b>			
Shri Sanjay Motiani	-	7.01	45.86
Smt. Kanchan Motiani	-	0.00	315.20
Miss Anushka Motiani	0.10	1.35	0.35
Nikhil Motiani	0.30	1.35	0.35
<b><u>Share Application Money received</u></b>			
Shri Sanjay Motiani	<b>39.50</b>	-	-
Smt. Kanchan Motiani	29.60	-	-
Miss Anushka Motiani	14.90	-	-
Nikhil Motiani	15.00	-	-
<b><u>Purchase</u></b>			
M/s Silicon Electronics		1.85	
M/s Silicon Infosys	-	4.48	37.93
<b><u>Advance Recvd</u></b>			
M/s Silicon Infosys	-	-	45.72
<b><u>Advance Repaid</u></b>			
M/s Silicon Infosys	-	39.85	5.88
<b><u>Closing Advance Balance</u></b>			
M/s Silicon Infosys	-	-	39.85

For further details, please refer to the Note W – Related Party Disclosures of chapter titled ***“Financial Information of the Company”*** on page 123 of this Draft Prospectus.

#### **M. DETAILS OF FINANCING ARRANGEMENTS**

There are no financing arrangements whereby the promoter, 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 Draft Prospectus.

#### **N. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTER IN LAST ONE YEAR**

<b>Sr. No.</b>	<b>Name of the Promoter</b>	<b>No. of Shares acquired in last one year</b>	<b>Weighted Average Price (in ₹)</b>
1.	Sanjay Harish Motiani	43,01,800	8.54
2.	Kanchan Sanjay Motiani	16,16,000	1.83
3.	Anushka Sanjay Motiani	8,09,000	1.84
4.	Nikhil Sanjay Motiani	8,10,000	1.85

#### **O. AVERAGE COST OF ACQUISITION OF SHARES**

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

<b>Sr. No.</b>	<b>Name of the Promoter</b>	<b>No. of Shares held</b>	<b>Average cost of Acquisition (in ₹)</b>
1.	Sanjay Harish Motiani	43,03,800	8.54
2.	Kanchan Sanjay Motiani	16,20,000	1.85
3.	Anushka Sanjay Motiani	8,10,000	1.85
4.	Nikhil Sanjay Motiani	8,10,000	1.85



**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 (₹)	Issue Price (₹)	Reason for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
July 04, 2022	61,60,000	10	--	Bonus in the ratio of 44:10 i.e. 44 Equity Share for every 10 Equity Shares held	Capitalization of Reserves & Surplus	Sanjay Harish Motiani	35,06,800
						Kanchan Sanjay Motiani	13,20,000
						Anushka Sanjay Motiani	6,60,000
						Nikhil Sanjay Motiani	6,60,000
						Rajesh Khanna	4400
						Riddhi Kasliwal	4400
						Yashasvi Narang	4400

**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 Draft 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 Draft 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 page 123, 85 and 154 respectively of this Draft 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 Draft 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 Draft 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 Draft 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 21 and **“Management Discussion and Analysis of Financial Condition and Results of Operations”** on page 154 of this Draft 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 capital intensive in nature. If we are unable to raise additional funds when needed, or on terms acceptable to us, we may be required to scale down or abandon our expansion & growth plans and/or reduce capital expenditures and the size of our operations, any of which could materially and adversely affect our business, financial position and results of operations.**

We require significant amount of capital for purchasing the IT equipments such as laptops, desktops, printers, servers and other peripherals like CCTV cameras, projectors, storage devices etc. and the failure to obtain additional financing on terms commercially acceptable to us may adversely affect our ability to grow our business and increase/maintain our future profitability. As of March 31, 2021 and 2022, our net fixed assets were ₹ 1427.60 lakhs and ₹ 2629.01 lakhs,

respectively, and gross block of assets were ₹ 3209.66 lakhs and ₹ 5276.18 lakhs, respectively. We also require funds for mobilization of resources before payment is received from clients. As a result, we may need to incur additional indebtedness in the future to satisfy our capital expenditure and working capital requirements. Our ability to obtain such financing on acceptable terms is dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, levels of our existing indebtedness, future financial condition, results of operations and cash flows and other factors beyond our control. There can be no assurance that we will be able to raise additional financing on acceptable terms in a timely manner or at all. If we are unable to raise additional funds when needed, or on terms acceptable to us, we may be required to scale down or abandon our expansion & growth plans and/or reduce capital expenditures and the size of our operations, any of which could materially and adversely affect our business, financial position and results of operations.

Our capital expenditure requirements and growth strategy require continued access to significant amounts of capital on acceptable terms, as our continuous cash flows are the source for purchase of new equipments, which is directly responsible for our business growth. We cannot assure you that market conditions and other factors will permit financing through debt or equity, on terms acceptable to us or at all. Our ability to arrange financing and the costs of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from financial institutions, the amount and terms of our existing indebtedness, investor confidence, the continued success of our Company and laws that are conducive to our raising capital in this manner. Our attempts to consummate future financings may not be successful or be on terms favourable to us or at all. In addition, our ability to raise funds, either through equity or debt, is limited by certain restrictions imposed under Indian law.

We strive to maintain strong relationships with banks to increase our financing flexibility. However, we cannot assure you that our relationships with lenders will not change or that lenders will continue lending practices we are familiar with. Our lenders may implement new credit policies, adopt new pre - qualification criteria or procedures, raise interest rates or add restrictive covenants in loan agreements, some or all of which may significantly increase our financing costs, or prevent us from obtaining financings totally. As a result, our revenue growth may reduce, and our business, financial condition and results of operations may be materially and adversely affected. All of these factors may result in an increase in the amount of our borrowings and the continued increase in capital requirements may have an adverse effect on our financial condition and results of operations.

**2. *We generate a significant percentage of our revenue from few clients. The loss of any one or more of our major clients would have a material adverse effect on our business operations and profitability.***

In Fiscal 2021 and 2022, revenue generated from our top ten largest clients was ₹ 782.51 lakhs and ₹ 1376.52 lakhs which represented 56.89% and 55.93%, respectively, of our revenues from operations. Revenue generated from our three largest clients was ₹ 829.76 lakhs, representing 33.72% of our revenue from operations in the Fiscal 2022. We have not entered into long term agreements with majority of these customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them. The loss of a significant client or clients could have a material adverse effect on our results of operations. We cannot assure you that we will be able to maintain the historical levels of business from these clients or that we will be able to substitute the revenues lost by way of termination of work with these clients. Our dependence on these clients also exposes us to risks associated with their internal management, financial condition and creditworthiness, and major events affecting these clients such as bankruptcy, change of management, mergers and acquisitions, reduction in growth or a slow-down in the business of our clients, could adversely impact our business. If any of our major clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivables from that client may have to be written off, adversely impacting our results of operations and financial condition.

Further, we are exposed to payment delays and/or defaults by our major customers and our financial position and financial performance are dependent on the creditworthiness of our customers. There is no guarantee that all or any of our customers will honor their outstanding amounts in time and whether they will be able to fulfill their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur from all or any of our major customer, our financial performance and our operating cash flows may be adversely affected.

**3. *Changes in technology render our current IT equipments obsolete and require us to make substantial capital investments.***

The technology requirements for businesses in the IT sector are subject to continuous change and development. Our inventory of existing IT equipments becomes obsolete on introduction of newer and better technologies. We must continuously update our existing IT equipments in order to meet our clients' requirements and remain competitive in

this market. In addition, rapid and frequent technological and market demand changes often render our equipments obsolete and result in requirements for additional and substantial capital expenditures and/ or significant write downs of our assets. The cost of upgrading our existing equipments could be significant. Our inability to successfully adopt new technologies in a cost effective and a timely manner could increase our costs and adversely affect our competitive position in terms of pricing or quality of service. Further, if we fail to anticipate or respond adequately to our clients' changing requirements or keep pace with the latest technological developments, our business, prospects, financial condition and results of operations may be materially and adversely affected.

**4. *Our Company is dependent on limited number of external suppliers for its product requirements. Any delay or failure on the part of such suppliers to deliver products at acceptable prices, may adversely affect our business, profitability and reputation.***

We are an IT equipment outsourcing company, engaged in providing end to end IT equipments on a rental and returnable basis in India such as laptops, desktops, printers, servers and other peripherals. We do not manufacture any of the IT products that we provide on rental basis. We rely on the limited number of suppliers for purchasing the products, which in turn, rely on third-party suppliers for sourcing of products. The contribution of our top five suppliers in our purchase of IT products (including the capitalized amount) as a percentage of the total purchase (including capitalized amount) during Fiscal 2022 and 2021 are disclosed hereunder:-

S. No.	Supplier	% contribution in the total purchase (including capitalized amount) for Fiscal 2022	% contribution in the total purchase (including capitalized amount) for Fiscal 2021
1	Supplier 1	86.08%	73.08%
2	Supplier 2	3.37%	11.10%
3	Supplier 3	2.40%	3.75%
4	Supplier 4	1.57%	2.68%
5	Supplier 5	1.51%	2.22%
<b>Total</b>		<b>94.94%</b>	<b>92.82%</b>

Our reliance on a limited number of suppliers for our business exposes us to risks, that may include, but are not limited to, reductions, delay or failure on the part of our suppliers to deliver products in a timely manner, deterioration in the financial condition or business prospects of these suppliers, failure to negotiate favourable terms with our key suppliers, all of which could have a material adverse effect on the business, financial condition, results of operations and future prospects of our Company.

We do not have any long term supply contracts with our suppliers. We generally make our purchases with suppliers through purchase orders. Thus, our suppliers may be unable to provide us with a sufficient quantity of equipments, at prices acceptable to us. Further, any unexpected rise in the prices of the IT equipments or shortage in supply or any adverse change in terms and conditions of supply would result in increase of our procurement cost. In case we are not able to pass on any such increase in cost to the clients because of competition or otherwise, it may affect the profitability of the Company.

We may not be able to renegotiate our pricing or delivery terms on a reasonable basis or find suitable alternative suppliers in the future, which may affect our business, financial condition, cash flows and results of operations. If we are required to identify alternative third parties for any of our required products, the process of qualification and approval could cause delays in providing services to clients. Any extended interruption in the supply of equipments could disrupt our operations and can have a material adverse effect on our business, results of operations or financial condition. Although we believe we have maintained stable relationships with these suppliers in the past, we cannot assure you that, we will be able to source adequate quantities of products in a timely manner from our existing suppliers in the future or we will be able to find alternative suppliers at acceptable prices and quality levels or at all. Our inability to do so may adversely affect our reputation, business, results of operations and cash flows.

**5. *If the customers do not outsource their requirement of the IT products, or if there is a downward trend in the IT equipments rental business, it could have an adverse effect on our business, results of operations, financial condition and cash flows.***

The majority portion of our revenue from operations is derived from the IT equipments rental business. In Fiscal 2022, revenue generated from IT rental services and sale of used IT equipments represented 92.81% and 7.19% of the total revenue in such period respectively. Although, we have served clients across various industries and sectors including

the logistics solutions, BPO, pharmaceuticals, e-commerce, education, IT, insurance, research, media & entertainment, recruitment, VFX & Digital solutions, however, there can be no assurance that they will continue to outsource their IT equipments needs in the future. Our customers outsource their IT product requirements to players like us due to several factors such as, budget limitation, convenience, operations flexibility etc. There can be no assurance that our customers will continue to outsource or increase the share of outsourcing of their product requirements to us. In the event our customers decide to stop third party outsourcing of their IT needs or if there is a downward trend in the IT equipments rental business, it could have an adverse effect on our business, results of operations, financial condition and cash flows.

**6. Our Company, Promoter and Directors are parties to certain tax proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.**

Our Company, Promoter and Directors are parties to certain tax proceedings. These tax proceedings are pending at different levels of adjudication before various courts and forums. Mentioned below are the details of the proceedings involving our Company, Promoter and Directors as on the date of this Draft Prospectus along with the amount involved, to the extent quantifiable.

**Tax Litigations/Matters involving our Company:-**

Nature of Proceedings	Number of cases	Amount involved* (Rs. in lakhs)
Direct Tax (Income Tax)	7	33.03
Indirect Tax	Nil	Nil
<b>Total</b>	<b>7</b>	<b>33.03</b>

*\*to the extent ascertainable*

**Tax Litigations/Matters involving our Promoter & Directors:-**

Nature of Proceedings	Number of cases/ matters	Amount involved* (Rs. in lakhs)
<b>Sanjay Motiani</b>		
Income Tax	17	767.50
<b>Kanchan Motiani</b>		
Income Tax	2	5.00
<b>Anushka Motiani</b>		
Income Tax	1	0.82
<b>Total</b>	<b>20</b>	<b>773.32</b>

*\*to the extent ascertainable*

*The amount has been mentioned to the extent ascertainable and quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Draft Prospectus. For further details, please refer to the chapter titled “Outstanding Litigations and Material Developments” on page 162 of this Draft Prospectus.*

There can be no assurance that these tax matters/litigations will be decided in favour of our Company, Promoter and Directors, respectively, and consequently it may divert the attention of our management and Promoter and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases please refer the chapter titled “Outstanding Litigations and Material Developments” on page 162 of this Draft Prospectus.

**7. Some of our clients may terminate agreements without cause and with little or no prior notice, which could adversely affect our business operations and financial performance.**

Generally, our agreements with our clients have an initial term of one to three years of rental period for the IT equipments. Typically, these agreements can be terminated by our clients on expiry of the term period or by giving notice which usually is mentioned as between 1-3 months in the agreement. However, our clients may compel us to waive of the notice period and can choose to give little or no prior notice. Termination of a key client agreement or a number of smaller agreements, with or without prior notice, could adversely affect our business, financial conditions

and results of operations. In addition, most of our clients have not committed to provide us with a minimum volume of work or to exclusively use us for their outsourcing needs. Some of those clients could stop sourcing work to us without terminating or being in breach of their agreement. An agreement termination or significant reduction in work assigned to us by a key client or a number of smaller clients could cause us to experience a higher than expected number of unutilized IT equipments, thereby increasing our cost, which may adversely affect our profitability and liquidity. In addition, we may not find any customers or purchasers for the surplus or excess equipments, in which case they may become obsolete and may be required to be written off in the future or we would be forced to sell them at loss. Thus, our inability to replace any client that elects to terminate agreement/arrangement with us, would adversely affect our business, results of operations and financial conditions.

Cancellation by customers or delay or reduction in their orders or instances where anticipated orders fail to materialize can result in mismatch between our inventories of raw materials and of manufactured products, thereby increasing our inventory costs,

**8. *We do not have formal agreements with majority of our clients and the agreements which we've entered in respect of rental of IT equipments with some of our clients are inadequately stamped and are not registered as a result of which our business operations, financial condition and results of operations could be adversely affected.***

We do not have written agreements with majority of the clients and we undertake the assignment based on orders received from them. These arrangements are solely based on either long-standing relationship with such customers or customers reputation. Our inability to enforce these oral arrangements/unavailable agreements on substantially the same terms as agreed, or at all, could adversely affect our business and results of operations. Further, in the absence of definitive agreements, there can be no assurance that such clients will honour their obligations or continue to be associated with us in the future, on reasonable terms, or at all, or that such clients will not terminate or alter their arrangements with us at short notice or at their sole discretion.

In addition, the agreements which we have entered in respect of rental of IT equipments with our clients have irregularities of enforceability, such as non registration and inadequate payment of stamp duty which may affect the evidentiary value of the relevant hiring agreements in specific performance or other injunctive procedures in a court of law, and could impair our operations. Further, it may result in levy of penal charges, in case cognizance being taken by concerned Authorities. In the event of any dispute arising out of such unstamped and/or unregistered agreements, we may not be able to effectively enforce our rights arising out of such agreements which may have a material adverse impact on our business, results of operations and financial conditions.

**9. *Any significant increase in repair and maintenance costs of IT equipments beyond our budget or inability to provide quality customer service and support may adversely affect our relationships with our existing and prospective customers, and in turn can adversely impact our business, results of operations and financial condition.***

We are required to incur significant repair and maintenance expenditure in respect to the IT equipments, the cost of which we may be unable to recoup. While using the IT equipments, our customers face technical or operational issues such as failure of motherboard/RAM in desktops or laptops, which is required to be resolved by our customer support team in a timely and efficient manner. For Fiscal 2022, our repair and maintenance cost for IT equipments were Rs. 91.56 lakhs. Any significant rise in repair and maintenance expenses, beyond our budget and without corresponding revenue, could increase costs and adversely affect our results of operations and financial condition.

In addition, we may be unable to cure the faults or respond in a timely manner due to inadequacy of resources or any other operational issues, which may result in adversely affecting client relationships leading to termination of agreements/arrangements, non-renewal of agreements, or delay or withholding/ deduction of payments due under such agreements.

Further, any failure by us to offer quality customer service and support in a timely manner or to meet quality standards, may reduce our profits and could adversely affect our business, financial condition and results of operations. Further, our clients may also bring claims against us or penalize us, which could lead to provision for doubtful accounts, an increase in collection cycles for accounts receivable or litigation costs. Any such occurrence may also result in damage to our reputation and loss of existing and future clients, which could adversely affect our business prospects, results of operations and financial condition.

Our sales are highly dependent on our reputation and on positive recommendations from our existing customers. Any failure to maintain quality customer or product support, or a market perception that we do not maintain quality enterprise or product support, could adversely affect our reputation, our ability to rent the IT products to existing or new customers, and in turn our business, results of operations and financial condition.

***10. We may be unable to detect, deter and prevent instances of theft, breakage or damage of our IT equipments installed at the client premises, which may have a material adverse effect on our business, results of operations and financial conditions.***

As we operate in IT equipments rental industry, we are usually prone to risk relating to theft, breakage or damage of the rented IT equipments or any of its parts, installed at the client premises, which can be difficult to detect, deter and prevent, and could subject us to financial losses and impact our business and financial conditions. We do not maintain any insurance on the IT equipments which are installed at the client premises, however the agreements which we enter with some of our customers contains clause in respect of reimbursement of repair cost in case of damage of equipments or payment of replacement cost in case items are not returned to us. We cannot assure that we may be able to recover the replacement cost or reimbursement of repair expenses from our customers against the breakage or damage or theft of IT equipments, which may have a material adverse effect on our business, results of operations and financial condition. Also,

In addition, the agreements/arrangements which we enter with our clients does not contain any clause relating to security deposit and as such we do not possess any security deposit amount against the IT equipments supplied to the customers, which exposes us to risk relating to non-recovery of any unpaid dues from the clients (in case of any dispute) or damage of supplied equipments.

Further, we are exposed to risk of loss of equipments in case of fraudulent behaviour of the customers who refuses to return the IT equipments even after completion of agreed rental period or has caused any intentional/unintentional damage to our IT equipments or any of its parts. Although, we assess the credibility of the customers prior to the rental transaction, still we cannot assure that there would not be any instance of fraudulent behaviour of the customers.

The occurrence of any such incident relating to theft or breakage or damage of our equipments installed at client premises or misconduct committed by customers against our interests, may have a material adverse effect on our business, results of operations and financial condition. Any of the foregoing could disrupt our services, cause us to incur cost of legal proceedings against customers for recovery of losses and divert the time and attention of our management.

***11. Our ability to maintain continuing relationships with our customers is essential to the growth, profitability and our results of operations. Any impairment of our long-term relationships with our customers would adversely affect our business, results of operations and financial conditions.***

Our ability to maintain continuing relationships with our customers is essential to the growth, profitability and our results of operations. In order for us to maintain or improve our results of operations, it is important that we establish, maintain and expand our relationships with new and existing customers and that our existing customers continue to use our IT equipments. Our customers typically are not obligated to renew, upgrade, or expand their contractually agreed terms with us as we do not have any exclusive arrangements with our customers. The growth of our business depends in part on our customers expanding their use of our products, which can be difficult to predict.

Our ability to renew or expand our customer relationships may decrease or vary as a result of a number of factors, including our customers' satisfaction or dissatisfaction with the services, their reliability, our pricing, the effects of general economic conditions, competitive offerings or alternatives, or reductions in our customers' spending levels. In addition, our customers' decisions to expand the deployment of our products depend on a number of factors, including general economic conditions, the effectiveness and value proposition of our products, the ability of our sales teams and customer support teams to assist our customers and our customers' satisfaction with our products and support services. If our efforts to expand within our existing customer base are not successful, our business operations and financial performance may be adversely impacted.

***12. We have made certain non-compliances of provisions of Companies Act, 2013. Any penalty or action taken by any regulatory authorities in future, for non-compliance with provisions of corporate or any other law could impact the financial position of the Company to that extent.***



Our Company has not filed e-form CHG-1 for creation of charge on vehicle loan, which is a non-compliance of Section 77 of the Companies Act, 2013. Also, there have been instances in the past, where our Company has made an advance/loan to our Directors, which is a non compliance of Section 185 of the Companies Act, 2013, however as on March 31, 2022, there are no such loans/advances outstanding which is in violation of the said section. In case of any action being taken by the regulatory authorities against the Company and/or its officers, the same may have an adverse effect on our business, financial conditions and result of operations.

Further, our company has not complied with certain Accounting Standards in the past such as AS -15 (Accounting for Employee Benefits) in respect of actuarial valuation of gratuity, however the same have been duly complied by us in the restated financial statements. Also, our Company has not prepared Cash Flow Statement for the FY 2016-17. Although, no show cause notice in respect of the above has been received by the Company till date, any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent.

***13. 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.***

As on date of this Draft Prospectus we have obtained various insurance policy such as Reliance Bharat Sookshma Udyam Suraksha policy covering risk relating to fire, explosion, theft, certain natural disasters and terrorism in respect of furniture, fixtures, fittings and stock situated at our registered office. We have also obtained burglary insurance of furniture, fixtures, fittings & stock situated at our registered office and vehicle insurance. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks such as insurance of equipments installed at clients premises, assets located at branch offices, loss of profits, goods in transit, cash in transit and keyman insurance. Failure to effectively cover ourselves against the associated risks may potentially lead to material losses. 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.

***14. We require certain approvals, licenses, registrations and permits to operate our business, and failure to obtain or renew them in a timely manner or maintain the statutory and regulatory permits and approvals required to operate our business may adversely affect our operations and financial conditions.***

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. We have recently obtained ESIC and PF registration and we may be subject to imposition of penalty and other legal proceedings by the concerned authorities in case any cognizance been taken by them for late registration.

In addition, we are yet to apply for registration of all our offices (including registered office) under the Shops & Establishment Act of the respective state laws. For details relating to location of our offices, please refer section “Our Business – Properties” on page 92. Further, subsequent to our conversion into limited Company on July 22, 2022, we need to apply for change in name in all our registrations and statutory approvals which are in previous name of our Company. Any delay or failure to do so could have an adverse effect on our business and results of operations.

The approvals required by our Company are subject to numerous conditions and there can be no assurance that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. 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.

**15. We are exposed to credit risk from our customers and the recoverability of our trade receivables is subject to uncertainties.**

We typically allow a credit period of 30-60 days to our customers in relation to rental of IT products, and are therefore exposed to credit risk from our customers. Our trade receivables were ₹ 562.52 lakhs and ₹ 456.24 lakhs as at the end of Fiscals 2022 and 2021 respectively and trade receivable turnover days were 83 days in Fiscal 2022 and 121 days in Fiscal 2021. A customer's ability to make payments on timely basis depend on various factors such as general economic and market conditions and the customer's cash flow position, which are out of our control. Delays in receiving payments from our customers may adversely affect our cash flow position and our ability to meet our working capital requirements. There is no assurance that our customers will pay us on a timely basis or at all, which may adversely affect the recoverability of our trade receivables, or that we will be able to efficiently manage the level of bad debt arising from delayed payments. In the event, we are unable to recover such payments, our business, financial condition and results of operations could be adversely affected.

**16. All of our offices (including registered office) are located on third party premises which are either taken by us on rental or NOC basis. If these arrangements/agreements are terminated or not renewed on terms acceptable to us, it could have a material adverse effect on our business, financial condition and results of operations.**

As of March 31, 2022, we had five offices (including our registered office) all of which are currently obtained on a rental or NOC basis. For further information, see "Our Business – Properties" on page 92. In the event of termination/non renewal of said NOC/rent agreement, we may be required to vacate such premises which may cause disruption in our corporate affairs and business and impede our effective operations and thus can adversely affect our business, financial condition and result of operations.

There can be no assurance that we will, in the future, be able to retain NOC or/and 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 NOC/rent agreement is terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations which could materially and adversely affect our business, financial condition and results of operations.

**17. Our business operations are majorly concentrated in certain geographical regions and any adverse developments affecting our operations in these regions could have a significant impact on our revenue and results of operations.**

We generate major domestic sales through our customers situated in Maharashtra. For Fiscal 2022, our revenue from Maharashtra region represented 87.26% of the total revenue for such fiscal year. Such geographical concentration of our business in this region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in this region, which may adversely affect our business prospects, financial conditions and results of operations.

Below are the details of the state wise revenue breakup for the fiscal year ending March 2022 (having more than 1% of total revenue):-

State Name	Revenue %
Maharashtra	87.26
Haryana	4.32
Karnataka	3.14
Tamil Nadu	1.95
Gujarat	1.54
Others	1.79


Further, as we enter into new markets and geographical areas, we are likely to compete with not only national players, but also the local players, who might have an established local presence, and are more familiar with local business practices and have stronger relationships with local customers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into other areas may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and

challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

***18. Loans availed by Our Company has been secured on personal properties and guarantees of our 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.***

Loans availed by our Company has been secured on personal properties and guarantees of our Directors. In the event of default on such borrowings, these personal guarantees may be invoked by our lenders thereby adversely affecting our Promoters' ability to manage the affairs of our Company and this, in turn, could adversely affect our business, prospects, financial condition and results of operations. Further, if any of these personal guarantees are revoked by our Promoters, we may also not be successful in procuring alternate securities or guarantees satisfactory to the lenders, and 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 151 of this Draft Prospectus.

***19. Our Company is in use of trademark, which is not registered under the Trademarks Act, 1999 as on date of Draft Prospectus. Thus, we may be subject to claims alleging breach of third party intellectual property rights.***

The trademark & logo , which we are using for our business, has not been registered under the Trademarks Act, 1999. As such, we do not enjoy the statutory protections accorded to a registered trademark as on date. There can be no assurance that we will be able to register the said trademark and the logo in future or that, third parties who have filed objection will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

***20. We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements. We are yet to place orders for such capital expenditure.***

We intend to utilise a portion of the Net Proceeds for funding capital expenditure for purchase of IT equipments. While we have obtained quotation from a vendor in relation to the supply of IT equipments, we are yet to place orders for such equipments. Accordingly, orders worth ₹ 834.31 lakhs, which constitute 100% of the total estimated costs in relation to purchase of IT equipments. There can be no assurance that we will be able to place orders for such equipments in a timely manner or at all. Further, in the event of any delay in placement of such orders, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly.

***21. We are heavily dependent on our Promoter and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.***

Our success heavily depends upon the continued services of our Promoter and Key managerial personnel, particularly Sanjay Harish Motiani, Kanchan Sanjay Motiani and Anushka Sanjay Motiani. We depend significantly on them for executing our day to day activities. Further, our Company has secured loans from the banks on the security of personal properties of the Promoters. The loss of any of our Promoter or Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoter and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel, please refer to Section "Our Management" on page 102 of this Draft Prospectus.

***22. Security breaches and any disruption to our information technology could adversely impact our business.***

We seek to protect our computer systems and network infrastructure from security breaches and other disruptive problems caused by our increased internet connectivity. We employ security systems, including firewalls and password encryption, designed to minimize the risk of security breaches but there can be no assurance that these security measures will be successful. Breaches of our security measures could affect the security of information stored in and transmitted through these computer systems and network infrastructure. A failure in security measures could have a

material adverse effect on our business and our future financial performance. Our business relies on information technology to operate on a daily basis. The success of our businesses depends in part upon the ability to store, retrieve, process and manage substantial amounts of information. Any disruption in our information technology systems could render us unable to operate our business. This could adversely affect our business, reputation and revenues.

***23. We operate in a highly competitive and fragmented industry with low barriers for entry.***

We face significant competition and if we fail to compete effectively, our business, prospects, financial condition and results of operations will be adversely affected. The market for our products is competitive on account of existence of both the organized and unorganized players. Competition occurs generally on the key attributes such as quality of services, customer support network, pricing and timely delivery. Competition based on pricing terms in the IT rental industry is intense. We expect that the level of competition will remain high, which could potentially limit our ability to maintain or increase our sales and profitability. Our continued success depends on our ability to compete effectively against our existing and future competitors. With the potential influx of new competitors, our ability to retain our existing clients and to attract new clients is critical to our continued success. We also face the risk of our current or prospective clients deciding to utilize their own resources to purchase the requisite IT equipments as a substitute of outsourcing.

Some of our competitors may be larger than us, have stronger financial resources or a more experienced management team. Further, the pricing premium associated with our experience may cause some of the new entrants to accept lower margins in order to be awarded work. There can be no assurance that we can continue to compete effectively with our competitors in the future, and failure to compete effectively against our current or future competitors may have an adverse effect on our business, results of operations and financial condition. The intense competition we face in our businesses, and general economic and business conditions may affect our ability to appropriately price our services. If our competitors offer deep discounts on certain services, we may be compelled to lower our prices or offer other favourable terms in order to compete effectively, which may adversely affect our margins and our operating results. As a result, there can be no assurance that we will not encounter increased competition in the future. Nor can there be any assurance that our Company will, in light of competitive pressures, be able to remain profitable or, if profitable, maintain its current profit margins.

***24. Our Promoter Group entity, M/s Silicon Electronics is engaged in the similar line of business as of our Company. There are no non - compete agreements between our Company and such Promoter Group Entities. We cannot assure that our Promoter will not favour the interests of such entities over our interest or that the said entities will not expand which may increase our competition and may adversely affect business operations and financial condition of our Company.***

Our Promoter Group entity, namely, M/s Silicon Electronics (Sole proprietorship of Sanjay Motiani) is engaged inter-alia in the business of renting of IT equipments and sale of used IT equipments, which is similar line of business as of our Company. We have not entered into any non-compete agreement with the said entity, thus we cannot assure that our Promoter who has common interest in said entity will not favour the interest of the said entity. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and aforesaid entity in circumstances where our respective interests diverge. In cases of conflict, our Promoter may favour other entity in which our Promoter has interests. There can be no assurance that our Promoters or our Promoter Group entity will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations.

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

Our Company has entered into various transactions with our Directors, Promoter and Promoter Group members/entities. These transactions, inter-alia includes, issue of shares, rent, purchase, interest payments, remuneration, loans and advances, reimbursements etc. For details, please refer to **Note W - Related Party Transactions** under Section titled **“Financial Information of the Company”** and Chapter titled **“Capital Structure”** beginning on page 146 and 48 respectively of this Draft Prospectus. All related party transactions entered into by us in the last three financial years have been at arms’ length and in the interests of our Company. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, 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 favorable terms if such transactions are not entered into with related parties. Such related party transactions in the future or any other future transactions may potentially involve

conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition and results of operations.

***26. Adverse publicity regarding our services could negatively impact us.***

Adverse publicity regarding any of our services or similar services given by others could negatively affect us. If any studies raise or substantiate concerns regarding the efficacy of our services or other concerns, our reputation could be harmed and demand for our services could diminish, which could have a material adverse effect on growth in new customers and sales of our services, leading to a decline in revenues, cash collections, and ultimately our ability to meet operating cash flow requirements.

***27. The average cost of acquisition of Equity Shares by our Promoters, are lower than the face value of Equity Share.***

The average cost of acquisition of Equity Shares of our Promoters are lower than the face value of Equity Shares i.e. ₹ 10/-. For further details regarding the average cost of acquisition of Equity Shares by our Promoter in our Company and build-up of Equity Shares of our Promoter in our Company, please see Chapter titled “Capital Structure” beginning on page 48 of this Draft Prospectus.

***28. Failure to effectively manage employees or failure to ensure availability of sufficient employees could affect the business operations of the Company.***

Our business activities are dependent on availability of skilled IT technicians. Non-availability of such employees at any time or any disputes with them may affect our services and timely delivery of our products to customers which may adversely affect our business and result of operations. Though we have not faced any employees shortage in the past we cannot assure that we will not experience disruptions to our operations due to disputes or other problems with our work force, which may lead to strikes or increased salary demands, which could have adverse effect on our business, and results of operations.

***29. The Promoters (including Promoter Group) and Directors hold 99.74% of the Equity Shares of our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.***

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, 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 their rights as shareholders 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 and Promoter Group” and “Note W - Related Party Transactions”, beginning on pages 85, 117 and 146 respectively of this Draft Prospectus.

***30. We have incurred indebtedness which exposes us to various risks which may have an adverse effect on our business and results of operations***

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on March 31, 2022, our total outstanding indebtedness was ₹ 1664.94 lakhs.

Our significant indebtedness in future may result in substantial amount of debt service obligations which could lead to:

1. increasing our vulnerability to general adverse economic, industry and competitive conditions;
2. limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
3. affecting our credit rating;
4. limiting our ability to borrow more money both now and in the future; and
5. increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a short notice, we may be required to arrange for funds to fulfil the necessary requirements.

The occurrence of these events may have an adverse effect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see “Statement of Financial Indebtedness” on page 151 of this Draft Prospectus.

***31. Dependence upon transportation services for supply and transportation of our products are subject to various uncertainties and risks, and delays in delivery may result in rejection of products by customer.***

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our suppliers and for transportation of products to our customers. For this purpose, we hire services of transportation companies. However, we have not entered into any definitive agreements with any third party transport service providers and engage them on a needs basis. Additionally, availability of transportation solutions in the markets we operate in is typically fragmented. The cost of our goods carried by such third party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods.

***32. We have not received NOC from one of our lender for undertaking the initial public offer of equity shares.***

As on the date of this Draft Prospectus, we have not received the NOC for the Proposed Issue from one of our lender, namely Kotak Mahindra Bank Limited. However, our Company intends to obtain the necessary NOC in relation to the proposed issue from such lender prior to the filing of the Prospectus with the RoC, undertaking the proposed issue without obtaining such lender NOC may constitute a default under such loan agreement, which could impact our loan facilities and may have an effect on our financial condition and results of operations.

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

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

***34. 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 loan and capital expenditure in relation to purchase of IT equipments, as detailed in the section titled “*Objects of the Issue*” is to be funded from the proceeds of this Issue. 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 64 of this Draft Prospectus.

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

The success of our business will largely depend on our ability to effectively implement our business and growth strategy. In the past we have generally been successful in execution of our business but there can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. If we are unable to implement our business and growth strategy, this may have an adverse effect on our business, financial condition and results of operations.

***36. We are subject to the restrictive covenants of banks in respect of the Loans/ Credit Limits and other banking facilities availed from them.***

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lender, regarding, among other things such as major changes in share capital, management, changes in fixed assets, creation of any other charge, undertake any guarantee obligation etc. 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 151 of the Draft Prospectus.

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

We are an IT equipment outsourcing company, engaged in providing end to end IT equipments on a rental and returnable basis in India, 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. Any demand or penalty raised by the concerned authority in future for any previous years or current year will affect the financial position of the Company.

***38. The Objects of the Issue for which funds are being raised, are based on our management estimates and have not been appraised by any bank or financial institution or any independent agency.***

The deployment of funds will be entirely at our discretion, based on the parameters as mentioned in the chapter titled “Objects of the Issue”. The fund requirement and deployment, as mentioned in the “Objects of the Issue” on page 64 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter “Objects of the Issue” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter “Objects of the Issue” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section “***Dividend Policy***” on page 122 of the Draft Prospectus.

***40. There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds.***

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above Rs. 10,000.00 Lacs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

***41. This Draft Prospectus contains information in respect of industry from various publicly available sources. Investors are advised not to place undue reliance on such information.***

This Draft Prospectus includes information derived in respect of industry from various third party sources. Our Company, our Promoters, our Directors and the LM have not independently verified the information in the report and other information under “Industry Overview” on page 74. There are no standard data gathering methodologies in the markets in which we operate, and methodologies and assumptions vary widely among different industry sources. Such assumptions may change based on various factors. We cannot assure you that such assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Prospectus. Further, the report or any other industry data or sources are not recommendations to invest in our Company. You are advised not to place undue reliance on the industry information as included in this Draft Prospectus, when making your investment



decision. Also, see “Certain Conventions, Use of Financial Information and Market Data and Currency of Financial Presentation” and “Industry Overview” on pages 12 and 74 respectively.

***42. 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 along with the promoter group will continue to hold collectively upto 73.44% of the Equity share capital of the company. As a result of the same, they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholders vote. Such a concentration of the ownership may also have the affect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoter will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

***43. 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, 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 favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any 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.

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

The issue price of the equity shares have been based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled “***Basis for Issue Price***” beginning on page 70 of the Draft Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

***45. 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.

### **EXTERNAL RISK FACTORS**

#### ***46. The continuing effect of the COVID-19 pandemic on our business, results of operations and financial condition is highly uncertain and cannot be predicted.***

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could adversely affect the overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and lockdowns. These measures have impacted and may further impact our workforce and operations, the operations of our consumers. In case there is a rapid increase in severe cases of infections leading to deaths, where the measures taken by governments are not successful or are any bans imposed by the government in this regard are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession.

#### ***47. A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

#### ***48. 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 165 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.

***49. Instability in financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion affect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

***50. 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.

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

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

***52. Our performance is linked to the stability of policies and the political situation in India.***

The Government of India has traditionally exercised, and continues to exercise, a significant 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. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

## **SECTION IV – INTRODUCTION**

### **THE ISSUE**

Following table summarises the present Issue in terms of this Draft Prospectus:

<b>Particulars</b>	<b>Details of Equity Shares</b>
<b>Issue of Equity Shares<sup>(1)</sup></b>	Issue of upto 27,12,000 Equity Shares face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
<b>Out of which:</b>	
<b>Market Maker Reservation Portion</b>	[●] Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
<b>Net Issue to the Public</b>	[●] Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.
<b>Out of which:</b>	
A. Retail Individual Investors	[●] Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs will be available for allocation to Retail Individual Investors <sup>(a)</sup> .
B. Other than Retail Individual Investors (including Non- Institutional Investors and Qualified Institutional Buyers)	[●] Equity Shares of Rs.10 each fully paid-up of our Company for cash at a price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs will be available for allocation to investor other than Retail Individual Investors (including Non- Institutional Investors and Qualified Institutional Buyers) <sup>(b)</sup>
<b>Pre and Post-Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	75,60,000 Equity Shares of Rs.10 each
<b>Equity Shares outstanding after the Issue</b>	Upto 1,02,72,000 Equity Shares of Rs. 10 each
<b>Use of Net Proceeds by our Company</b>	Please refer to the section titled " <i>Objects of the Issue</i> " beginning on page 64 of this Draft Prospectus.

<sup>(1)</sup> Public issue of upto 27,12,000 Equity Shares face value of Rs.10.00 each for cash at a price of Rs. [●] per Equity Share of our Company aggregating to Rs. [●] Lakhs. This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section "Terms of the Issue" beginning on page 180 of this Draft Prospectus.

The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on August 01, 2022 and by our Equity Shareholders pursuant to a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra-ordinary general meeting held on August 02, 2022.

Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 (2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

(a) minimum fifty per cent to retail individual investors; and

(b) remaining to:

(i) Individual applicants other than retail individual investors; and

(ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

If the retail individual investor category is entitled to more than the allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage. For further details please refer to the chapter titled "Issue Structure" beginning on page 186 of this Draft Prospectus.

## SUMMARY OF OUR FINANCIALS

### ANNEXURE-I RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

	PARTICULARS	As at the Year ended		
		31/03/2022	31/03/2021	31/03/2020
<b>I</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1.</b>	<b>Shareholders' Funds</b>			
	(a) Share Capital	100	1.00	1.00
	(b) Reserves & Surplus	1,598.47	851.93	581.54
	(c) Money received against share warrant	-	-	-
		<b>1,698.47</b>	<b>852.93</b>	<b>582.54</b>
<b>2</b>	<b>Share application money pending allotment</b>	-	-	-
<b>3</b>	<b>Non Current Liabilities</b>			
	(a) Long Term Borrowings	1,349.64	519.60	361.77
	(b) Deferred Tax Liabilities (Net)	-	-	-
	(b) Deferred Tax Liabilities (Net)	86.05	42.70	37.41
	(c) Other Long Term Liabilities			
	(d) Long Term Provisions	7.91	5.71	4.45
		<b>1,443.60</b>	<b>568.01</b>	<b>403.62</b>
<b>4</b>	<b>Current Liabilities</b>			
	(a) Short Term Borrowings	315.31	28.11	-
	(b) Trade Payables	-	-	-
	(c) Other Current Liabilities	714.24	767.98	647.67
	(d) Short Term Provisions	0.78	19.43	128.42
		<b>1,030.33</b>	<b>815.52</b>	<b>776.09</b>
		<b>4,172.40</b>	<b>2,236.45</b>	<b>1,762.25</b>
<b>II</b>	<b>ASSETS</b>			
	<b>Non-Current Assets</b>			
<b>1</b>	(a) Property, Plant & Equipment and Intangible Assets			
	(i) Property, Plant and Equipment	2,629.01	1,427.60	1,090.67
	(ii) Intangible Assets	-	-	-
	(iii) Capital Work in Progress	-	-	-
	(iv) Intangible assets under development	-	-	-
	(b) Non-Current Investment	-	-	-
	(c) Deferred Tax Assets (Net)	-	-	-
	(d) Long Term Loans and Advances	-	-	-
	(e) Other Non-Current Assets	-	-	-
		<b>2,629.01</b>	<b>1,427.60</b>	<b>1,090.67</b>
<b>2</b>	<b>Current Assets</b>			
	(a) Current Investments	-	-	-
	(a) Current Investments	-	-	-
	(b) Inventories	-	-	-
	(c) Trade Receivables	562.52	456.24	471.02
	(d) Cash and Cash equivalents	962.69	342.60	71.55
	(e) Short-Term Loans and Advances	18.18	10.00	129.00
	(f) Other Current Assets	-	-	-
		<b>1,543.38</b>	<b>808.84</b>	<b>671.57</b>
		<b>4,172.40</b>	<b>2,236.45</b>	<b>1,762.25</b>

**ANNEXURE-II**  
**RESTATED STATEMENT OF PROFIT AND LOSS**

(Rs. in Lakhs)

PARTICULARS		For the Year ended		
		31/03/2022	31/03/2021	31/03/2020
1	<b>Revenue From Operations</b>	2,460.94	1,375.44	1,227.79
2	<b>Other Income</b>	6.97	0.21	0.05
	Total Income (1+2)	<b>2,467.91</b>	<b>1,375.65</b>	<b>1,227.85</b>
3	<b>Expenditure</b>			
(a)	Cost of material and services consumed	135.84	43.58	50.95
(b)	Change In Inventories	-	-	-
(c)	Employee Benefit Expenses	121.11	97.73	102.54
(d)	Finance Cost	39.17	11.56	0.23
(e)	Depreciation and Amortisation Expenses	901.45	582.50	510.99
(f)	Other Expenses	270.91	274.35	282.87
4	<b>Total Expenditure 3(a) to 3(f)</b>	<b>1,468.49</b>	<b>1,009.72</b>	<b>947.58</b>
5	<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax (2-4)</b>	999.42	365.94	280.27
6	Exceptional item & Extra Ordinary Items	-	-	-
7	<b>Profit/(Loss) Before Tax (5-6)</b>	<b>999.42</b>	<b>365.94</b>	<b>280.27</b>
8	<b>Tax Expense:</b>			
(a)	Tax Expense for Current Year	209.53	90.26	77.88
(b)	Deferred Tax	43.35	5.29	(13.10)
	Net Current Tax Expenses	252.88	95.55	64.77
9	<b>Profit/(Loss) for the Year (7-8)</b>	<b>746.54</b>	<b>270.39</b>	<b>215.50</b>

**ANNEXURE-III**  
**RESTATED CASH FLOW STATEMENT**

(Rs. in lakhs)

PARTICULARS		For the Year ended		
		31/03/2022	31/03/2021	31/03/2020
A) Cash Flow From Operating Activities :				
Net Profit before tax		999.42	365.94	280.27
Adjustment for :				
Depreciation and amortization		901.45	582.50	510.99
Interest Paid		36.64	5.66	-
Loss on Sale of Assets		-	2.61	6.11
Profit on Sale of Assets		(6.90)		
Interest Income		-	-	-
Dividend Income		-	-	-
Provision For gratuity Expenses		2.45	1.48	4.45
<b>Operating profit before working capital changes</b>		<b>1,933.07</b>	<b>958.19</b>	<b>801.82</b>
Changes in Working Capital				
(Increase)/Decrease in Trade Receivables		(106.28)	14.78	(117.18)
(Increase)/Decrease in Inventory		-	-	-
(Increase)/Decrease in Short Term Loans & Advances		(8.18)	119.00	(129.00)
(Increase)/Decrease in Other Current Assets		-	-	55.46
Increase/(Decrease) in Trade Payables		-	-	
Increase/(Decrease) in Other Current Liabilities		(53.74)	116.40	162.88
Increase/(Decrease) in Short Term Provisions, etc.		(18.89)	(105.32)	74.17
<b>Cash generated from operations</b>		<b>1,745.97</b>	<b>1,103.06</b>	<b>848.15</b>
Less:- Income Taxes paid		209.53	90.26	77.88
Net cash flow from operating activities	A	1,536.44	1,012.81	771.00
B) Cash Flow From Investing Activities :				
Purchase of Fixed Assets including of CWIP		(2,119.31)	(924.17)	(753.08)
Proceeds from Sale of Fixed Assets		23.35	2.13	12.26
Investment made/Sold during the year		-	-	-
Dividend Income		-	-	-
Interest Income		-	-	-
Net cash flow from investing activities	B	(2,095.96)	(922.04)	(740.82)
C) Cash Flow From Financing Activities :				
Proceeds from Issue of Share Capital		99.00	-	-
Increase/(Decrease) in Short Term Borrowings		287.20	28.11	-
Increase/(Decrease) in Long Term Borrowings		830.03	157.84	(4.18)
Interest Paid		(36.64)	(5.66)	-
Share Money Pending Allotment		-	-	-
Increase/(Decrease) in Long Term Loans and Advances		-	-	-
Net cash flow from financing activities	C	<b>1,179.59</b>	<b>180.28</b>	<b>(4.18)</b>
Net Increase/(Decrease) In Cash & Cash Equivalents	(A+B+C)	620.09	271.05	25.26
Cash equivalents at the beginning of the year		342.60	71.55	46.28
<b>Cash equivalents at the end of the year</b>		<b>962.69</b>	<b>342.59</b>	<b>71.54</b>
Notes:-				
1.	Component of Cash and Cash equivalents	<b>31/03/2022</b>	<b>31/03/2021</b>	<b>31/03/2020</b>
	Cash on hand	0.68	0.63	1.48
	Balance With banks	962.01	341.97	70.06
	Other Bank Balance	-	-	-
	<b>Total</b>	<b>962.69</b>	<b>342.60</b>	<b>71.55</b>
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 summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated summary financial information (Annexure IV) are an integral part of this statement.			

## **GENERAL INFORMATION**

Our Company was incorporated as ‘Silicon Rental Solutions Private Limited’ under the Companies Act, 2013, pursuant to a certificate of incorporation dated January 28, 2016, issued by the RoC, Mumbai having CIN as U74999MH2016PTC272442. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by the shareholders of our Company on July 06, 2022 and the name of the Company was changed from “Silicon Rental Solutions Private Limited” to “Silicon Rental Solutions Limited” vide fresh certificate of incorporation dated July 22, 2022 issued by the RoC, Mumbai. The Corporate identification number of our Company is U74999MH2016PLC272442.

For further details please refer to chapter titled “*History and Corporate Structure*” beginning on page 99 of this Draft Prospectus.

### **Registered Office:**

#### **SILICON RENTAL SOLUTIONS LIMITED**

5, Mohini Heights, Ground Floor,  
Plot No. 579/580, 5th Road, Khar (West),  
Mumbai, Maharashtra – 400052, India

**Tel. No.**-022-2605-1930

**E-mail:** [cs@silicongroup1.com](mailto:cs@silicongroup1.com)

**Website:** [www.silicongroup1.com](http://www.silicongroup1.com)

**CIN:** U74999MH2016PLC272442

**Registration Number:** 272442

### **Address of the RoC:**

#### **Registrar of Companies**

100, Everest, Marine Drive,  
Mumbai-400002, Maharashtra  
Tel No:- 022-22812627/22020295/22846954

**Email id:** [roc.mumbai@mca.gov.in](mailto:roc.mumbai@mca.gov.in)

**Website:** [www.mca.gov.in](http://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 Draft Prospectus consists of:

<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>
Sanjay Harish Motiani	Chairman & Managing Director	5/A, Krishna Kunj 552, 8th Road, TPS-III, Old Khar West Mumbai, Maharashtra - 400052	07314538
Kanchan Sanjay Motiani	Whole-Time Director and CFO	5/A, Krishna Kunj 552, 8th Road, TPS-III, Old Khar West Mumbai, Maharashtra - 400052	07314480
Anushka Sanjay Motiani	Whole- Time Director	3A/5A, Krishna Kunj, 552, 8th Road, TPS-III, Old Khar, Mumbai, Maharashtra-400052	07395256
Nikhil Sanjay Motiani	Non-Executive Director	3A/5A, Krishna Kunj, 552, 8th Road, TPS-III, Old Khar, Mumbai, Maharashtra-400052	07570586
Manish Sehgal	Independent Director	85,Vindyalchal Apartment, Paschim Vihar, West Delhi, Delhi - 110087	01193550
Rajesh Krishna Vyas	Independent Director	2402, Springhill, Hiranandani Estate, Ghodbunder Road, Patlipada, Thane West, Thane, Sandozbaugh, Maharashtra - 400607	00259086

For further details in relation to our Directors, please refer to chapter titled “*Our Management*” on page 102 of this Draft Prospectus.

### **Chief Financial Officer**

Kanchan Sanjay Motiani  
Ground Floor, Mohini Heights, 5th Road, Khar (West),  
Mumbai Maharashtra 400052 India  
**Tel. No.**-022-2605-1930



E-mail: [kanchan@silicongroup1.com](mailto:kanchan@silicongroup1.com)

Website: [www.silicongroup1.com](http://www.silicongroup1.com)

#### Company Secretary & Compliance Officer

Himanshi Tiwari

Ground Floor, Mohini Heights, 5th Road, Khar (West),

Mumbai, Maharashtra 400052 India

Tel. No.-022-2605-1930

E-mail: [cs@silicongroup1.com](mailto:cs@silicongroup1.com)

Website: [www.silicongroup1.com](http://www.silicongroup1.com)

#### Investor Grievances

**Investors can contact the Company Secretary and Compliance Officer, the LM or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, noncredit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.**

All grievances relating to the 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. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs(if applicable), address of the Applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

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

Lead Manager of the Issue	Legal Advisor to the Issue
<b>Hem Securities Limited</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India <b>Tel No.:</b> +91-22-4906 0000 <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Investor Grievance Email:</b> <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Sourabh Garg/Akun Goyal <b>SEBI Regn. No.:</b> INM000010981	<b>Vedanta Law Chambers</b> <b>Address:</b> Ist Floor, SSK House, B-62, Sahakar Marg, Lal Kothi, Jaipur-302015 Rajasthan, India <b>Tel:</b> +91- 141 -2740911, +91- 141 -4014091 <b>Fax:</b> +91- 141 -2740911 <b>Website:</b> <a href="http://www.vedantalawchambers.com">www.vedantalawchambers.com</a> <b>Email:</b> <a href="mailto:vedantalawchambers@gmail.com">vedantalawchambers@gmail.com</a> <b>Contact Person:</b> Advocate Nivedita Ravindra Sarda
Registrar to the Issue	Statutory Auditors
<b>Bigshare Services Private Limited</b> <b>Address:</b> S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, Maharashtra <b>Telephone:</b> +91 22 6263 8200 <b>Fax:</b> +91 22 6263 8299 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Contact Person:</b> Aniket Chindarkar <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>SEBI Registration Number:</b> INR000001385	<b>Vinod Kumar Jain &amp; Company</b> <b>Chartered Accountants</b> <b>Address:</b> 106, Western Edge II, Wing A, Off Western Express Highway, Borivali East, Mumbai 400 066. <b>Tel. No.:</b> 022 4879 1000 <b>Email:</b> <a href="mailto:vinod@cavinodjain.com">vinod@cavinodjain.com</a> <b>Firm Registration No.:</b> 111513W <b>Contact Person:</b> Vinod Kumar Jain <b>Membership No.:</b> 036373 <b>Peer Review Certificate Number:</b> 014347
Bankers to the Company	Bankers to the Issue/Sponsor Bank*

<b>Canara Bank</b> <b>Address:</b> Sabharwal House, 746 PD Hinduja Marg, Pali Road, Khar (West), Mumbai 400052 <b>Telephone:</b> 022 26460830 <b>Email:</b> <a href="mailto:cb0207@canarabank.com">cb0207@canarabank.com</a> <b>Contact Person:</b> Omkar Sinha <b>Designation:</b> Chief Manager	[•]
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*\*The Banker to the Issue (Sponsor Bank) shall be appointed prior to filing of the Prospectus with the RoC.*

## 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.

### Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>

### Syndicate SCSB Branches

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

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the 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 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 website of SEBI i.e. (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

### Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> from time to time.

### Expert Opinion

Except for the reports in the section **“Financial Information of the Company”** and **“Statement of Special Tax Benefits”** on page 123 and 72 respectively of this Draft Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditors for inclusion of their name. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

### Inter-se Allocation of Responsibilities

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

### **Monitoring Agency**

Since the proceeds from the Fresh Issue do not exceed ₹1,000 million, in terms of Regulation 262(1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue.

### **Appraising Entity**

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

### **Credit Rating**

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

### **IPO Grading**

No credit rating agency registered with SEBI has been appointed for grading the Issue.

### **Trustees**

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

### **Filing of Draft Prospectus**

The Draft Prospectus is being filed with SME Platform of BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra, India.

The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. However, pursuant to Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a soft copy of Prospectus shall be furnished to SEBI.

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC Office situated at Registrar of Companies, Mumbai 100, Everest, Marine Drive Mumbai- 400002, Maharashtra, India.

### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue anytime after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the 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 LM, 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 Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft 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 Draft Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Prospectus with RoC.

## UNDERWRITING

The Company and the Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter [•].

Pursuant to the terms of the Underwriting Agreement dated [•] 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
[•]	[•]	[•]	[•]

*\*Includes up to [•] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker [•] in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 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 the Statutory Auditor	Date of Change	Reason
<b>Vinod Kumar Jain &amp; Company</b> <b>Chartered Accountants</b> <b>Address:</b> 106, Western Edge II, Wing A, Off Western Express Highway, Borivali East, Mumbai 400 066. <b>Tel. No.:</b> 022 4879 1000 <b>Email:</b> <a href="mailto:vinod@cavinodjain.com">vinod@cavinodjain.com</a> <b>Firm Registration No.:</b> 111513W <b>Contact Person:</b> Vinod Kumar Jain <b>Membership No.:</b> 036373 <b>Peer Review Certificate Number:</b> 014347	March 19, 2022	Appointment as Statutory Auditors of the Company
<b>Sahajwani Narang &amp; Associates</b> <b>Chartered Accountants</b> <b>Address:</b> Suite A - 406, 36 Turner Road, Bandra West, Mumbai, Maharashtra, India, 400050 <b>Tel. No.:</b> 91(22), 26406340, 12640 6350. <b>Email:</b> <a href="mailto:narang.sna@gmail.com">narang.sna@gmail.com</a> <b>Firm Registration No.:</b> .130142W <b>Contact Person:</b> S H Narang <b>Membership No.:</b> 037337	March 17, 2022	M/s. <b>Sahajwani Narang &amp; Associates</b> , Chartered Accountants are not peer reviewed firm by the board of ICAI and have therefore resigned to ensure compliance.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Lead Manager has entered into Market Making Agreement dated [•] with the following Market Maker, to fulfill the obligations of Market Making for this issue:

<b>Name</b>	[•]
<b>Correspondence Address:</b>	
<b>Tel No.:</b>	
<b>E-mail:</b>	
<b>Website:</b>	
<b>Contact Person:</b>	
<b>SEBI Registration No.:</b>	
<b>Market Maker Registration No.</b>	

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 BSE and SEBI regarding this matter from time to time.

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

- A. 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).
- B. 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 BSE SME and SEBI from time to time.
- C. The minimum depth of the quote shall be ₹1,00,000/- . However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- D. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the BSE SME (in this case currently the minimum trading lot size is [•] Equity shares; however the same may be changed by the BSE from time to time).
- E. 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.
- F. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- G. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- H. 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.
- I. 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.
- J. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- K. 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 problem. 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.
- L. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) 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 LM 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 LM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.

- M. **Risk containment measures and monitoring for Market Makers:** BSE SME platform will have all margins, which are applicable on the BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- N. **Punitive Action in case of default by Market Makers:** BSE 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.
- O. **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.
- P. 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%

1) 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.

Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

S. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	7
4.	Above 100	6

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.

## CAPITAL STRUCTURE

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

(₹ in Lacs, except share data)			
Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	<b>Authorized Share Capital</b> 1,10,00,000 Equity Shares having Face Value of ₹ 10/- each	1100.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> 75,60,000 Equity Shares having Face Value of ₹10/- each	756.00	-
C	<b>Present Issue in terms of this Draft Prospectus*</b> Upto 27,12,000 Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ [●] per share	271.20	[●]
	<i>Which comprises of:</i>		
D	<b>Reservation for Market Maker Portion</b> [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
E	<b>Net Issue to Public</b> Net Issue to Public of [●] Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share to the Public	[●]	[●]
	<i>Of which:</i>		
(i)	At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Retail Individual Investors	[●]	[●]
(ii)	Not more than [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to investors other than Retail Individual Investors including Non- Institutional Investors and Qualified Institutional Buyers	[●]	[●]
F	<b>Issued, Subscribed and Paid up Equity Share Capital after the Issue</b> 1,02,72,000 Equity Shares of face value of ₹10/- each	1027.20	
G	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Draft Prospectus)	288.00	
	After the Issue		[●]

*\*The Present Issue of upto 27,12,000 Equity Shares in terms of this Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors dated August 01, 2022 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 August 02, 2022.*

### Classes of Shares-

Our Company has only one class of share capital i.e. Equity Shares of face value of Rs. 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 Draft 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 Share	Cumulative Authorized Share Capital (Rs. in lakhs)	Date of Meeting	Whether AGM/EGM
1.	On incorporation	50,000	10/-	5.00	On incorporation	N.A.
2.	Increase in Authorised Share Capital from ₹ 5.00 Lakhs to ₹ 200.00 Lakhs	20,00,000	10/-	200.00	April 24, 2020	EGM
3.	Increase in Authorised Share Capital from ₹ 200.00 Lakhs to ₹ 1100.00 Lakhs	1,10,00,000	10/-	1100.00	April 01, 2022	EGM

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

a) 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 on Cash/ Other than Cash	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹)	Cumulative Paid Up Capital (₹)
Upon Incorporation	10,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	10,000	Nil	1,00,000
October 14, 2021	9,90,000	10	10	Cash	Right Issue <sup>(ii)</sup>	10,00,000	Nil	1,00,00,000
April 25, 2022	4,00,000	10	82.00	Cash	Right Issue <sup>(iii)</sup>	14,00,000	2,88,00,000	1,40,00,000
July 04, 2022	61,60,000	10	-	Other than Cash	Bonus Issue in the ratio of 44:10 <sup>(iv)</sup>	75,60,000	2,88,00,000	7,56,00,000

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

S. No.	Name of Subscribers	Number of Shares Subscribed
1.	Sanjay Harish Motiani	5,000
2.	Kanchan Sanjay Motiani	4,000
3.	Anushka Sanjay Motiani	1,000
	<b>Total</b>	<b>10,000</b>

(ii) Right Issue of 9,90,000 Equity Shares of Face Value of Rs.10/- each fully paid up, details of which are given below:

S. No.	Name of Subscribers	Number of Shares Subscribed
1.	Sanjay Harish Motiani	3,95,000
2.	Kanchan Sanjay Motiani	2,96,000
3.	Anushka Sanjay Motiani	1,49,000
4.	Nikhil Sanjay Motiani	1,50,000
	<b>Total</b>	<b>9,90,000</b>

(iii) Right Issue of 4,00,000 Equity Shares of Face Value of Rs. 10/- each fully paid up, details of which are given below:

S. No.	Name of Subscribers	Number of Shares Subscribed
1.	Sanjay Harish Motiani	4,00,000
	<b>Total</b>	<b>4,00,000</b>

(iv) Bonus Issue of 61,60,000 Equity Shares of Face Value of Rs. 10/- each fully paid up in the ratio of 44(Forty Four ) equity shares for every 10 (Ten) equity shares held by shareholders, as per the details mentioned below:

S. No.	Name of Subscribers	Number of Shares Subscribed
1.	Sanjay Harish Motiani	35,06,800
2.	Kanchan Sanjay Motiani	13,20,000
3.	Anushka Sanjay Motiani	6,60,000
4.	Nikhil Sanjay Motiani	6,60,000
5.	Rajesh Khanna	4400
6.	Riddhi Kasliwal	4400
7.	Yashasvi Narang	4400
	<b>Total</b>	<b>61,60,000</b>

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

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



### 3. 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	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
July 04, 2022	61,60,000	10	--	Bonus in the ratio of 44:10 i.e. 44 Equity Share for every 10 Equity Shares held	Capitalization of Reserves & Surplus*	Sanjay Harish Motiani	35,06,800
						Kanchan Sanjay Motiani	13,20,000
						Anushka Sanjay Motiani	6,60,000
						Nikhil Sanjay Motiani	6,60,000
						Rajesh Khanna	4400
						Riddhi Kasliwal	4400
						Yashasvi Narang	4400

*\*Above allotment of shares has been made out of Reserve & Surplus available for distribution to shareholders and no part of revaluation reserve has been utilized for the purpose.*

### 4. Details of Allotment made in the last two years preceding the date of Draft Prospectus:

Except as mentioned in point 2 (ii), (iii) & (iv) above, we have not issued any Equity Share in the last two years preceding the date of Draft Prospectus.

- 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.
- Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
- Except as mentioned below, our Company has not made allotment at price lower than the issue price during the past one year from the date of the Draft prospectus:-

S. No.	Nature of Allotment	Date of Allotment	No of Shares Allotted	Price at which Allotment made
1.	Right Issue	October 14, 2021	9,90,000	10.00
2.	Bonus Issue	July 04, 2022	61,60,000	Nil

*Based on the Issue price, which shall be determined by Our Company in consultation with the LM, the above table shall be modified and updated in the final prospectus to be filed with ROC.*

We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

### 8. 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 Draft Prospectus:

**I - Our Shareholding Pattern:-**

Category	Category of shareholder	No. 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 eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII	XIII	XIV		
(A)	Promoter & Promoter Group	4	75,43,800	-	-	75,43,800	99.79	75,43,800	-	75,43,800	99.79	-	-	-	-	-	32,40,000	
(B)	Public	3	16,200	-	-	16,200	0.21	16,200	-	16,200	0.21	-	-	-	-	-	-	
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	7	75,60,000	-	-	75,60,000	100.00	75,60,000	-	75,60,000	100.00	-	-	-	-	-	32,40,000	

**Notes:-**

\*As on date of this Draft 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 Stock Exchange before commencement of trading of such Equity Shares.

**II – Shareholding pattern of the Promoter and Promoter Group**

S.No .	Category & Name of the Shareholders	No . of sh are hol ders	No. of fully paid up equity share s held	Partl y paid -up equity y shar es held	Nos. of shares underlyin g Depositor y Receipts	Total nos. shares held	Shareh olding (calcul ated as per SCRR, 1957) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underly ing Outstan ding converti ble securitie s (includi ng Warran ts)	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		Number of equity shares held in demateria lized form
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shar e s held (b)	No. (a)	As a % of total share s held (b)	
								Class Equity Shares of Rs.10/- each	Clas s Y	Total								
	I	II	III	IV	V	VI=IV+V+V I	VII	VIII				IX	X = VI+ IX	XI	XII		XIII	
(1)	Indian																	
(a)	Individuals/ HUF	3	67,33,800	-	-	67,33,800	89.07	67,33,800	-	67,33,800	89.07	-	-	-	-	-	-	
	Sanjay Harish Motiani	1	43,03,800	-	-	43,03,800	56.93	43,03,800	-	43,03,800	56.93	-	-	-	-	-	-	
	Kanchan Sanjay Motiani	1	16,20,000	-	-	16,20,000	21.43	16,20,000	-	16,20,000	21.43	-	-	-	-	-	16,20,000	
	Anushka Sanjay Motiani	1	8,10,000	-	-	8,10,000	10.71	8,10,000		8,10,000	10.71	-	-	-	-	-	8,10,000	
(b)	Central Government/ State Government(s)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Financial Institutions/ Banks	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any Other																	
	Body Corporate	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-Total (A)(1)	3	67,33,800	-	-	67,33,800	89.07	67,33,800	-	67,33,800	89.07	-	-	-	-	-	24,30,000	
(2)	Foreign																	
(a)	Individuals (Non- Resident Individuals/ Foreign Individuals)	1	8,10,000	-	-	8,10,000	10.71	8,10,000		8,10,000	10.71	-	-	-	-	-	8,10,000	
	Nikhil Sanjay	1	8,10,000	-	-	8,10,000	10.71	8,10,000		8,10,000	10.71	-	-	-	-	-	8,10,000	

	Motiani															
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	<b>1</b>	<b>8,10,000</b>	<b>-</b>	<b>-</b>	<b>8,10,000</b>	<b>10.71</b>	<b>8,10,000</b>		<b>8,10,000</b>	<b>10.71</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8,10,000</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>4</b>	<b>75,43,800</b>	<b>-</b>	<b>-</b>	<b>75,43,800</b>	<b>99.79</b>	<b>75,43,800</b>	<b>-</b>	<b>75,43,800</b>	<b>99.79</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>32,40,000</b>

*\*As on date of this Draft Prospectus 1 Equity share holds 1 vote.*

### III- Shareholding pattern of the Public shareholder

S.No.	Category & Name of the Shareholders	No. of share holders	No. of fully paid up equity share s held	Partl y paid -up equit y shar es held	Nos. of shares underl ying Deposi tory Receipt s	Total nos. shares held	Sharehol ding % ( calculate d as per SCRR, 1957)  As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Numbe r of equity shares held in demate rialized form
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total 54hare s held (b)	No. (not applic able) (a)	As a % of total share s held (not applicable) (b)	
								Class Equity Shares of Rs.10/- each	Cl ass Y	Tot al								
	I	II	III	IV	V	VI=III+ IV+V	VII	VIII				IX	X= VI+IX	XI		XII		XIII
(1)	Institutions																	
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Central Government/ State	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	<b>Government(s) / President of India</b>															
	<b>Sub-Total (B)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>(3)</b>	<b>Non- institutions</b>															
(a)	Individuals	3	16,200	-	-	16,200	0.21	16,200	-	16,200	0.21	-	-	-	-	-
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	3	16,200	-	-	16,200	0.21	16,200	-	16,200	0.21	-	-	-	-	-
	Rajesh Khanna	1	5400	-	-	5400	0.07	5400	-	5400	0.07	-	-	-	-	-
	Riddhi Kasliwal	1	5400	-	-	5400	0.07	5400	-	5400	0.07	-	-	-	-	-
	Yashasvi Narang	1	5400	-	-	5400	0.07	5400	-	5400	0.07	-	-	-	-	-
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other Body Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(3)</b>	3	16,200	-	-	16,200	0.21	16,200	-	16,200	0.21	-	-	-	-	-
	<b>Total Public Shareholding (B)=</b>	3	16,200	-	-	16,200	0.21	16,200	-	16,200	0.21	-	-	-	-	-

	(B)(1)+(B)(2)+ (B)(3)														
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**IV - Shareholding pattern of the Non-Promoter- Non Public shareholder**

S.No.	Category & Name of the Shareholders	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding (calculated as per SCRR, 1957)  As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in Share dematerialized form (Not applicable)
								No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (not applicable)	As a % of total shares held (not applicable)	
								Class Equity Shares of Rs.10/- each	Class Y	Total								
	I	II	III	IV	V	VI=III+IV +V	VII	VIII				IX	X= VI+IX	XI	XII		XIII	
(1)	Custodian/DR Holder																	
(a)	Name of Holder (if available)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub Total (c ) (1)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub Total (C ) (2)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Non-Promoter Non-Public shareholding (C )= (C )(1)+ (C ) (2)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

**9. 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 Draft Prospectus:-

Sr. No.	Names of Shareholder	Shares Held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital <sup>#</sup>
1.	Sanjay Harish Motiani	43,03,800	56.93
2.	Kanchan Sanjay Motiani	16,20,000	21.43
3.	Anushka Sanjay Motiani	8,10,000	10.71
4.	Nikhil Sanjay Motiani	8,10,000	10.71
	<b>Total</b>	<b>75,43,800</b>	<b>99.79</b>

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

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

Sr. No.	Names of Shareholder	Shares Held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital <sup>#</sup>
1.	Sanjay Harish Motiani	43,03,800	56.93
2.	Kanchan Sanjay Motiani	16,20,000	21.43
3.	Anushka Sanjay Motiani	8,10,000	10.71
4.	Nikhil Sanjay Motiani	8,10,000	10.71
	<b>Total</b>	<b>75,43,800</b>	<b>99.79</b>

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

c) One Year prior to the date of filling of this Draft Prospectus: -

Sr. No.	Names of Shareholders	Shares Held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital <sup>*</sup>
1.	Sanjay Harish Motiani	5000	50.00
2.	Kanchan Sanjay Motiani	4000	40.00
3.	Anushka Sanjay Motiani	1000	10.00
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>

*\*Details of shares held on September 01, 2021 and percentage held has been calculated based on the paid up capital of our Company as on September 01, 2021.*

d) Two Year prior to the date of filling of this Draft Prospectus: -

Sr. No.	Names of Shareholders	Shares Held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital <sup>*</sup>
1.	Sanjay Harish Motiani	5000	50.00
2.	Kanchan Sanjay Motiani	4000	40.00
3.	Anushka Sanjay Motiani	1000	10.00
	<b>Total</b>	<b>10,000</b>	<b>100.00</b>

*\*Details of shares held on July 31, 2020 and percentage held has been calculated based on the paid up capital of our Company as on July 31, 2020.*

**10.** Our Company has not made any Initial Public Offer of specified securities in the preceding two years.

**11.** There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Draft 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 Draft Prospectus, Our Promoters, Sanjay Harish Motiani, Kanchan Sanjay Motiani, Anushka Sanjay Motiani, Nikhil Sanjay Motiani holds 75,43,800 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 Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
<b>(A) Sanjay Harish Motiani</b>							
January 28, 2016	5,000	10.00	10.00	Cash	On Incorporation	0.07	[●]
October 14, 2021	3,95,000	10.00	10.00	Cash	Right Issue	5.22	[●]
April 25, 2022	4,00,000	10.00	82.00	Cash	Right Issue	5.29	[●]
June 30, 2022	(3000)	10.00	150.00	Cash	Transfer	(0.04)	[●]
July 04, 2022	35,06,800	10.00	Nil	Other than Cash	Bonus in the ratio of 44:10	46.39	[●]
<b>Total</b>	<b>43,03,800</b>					<b>56.93</b>	<b>[●]</b>
<b>(B) Kanchan Sanjay Motiani</b>							
January 28, 2016	4,000	10.00	10.00	Cash	On Incorporation	0.05	[●]
October 14, 2021	2,96,000	10.00	10.00	Cash	Right Issue	3.92	[●]
July 04, 2022	13,20,000	10.00	Nil	Other than Cash	Bonus in the ratio of 44:10	17.46	[●]
<b>Total</b>	<b>16,20,000</b>					<b>21.43</b>	<b>[●]</b>
<b>(C) Anushka Sanjay Motiani</b>							
January 28, 2016	1,000	10.00	10.00	Cash	On Incorporation	0.01	[●]
October 14, 2021	1,49,000	10.00	10.00	Cash	Right Issue	1.97	[●]
July 04, 2022	6,60,000	10.00	Nil	Other than Cash	Bonus in the ratio of 44:10	8.73	[●]
<b>Total</b>	<b>8,10,000</b>					<b>10.71</b>	<b>[●]</b>
<b>(D) Nikhil Sanjay Motiani</b>							
October 14, 2021	1,50,000	10.00	10.00	Cash	Right Issue	1.98	[●]
July 04, 2022	6,60,000	10.00	Nil	Other than Cash	Bonus in the ratio of 44:10	8.73	[●]
<b>Total</b>	<b>8,10,000</b>					<b>10.71</b>	
<b>GRAND TOTAL</b>	<b>75,47,700</b>					<b>99.84</b>	<b>[●]</b>

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

**(i) Details of transfer of Shares by Sanjay Harish Motiani of 3000 Equity Shares dated June 30, 2022.**

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
1.	June 30, 2022	Sanjay Harish Motiani	1000	Rajesh Khanna
2.			1000	Riddhi Kasliwal
3.			1000	Yashasvi Narang
Total			3.000	

**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	Sanjay Harish Motiani	43,03,800	8.54
2	Kanchan Sanjay Motiani	16,20,000	1.85
3	Anushka Sanjay Motiani	8,10,000	1.85
4	Nikhil Sanjay Motiani	8,10,000	1.85

#### 14. Shareholding of Promoters & Promoter 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	%
	<b>Promoters</b>				
1	Sanjay Harish Motiani	43,03,800	56.93	43,03,800	[●]
2.	Kanchan Sanjay Motiani	16,20,000	21.43	16,20,000	[●]
3.	Anushka Sanjay Motiani	8,10,000	10.71	8,10,000	[●]
4.	Nikhil Sanjay Motiani	8,10,000	10.71	8,10,000	[●]
	<b>Sub Total (A)</b>	<b>75,43,800</b>	<b>99.79</b>	<b>75,43,800</b>	<b>[●]</b>
	<b>Promoter Group</b>	-	-	-	
	<b>Sub Total (B)</b>	-	-	-	[●]
	<b>Grand Total (A+B)</b>	<b>75,43,800</b>	<b>99.79</b>	<b>75,43,800</b>	<b>[●]</b>

**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 Draft Prospectus.

Date of Allotment/Transfer	Name of Shareholder	No. of Equity Shares allotted /Transferred/ Acquired	% of Pre-Issue Capital	Subscribed/ Acquired/ Transfer	Category of Allottees (Promoter/ Promoter Group / Relatives)
April 25, 2022	Sanjay Harish Motiani	4,00,000	5.29	Right Issue of 4,00,000 Equity Shares	Promoter
June 30, 2022	Sanjay Harish Motiani	(3000)	0.04	Transfer	Promoter
July 04, 2022	Sanjay Harish Motiani	35,06,800	46.39	Subscribed (Bonus Issue)	Promoter
	Kanchan Sanjay Motiani	13,20,000	17.46		Promoter
	Anushka Sanjay Motiani	6,60,000	8.73		Promoter
	Nikhil Sanjay Motiani	6,60,000	8.73		Promoter

**16.** None of our Promoter, 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 Draft Prospectus.

#### 17. Details of Promoter’s Contribution Locked-in for Three Years

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

As on the date of this Draft Prospectus, our Promoter hold 75,43,800 Equity Shares constituting 73.44% of the Post – Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoter's contribution.

Our Promoter, Sanjay Harish Motiani, has given written consent to include 20,60,000 Equity Shares held by him and subscribed by him as part of Promoter's Contribution constituting 20.05% of the post issue Equity Shares of our Company. Further, he has agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ transfer and made fully paid up	No. of Equity Shares locked-in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding* %	Lock in Period
<b>Sanjay Harish Motiani</b>						
January 28, 2016	5,000	10.00	10.00	On Incorporation	0.05	3 Years
April 25, 2022	4,00,000	10.00	82.00	Right Issue	3.89	3 Years
July 04, 2022	16,55,000	10.00	Nil	Bonus Allotment	16.11	3 years
<b>Total</b>	<b>20,60,000</b>				<b>20.05</b>	

\*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 Promoter's Contribution as per Regulation 237 of the SEBI (ICDR) Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

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

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

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

Reg. No.	Promoter's 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. <b>Hence Eligible</b>
237 (1) (a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoter's contribution	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible</b>

Reg. No.	Promoter's Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237 (1) (b)	Specified securities acquired by promoter during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>
237(1) (c)	Specified securities allotted to promoter during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoter of the issuer and there is no change in the management: Provided that specified securities, allotted to promoter against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoter have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <b><u>Hence Eligible.</u></b>

#### Details of Promoter's 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 Promoter's contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 55,00,000 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:

- In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoter 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's 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.
- In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoter 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.
- Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoter 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.

- Neither, we nor our Promoter, Directors and the LM 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 Draft Prospectus, the entire Issued Share, 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 LM i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Prospectus.
21. As on the date of this Draft 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 7(Seven) shareholders as on the date of filing of this Draft Prospectus.
23. As on the date of filing of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoter or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer
24. Our Company has not raised any bridge loan against the proceeds of the Issue.
25. As on the date of this Draft Prospectus, none of the shares held by our Promoter / Promoter 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 Draft 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 has 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. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange i.e. BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
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 BSE, 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 this public issue.
- 38.** As per RBI regulations, OCBs are not allowed to participate in this issue.
- 39.** Our Promoters and Promoter Group will not participate in this Issue.
- 40.** This Issue is being made through Fixed Price Issue.
- 41.** Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
- 42.** 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.
- 43.** 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 Promoter 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 up to 27,12,000 Equity Shares of our Company at an Issue Price of Rs. [●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects: -

1. To meet Capital Expenditure requirements relating to IT equipments
2. Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company;
3. General Corporate Purpose
4. Issue expenses

(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 BSE SME platform. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

We are an IT equipment outsourcing company, engaged in providing end to end IT equipments on a rental and returnable basis in India. We provide laptops, desktops, printers, servers and other peripherals like CCTV cameras, projectors, storage devices etc. on rental basis mainly to small, medium and large corporate. The main objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the object’s clause of our Memorandum of Association.

### Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amt (Rs. in Lacs)
Gross Proceeds of the Issue	[●]
Less: Issue related expenses in relation to Issue	[●]
Net Proceeds	[●]

### 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:

S. No	Particulars	Amt (Rs. in Lacs)
1.	To meet Capital Expenditure requirements relating to IT equipments	854.78
2.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company;	850.00
3.	General Corporate Purpose	[●]
	<b>Total</b>	[●]

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:

Particulars	Amt (Rs. in Lacs)
Net Issue Proceeds	[●]
<b>Total</b>	[●]

*Since, the entire fund requirement are 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 Draft 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 68.

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 21 of the Draft Prospectus.

### **Details of Utilization of Net Proceeds**

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

#### **1. To meet Capital Expenditure requirements relating to IT equipments**

In order to expand our IT equipments rental business and to cater the demand of exiting & new customers, our Company is required to make capital expenditure in the IT equipments, involving mainly laptops and desktops. Our Company proposes to use part of net offer proceeds to the extent to Rs. 854.78 Lakhs to meet capital expenditure requirements in relation to purchase of laptops, desktops, laptop RAMs and Solid State Drives (SSD).

A detailed breakup of estimated cost towards purchase of IT equipments which are proposed to be funded from the net issue proceeds is set forth below:

S. No.	Equipment details	Qty.	Quotation Amt. (Rs. in lacs)*	Quotation Details
1	Laptops	1040	683.92	Quotation dated August 17, 2022 from SAM Computers, Mumbai
2	Desktops	170	157.05	
3	Solid State Drives (SSD)	350	9.65	
4	Laptop RAM’s	75	4.16	
<b>Total</b>			<b>854.78</b>	

\*Inclusive of GST

Notes:

The quotation received from the above supplier is valid as on the date of this Draft Prospectus. However, we have neither placed orders for the products nor entered into any definitive agreements with the supplier and there can be no assurance that the abovementioned supplier would be engaged to eventually provide the products 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. Furthermore, if any surplus from the proceeds remains after meeting the total cost of equipments for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.

We do not intend to purchase any second hand equipments in relation to this Object.

#### **2. Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company**



Our Company has entered into financing arrangements for availing certain terms loans and working capital loans. For disclosure of our borrowings as at March 31, 2022, see “Financial Indebtedness” beginning on page 151. Our Company proposes to utilize an aggregate amount of ₹ 850 lakhs from the Net Proceeds towards prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company.

The selection of borrowings proposed to be prepaid, repaid (earlier or scheduled) out of the borrowings provided in table below, shall be based on various factors including (i) cost of the borrowings to our Company, including applicable interest rates; (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements; (iii) levy of any prepayment penalties and the quantum thereof, (iv) provisions of any law, rules, regulations governing such borrowings, and (v) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. Payment of interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the internal accruals.

The repayment/ prepayment of loans by utilizing the Net Proceeds will help reduce our outstanding indebtedness, debt-servicing costs and improve our debt to equity ratio and enable utilization of internal accruals for further investment in business growth and expansion. In addition, we believe that the improved debt to equity ratio will enable us to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business.

The amounts outstanding against the loans disclosed below may vary from time to time, in accordance with the amounts drawn down, repayment, pre-payment and the prevailing interest rates. In case any of the borrowings proposed to be repaid/ pre-paid out of Net Proceeds, are repaid, refinanced or pre-paid or further drawn-down or freshly drawn-down, within existing limits or enhanced limits, prior to the completion of the Issue, we may utilize the Net Proceeds towards repayment or pre-payment of the additional borrowings. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional borrowings availed, if any or otherwise), in part or full, would not exceed ₹ 850 lakhs.

The following table provides details of certain borrowings availed by us which are outstanding as on July 31, 2022, out of which we may repay or prepay, in full or in part, any or all of the borrowings from the Net Proceeds:

Name of Lender	Nature of loan or facility	Purpose of loan or facility availed as per loan or facility documentation	Sanctioned Amount (Rs. in lakhs)	Rate of interest	Re-Payment Schedule	Pre-payment penalty, if any as per loan or facility documentation	Outstanding amount as on 31.07.22 as per Books (Rs. in lakhs)
Standard Chartered Bank	Term Loan-1	Working Capital (LAP)	538.00	Repo rate + 4.10% p.a. (variable) i.e. <b>8.5%</b>	Repayable in 180 monthly instalments of Rs. 5.17 lakhs	4% on outstanding amount	492.14
Standard Chartered Bank	Term Loan-2	Working Capital (LAP)	800.00	Repo rate+ 3.00% pa(variable) i.e. <b>7.4%</b>	Repayable in 180 Monthly instalments of Rs. 7.19 lakhs	4% on outstanding amount	776.99
Kotak Mahindra Bank Ltd.	Overdraft facility	Dropline over draft facility against Mortgage of Property	500	Repo Rate + 3.90% <b>8.4%</b>	NA	Pre-payment penalty as per Bank Rules.	251.11

\* In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, our Company has obtained a certificate dated August 30, 2022 from our Statutory Auditors, Vinod Kumar Jain & Co, certifying the utilization of each loan for the purpose for which it was availed and the amount outstanding as on July 31, 2022.

### 3. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds, in accordance with Regulation 7(2) of the SEBI ICDR Regulations, to drive our business growth, including, amongst other things, (i) funding growth opportunities, including strategic initiatives; (ii) meeting any expenses incurred in the ordinary course of business by the Company; (iii) servicing of borrowings including payment of interest; (iv) brand building and other marketing expenses; (v) meeting of exigencies which our Company may face in the course of any business; (vi) meeting any capital expenditure and (vii) any other purpose as permitted by applicable laws and as approved by our Board or a duly appointed committee thereof.

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

### 4. Public Issue Expenses

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

Activity	(Rs. in Lakh) *	As a % of Estimates Issue Expenses	As a % of Issue Size
Lead Manger Fees	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees*, Underwriting fees and Miscellaneous Expenses)	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

\* Includes commission/Processing fees of Rs. [●] per valid application forms for SCSB"s. In case the total processing fees payable to SCSBs exceeds Rs. [●] lakh, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed Rs. [●] lakh.

### 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:

(Rs. In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized in F.Y. 2022-23	Amount to be deployed and utilized in F.Y. 2023-24	Total
1.	To meet Capital Expenditure requirements relating to IT equipments	524.78	330.00	854.78
2.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company;	850.00	-	850.00
3.	General Corporate Purpose	[●]	-	[●]
	<b>Total</b>	[●]	[●]	[●]

### Funds Deployed and Source of Funds Deployed:

[●], Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (Rs. in Lakh)
Issue Expenses	[●]
<b>Total</b>	<b>[●]</b>

#### Sources of Financing for the Funds Deployed:

[●], Chartered Accountants vide their certificate dated [●] have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (Rs. in Lakh)
Internal Accruals	[●]
<b>Total</b>	<b>[●]</b>

#### 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 the Draft Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

#### Monitoring Utilization of Funds

As the size of the Issue will not exceed Rs.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 Draft 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 Promoter, our Directors, our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our Directors or key managerial personnel except in the normal course of business and in compliance with the applicable laws.

## 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 21, 85 and 123 respectively of the Draft Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price will be determined by our Company in consultation with the LM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is Rs. 10.00 each and the Issue Price is Rs. [●], which is [●] times of the face value.

### QUALITATIVE FACTORS

We believe the following business strengths allow us to successfully compete in the industry and the following are our primary competitive strength:

1. Wide range of offerings with capability to provide customized and integrated IT solutions
2. Wide presence in domestic Market with diverse base of customers
3. Experienced management and operational team
4. Long standing relationship with customers
5. Proven track record of strong financial performance

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 85 of the Draft 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 123 of this Draft Prospectus.

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

#### 1. Basic & Diluted Earnings per share (EPS) (Face value of Rs. 10 each), as adjusted for change in capital:

As per the Restated Financial Statements;

Sr. No	Period	Basic & Diluted EPS	Weights
1.	Period ending March 31, 2022	12.48	3
2.	Period ending March 31, 2021	4.76	2
3.	Period ending March 31, 2020	3.80	1
	<b>Weighted Average</b>	<b>8.46</b>	

Notes:

- i. The figures disclosed above are based on the Weighted Average Number of shares as derived in the Restated Financial Statements of the Company. For details, please refer to Note Z – Restated Statement of Mandatory Accounting Ratios
- ii. The face value of each Equity Share is Rs.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. There are no dilutive shares outstanding at the end of the Fiscal year ending March 31, 2020, March 31, 2021 and March 31, 2022.

**Price Earning (P/E) Ratio in relation to the Issue Price of Rs. [●]**

Particulars	(P/E) Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2022.	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]

**Note:**

i. The P/E ratio has been computed by dividing Issue Price with EPS.

**Industry P/E Ratio**

There are no listed companies in India that are engaged in a business similar to that of our company accordingly it is not possible to provide an industry comparison in relation to our company.

**Return on Net worth (RoNW)\***

Sr. No	Period	RONW(%)	Weights
1.	F.Y. 2021-22	43.95%	3
2.	F.Y. 2020-21	31.70%	2
3.	F.Y. 2019-20	36.99%	1
	<b>Weighted Average</b>	<b>39.00%</b>	

\*Restated Profit after tax/Net Worth

**Note:**

i. The RoNW has been computed by dividing net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year/period

**4. Net Asset Value (NAV) per Equity Share:**

Sr. No.	NAV per Equity Share*	Amt. (in Rs.)
1.	As at March 31, 2022	28.40
2.	As at March 31, 2021	15.03
3.	NAV per Equity Share after the Issue	[●]
4.	Issue Price	[●]

**Note:**

i. The NAV per Equity Share has been computed by dividing restated networth with weighted average number of equity shares outstanding at the end of the year.

**6. Comparison of Accounting Ratios with Industry Peers**

There are no listed companies in India that are engaged in a business similar to that of our company accordingly it is not possible to provide an industry comparison in relation to our company.

The Issue Price of ₹ [●] has been determined by our Company in consultation with the LM and will be justified by us in consultation with the LM on the basis of the above information. Investors should read the abovementioned information along with "**Our Business**", "**Risk Factors**" and "**Restated Financial Statements**" on pages 85, 21 and 123 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  
**Silicon Rental Solutions Limited**  
Gr. Floor, Mohini Heights, 5th Road,  
Khar (West), Mumbai 40052

Dear Sirs,

**Sub: Statement of Special Tax Benefits ('The Statement') available to Silicon Rental Solutions Limited ('The Company') and its shareholders under the Direct and Indirect Tax Laws in India**

We hereby report that the enclosed annexure prepared by the management of **Silicon Rental Solutions 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.

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

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

**For Vinod Kumar Jain & Co.**  
**Chartered Accountants**  
**FRN 111513W**

**Sd/-**  
**Vinod Kumar Jain**  
**Proprietor M. No. 036373**  
**UDIN: 22036373AOWQXH1352**

**Place: Mumbai**  
**Date : 05 –Aug - 2022**

## **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 AND INDIRECT TAX BENEFITS TO THE COMPANY**

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

### **B. 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. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.
2. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.



## **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.*

#### **Global Scenario**

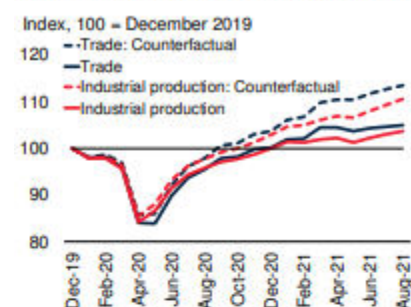
After rebounding to an estimated 5.5 percent in 2021, global growth is expected to decelerate markedly to 4.1 percent in 2022, reflecting continued COVID-19 flare-ups, diminished fiscal support, and lingering supply bottlenecks. The near-term outlook for global growth is somewhat weaker, and for global inflation notably higher, than previously envisioned, owing to pandemic resurgence, higher food and energy prices, and more pernicious supply disruptions. Global growth is projected to soften further to 3.2 percent in 2023, as pent-up demand wanes and supportive macroeconomic policies continue to be unwound. Although output and investment in advanced economies are projected to return to pre-pandemic trends next year, in emerging market and developing economies (EMDEs)—particularly in small states and fragile and conflict-afflicted countries— they will remain markedly below, owing to lower vaccination rates, tighter fiscal and monetary policies, and more persistent scarring from the pandemic. Various downside risks cloud the outlook, including simultaneous Omicron-driven economic disruptions, further supply bottlenecks, a de-anchoring of inflation expectations, financial stress, climate-related disasters, and a weakening of long-term growth drivers. As EMDEs have limited policy space to provide additional support if needed, these downside risks heighten the possibility of a hard landing. This underscores the importance of strengthening global cooperation to foster rapid and equitable vaccine distribution, calibrate health and economic policies, enhance debt sustainability in the poorest countries, and tackle the mounting costs of climate change. EMDE policy makers also face the challenges of heightened inflationary pressures, spillovers from prospective advanced-economy monetary tightening, and constrained fiscal space. Despite budgetary consolidation, debt levels—which are already at record highs in many EMDEs—are likely to rise further owing to sustained revenue weakness. Over the longer term, EMDEs will need to buttress growth by pursuing decisive policy actions, including reforms that mitigate vulnerabilities to commodity shocks, reduce income and gender inequality, and enhance preparedness for health- and climate-related crises.

Growth in advanced economies is forecast to decelerate from 5 percent in 2021 to 3.8 percent in 2022 as the unwinding of pent-up demand only partly cushions a pronounced withdrawal of fiscal policy support. Growth is projected to moderate further in 2023 to 2.3 percent as pent-up demand is exhausted. Despite the slowdown, the projected pace of expansion will be sufficient to return aggregate advanced-economy output to its prepandemic trend in 2023 and thus complete its cyclical recovery. A solid rebound is projected for investment, based on sustained aggregate demand and broadly favorable financing conditions.

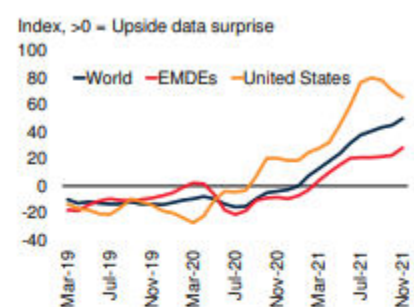
In contrast to advanced economies, most EMDEs are expected to suffer substantial scarring to output from the pandemic, with growth trajectories not strong enough to return investment or output to pre-pandemic trends over the forecast horizon of 2022-23. EMDE growth is projected to slow from 6.3 percent in 2021 to 4.6 percent in 2022, as the ongoing withdrawal of macroeconomic support, together with COVID-19 flare-ups amid the spread of the Omicron variant and continued vaccination obstacles, weigh on the recovery of domestic demand. In one-third of EMDEs, many of which are tourism-reliant economies or small states, output this year is expected to remain lower than in 2019. Growth in China is expected to ease to 5.1 percent this year, reflecting the lingering effects of the pandemic and additional regulatory tightening. Growth in LICs is anticipated to firm to 4.9 percent in 2022—below its historical average, as limited policy space constrains the recovery and as high inflation, including of food prices, and continued conflict in some cases dampen consumption.

Figure 1

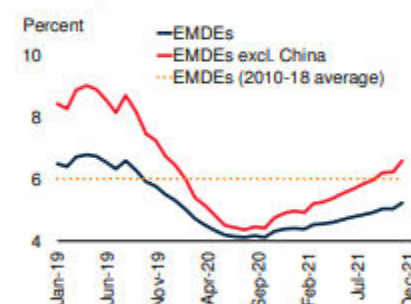
**A. Impact of supply bottlenecks on global trade and industrial production**



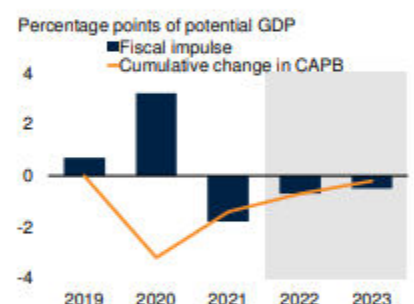
**B. Inflation surprises**



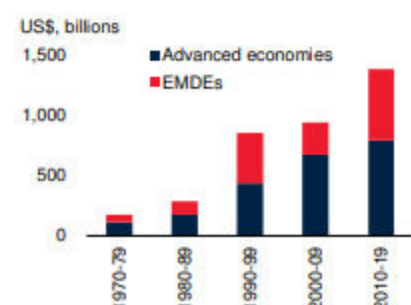
**C. Policy rates in EMDEs**



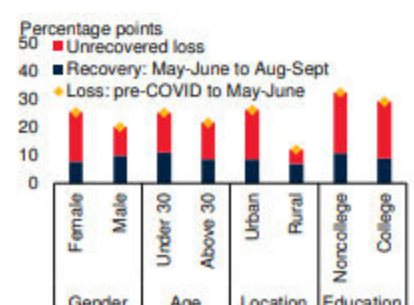
**D. Fiscal stance in EMDEs**



**E. Economic losses from weather and climate disasters**



**F. Job losses and recoveries between May-June and August-September 2020**



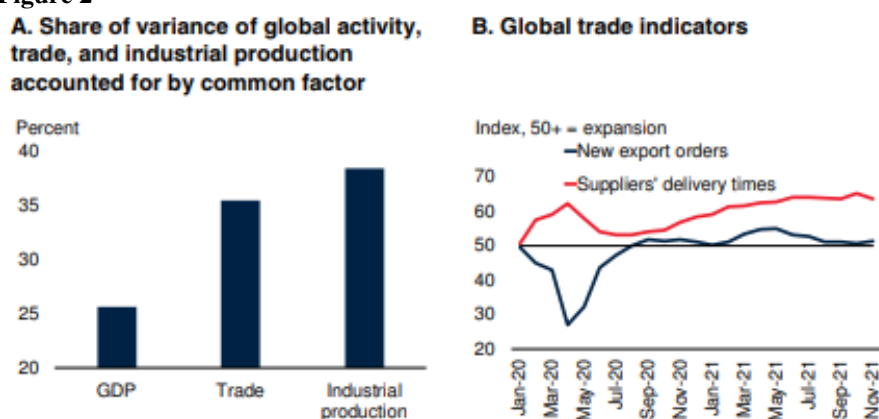
In 2023, EMDE growth is forecast to edge further down to 4.4 percent—notably below the 5.1 percent average of the past decade—as domestic demand stabilizes and commodity prices moderate. Despite the continued recovery, the pandemic is expected to scar EMDE output for a prolonged period, in part through its adverse effects on human and physical capital accumulation. Aggregate output in 2023 is expected to be about 4 percent below its prepandemic trend—and, in fragile and conflict affected EMDEs, over 7 percent below, as they face heightened uncertainty, security challenges, weak investment prospects, and anemic vaccination progress.

The near-term global outlook is a touch below previous forecasts, with a modest downgrade to growth in both advanced economies and EMDEs. Although the forecast for EMDE growth in 2022 is only slightly weaker than previous projections, this masks notable divergences across regions. Downgrades in Europe and Central Asia and Latin America and the Caribbean, due to faster removal of policy support, are accompanied by upgrades in the Middle East and North Africa and Sub-Saharan Africa amid higher-than-expected oil revenues.

In addition to the possibility of new pandemic resurgences, other risks cloud the outlook: persistent supply bottlenecks could further disrupt global activity and trade, and continued inflation surprises could de-anchor inflation expectations. Many EMDEs have tightened monetary policy to contain inflationary pressures. Pandemic-related fiscal support in EMDEs is expected to be largely unwound by 2023. Policy action is needed to tackle the rising costs of climate-related disasters. With vulnerable groups having disproportionately suffered job losses during the pandemic, policy efforts are also needed to reverse increases in gender and income inequality.

Global goods trade has recovered swiftly, driven by a rotation of demand toward trade-intensive manufactured goods, as suggested by the close comovement of global trade and industrial production. Incoming data suggest that significant strains on supply chains may be easing slightly.

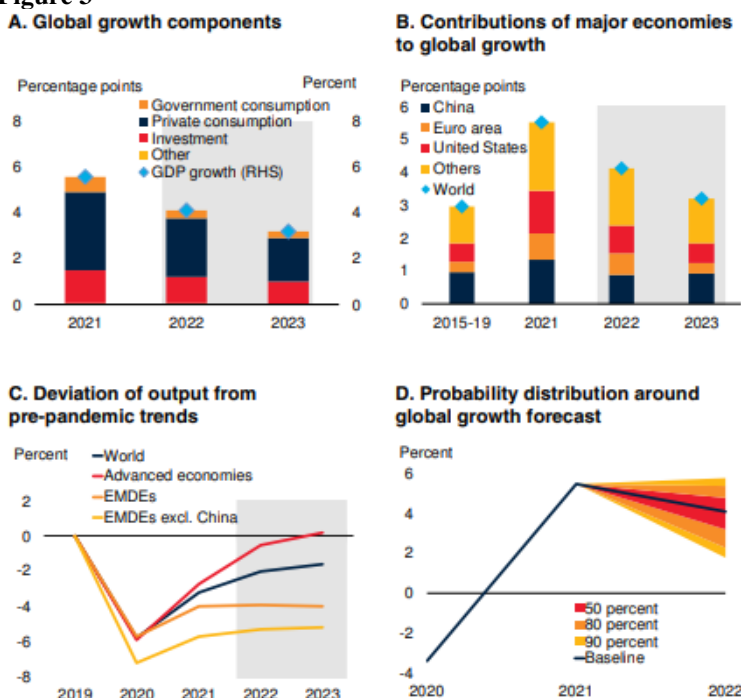
**Figure 2**



Growth is expected to slow in the United States and the euro area, as pent-up demand is depleted and policy support is gradually withdrawn. Benign financial conditions and sustained consumer demand are expected to support a continuing solid recovery in investment. Supply bottlenecks and tight labor markets have contributed to inflationary pressures, most notably in the United States. China's growth has moderated appreciably, reflecting recurring mobility restrictions and regulatory tightening; however, export growth remains solid.

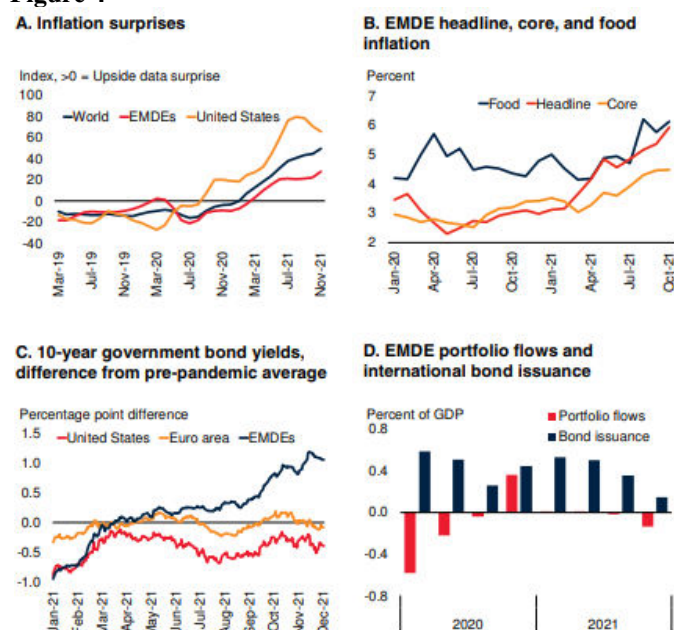
Global growth is set to moderate as the initial rebound in consumption and investment fades and macroeconomic support is withdrawn. Much of the global slowdown over the forecast horizon is accounted for by major economies. The cyclical recovery in advanced economies is envisioned to outpace that in emerging market and developing economies (EMDEs). The global outlook is clouded by various risks, which are tilted to the downside.

**Figure 3**



In recent months, inflationary pressures across the world have intensified at a faster-than-anticipated pace. Like advanced economies, emerging market and developing economies (EMDEs) have experienced broadbased increases in headline and core inflation since mid-2020. EMDE government bond yields have also increased. Although international bond issuance has remained robust, portfolio flows to EMDEs have declined, reflecting concerns about growth prospects and pandemic risks.

**Figure 4**



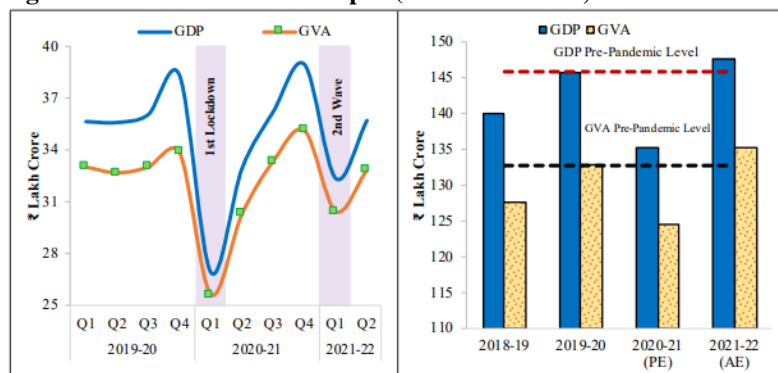
(Source: <https://openknowledge.worldbank.org/bitstream/handle/10986/36519/9781464817601-ch01.pdf> )

## Indian Economy Overview

Two years into the COVID-19 pandemic, the global economy continues to be plagued by uncertainty, with resurgent waves of mutant variants, supply-chain disruptions, and a return of inflation in both advanced and emerging economies. Moreover, the likely withdrawal of liquidity by major central banks over the next year may also make global capital flows more volatile.

The Indian economy, as seen in quarterly estimates of GDP, has been staging a sustained recovery since the second half of 2020-21. Although the second wave of the pandemic in April June 2021 was more severe from a health perspective, the economic impact was muted compared to the national lockdown of the previous year. Advance estimates suggest that GDP will record an expansion of 9.2 per cent in 2021-22. This implies that the level of real economic output will surpass the pre-COVID level of 2019-20.

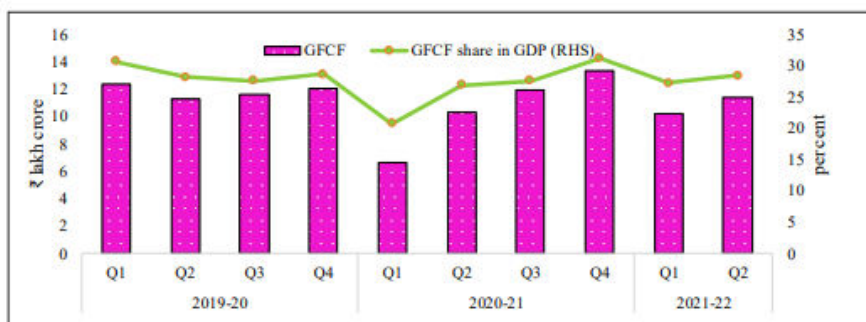
**Figure 5: Gross Domestic Output (Constant Prices, Base Year:2011-12)**



Source: National Accounts Statistics (NSO), MoSPI

Investment, as measured by Gross Fixed Capital Formation (GFCF) is expected to see strong growth of 15 per cent in 2021-22 and achieve full recovery of pre-pandemic level. Government's policy thrust on quickening virtuous cycle of growth via capex and infrastructure spending has increased capital formation in the economy lifting the investment to GDP ratio to about 29.6 per cent in 2021-22, the highest in seven years.

**Figure 6 Gross Fixed Capital Formation (GFCF)**



Source: NSO, MoSPI

Note: Absolute figures at constant (2011-12) prices, shares as per current prices

The fiscal support given to the economy as well as the health response caused the fiscal deficit and government debt to rise in 2020-21. However, there has been a strong rebound in government revenues in 2021-22 so far. The revenue receipts of the central government during April- November 2021 have gone up by 67.2 per cent (YoY), as against an estimated growth of 9.6 per cent in the 2021-22 Budget Estimates. The tax collections have been buoyant for both direct and indirect taxes. The gross monthly GST collections have crossed ` 1 lakh crore consistently since July 2021

Figure 7 Direct and indirect tax revenue

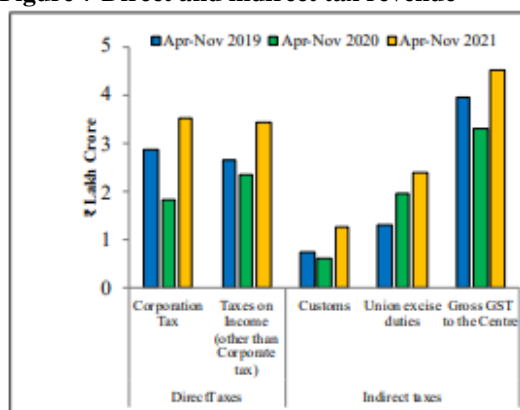


Figure 8 Fiscal and Primary deficit

Source: Office of CGA

Source: Office of CGA

Inflation has reappeared as a global issue in both advanced and emerging economies (Figure 33). The surge in energy prices, non-food commodities, input prices, disruption of global supply chains, and rising freight costs stoked global inflation during the year. In India, Consumer Price Index (CPI) inflation moderated to 5.2 per cent in 2021-22 (April-December) from 6.6 per cent in the corresponding period of 2020-21. It was 5.6 per cent (YoY) in December 2021, which is within the targeted tolerance band (Figure 34). The decline in retail inflation in 2021-22 was led by easing of food inflation (details in Chapter 5). Wholesale Price Inflation (WPI), however, has been running in double-digits. The inflation in 'fuel and power' group of WPI was above 20 per cent reflecting higher international petroleum prices. Although the high WPI inflation is partly due to base effects that will even out, India does need to be wary of imported inflation, especially from elevated global energy prices.

## OVERVIEW OF INFORMATION TECHNOLOGY SECTOR

The Indian Information Technology/ Information Technology Enabled Services (IT/ITeS) industry is a global powerhouse today, and its impact on India has been incomparable. It has contributed immensely in positioning the country as a preferred investment destination amongst global investors and creating huge job opportunities in India, as well as in the USA, Europe and other parts of the world. In the last decade, the industry has grown many fold in revenue terms, and relative share to India's GDP is around 8 per cent in FY2020-21(E). India is the topmost off-shoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. The country's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be its Unique Selling Proposition (USP) in the global sourcing market. Indian IT-ITeS industry offers cost-effectiveness, great quality, high reliability, speedy deliveries and, above all, the use of state-of-the-art technologies globally.

The Indian IT/ ITeS industry has a leading position globally and has been progressively contributing to the growth of exports and creation of employment opportunities. India's IT-BPM industry (excluding e-commerce) is expected to grow by 2.3% to reach at USD 194 billion, including exports of 150 USD Billion in FY2020-21 (E). The IT-ITeS Industry has also created large employment opportunities and is estimated to employ 4.47 million professionals, an addition of 1,38,000 people over FY 2019-2020. Women employees account for 36% (1.4 million) share in total industry employee base.

The Ministry of Electronics and Information Technology is coordinating strategic activities, promoting skill development programmes, enhancing infrastructure capabilities and supporting R&D for India's leadership position in IT and IT-enabled Services.

Source: <https://www.meity.gov.in/content/software-and-services-sector>

### **Large contribution to the Indian economy**

The IT industry accounted for 8% of India's GDP in 2020. India's IT industry is expected to contribute 10% to India's GDP by 2025. The computer software and hardware sector in India attracted cumulative foreign direct investment (FDI) inflows worth US\$ 81.31 billion between April 2000-December 2021. The sector ranked 2 nd in FDI inflows as per the data released by Department for Promotion of Industry and Internal Trade (DPIIT). Computer software and hardware make up 14.19% of the cumulative FDI inflows.

### **Strong growth opportunities**

According to the National Association of Software and Service Companies (Nasscom), the Indian IT industry's revenue is expected to touch US\$ 227 billion in FY22 from US\$ 196 billion in FY21. As per a survey by Amazon Web Services (2021), India is expected to have nine times more digitally skilled workers by 2025. This indicates that a total of ~ 3.9 billion digital skill trainings will be expected by 2025. As of 2021, digitally trained employees constitute 12% of the country's workforce.

### **Export and employment growth**

Exports from the Indian IT industry stood at US\$ 149 billion in FY21. The BPM sector in India currently employs >1.4 million people, while IT and BPM together have >4.5 million workers, as of FY21.

### **Most lucrative sector for investments**

The computer software and hardware sector in India attracted cumulative foreign direct investment (FDI) inflows worth US\$ 81.31 billion between April 2000-December 2021. The sector ranked 2 nd in FDI inflows as per the data released by Department for Promotion of Industry and Internal Trade (DPIIT). Computer software and hardware make up 14.19% of the cumulative FDI inflows.

### **Accelerating demand for cloud and digital transformation**

This push towards cloud services has boosted hyper-scale data centre investments, with global investments estimated to exceed US\$ 200 billion annually by 2025. India is expected to gain a significant share in the global market, with the country's investment expected to hit US\$ 5 billion annually by 2025.

(Source: IBEF - IT & BPM Report: March 2022)

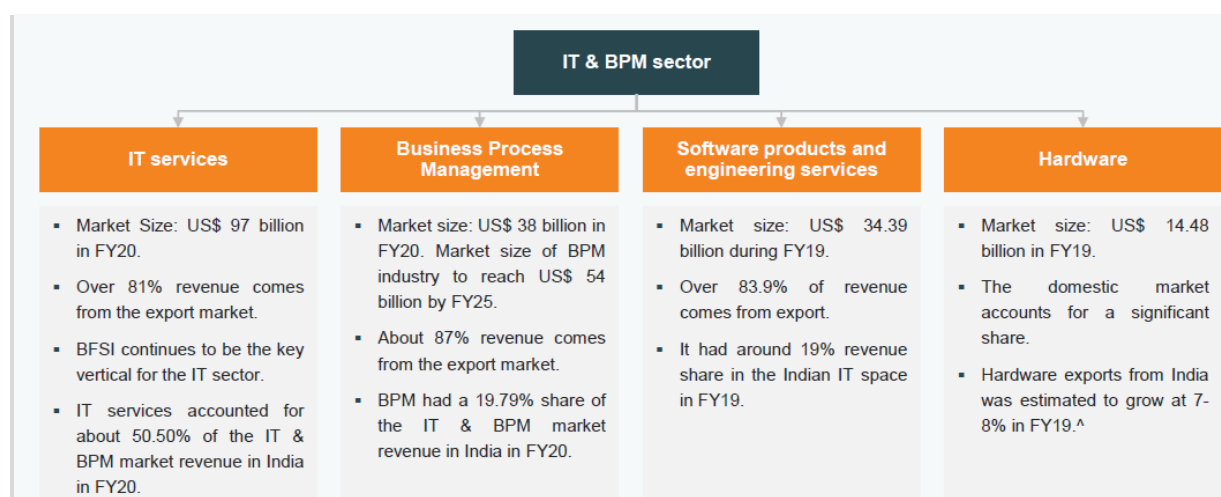
### **Advantage to India:**

<b>Competitive Advantage</b>	<ul style="list-style-type: none"> <li>• In FY21, India ranked third worldwide with 608,000 cloud experts across all verticals, including technology.</li> <li>• Japanese investments in the Indian IT sector grew 4X between 2016 and 2020. Investments stood at US\$ 9.2 billion in the review period.</li> <li>• A preferred destination for IT &amp; BPM in the world, it continues to be a leader in the global sourcing industry with 52% market share (as of FY20) in services exports from the country.</li> </ul>
<b>Growing Demand</b>	<ul style="list-style-type: none"> <li>• Strong growth in demand for export from new verticals.</li> <li>• In FY22, the top three Indian IT companies, TCS, Wipro and Infosys, are expected to</li> </ul>



	<p>offer ~1.05 lakh job opportunities, due to the increasing demand for talent and skill.</p> <ul style="list-style-type: none"> <li>India's IT and business services market is projected to reach US\$ 19.93 billion by 2025.</li> <li>According to Gartner estimates, IT spending in India is expected to increase to US\$ 101.8 billion in 2022 from an estimated US\$ 81.89 billion in 2021.</li> </ul>
<b>Global Footprints</b>	<ul style="list-style-type: none"> <li>Indian IT firms have delivery centres across the world.</li> <li>IT &amp; BPM industry is well diversified across verticals such as BFSI, telecom and retail.</li> <li>Increasing strategic alliance between domestic and international players to deliver solutions across the globe.</li> </ul>
<b>Policy support</b>	<ul style="list-style-type: none"> <li>In September 2021, the Indian government issued Goods and Services Tax (GST) Council's clarification on intermediaries for the IT &amp; BPM industry, simplifying the refund process.</li> <li>In Union Budget 2022-23, the allocation for IT and telecom sector stood at Rs. 88,567.57 crore (US\$ 11.58 billion).</li> <li>The Ministry of Electronics and Information and Technology (MeitY) has approved 14 eligible applicants under the production linked incentive scheme (PLI) for IT hardware.</li> </ul>

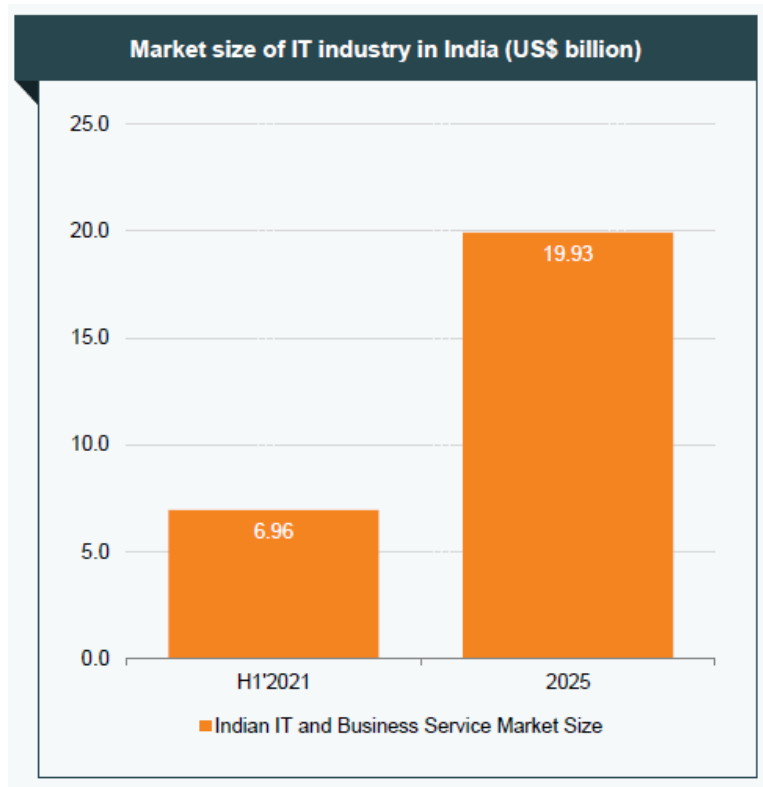
### Segments of India's IT Sector:



(Source: IBEF - IT & BPM Report: March 2022)

### India's IT market size

The IT & business service industry's revenue was estimated at ~US\$ 6.96 billion in the first half of 2021, an increase of 6.4% YoY. The IT industry added 4.5 lakh new employees in FY22 (as of February 2022), the highest addition in a single year. Women accounted for 44% of the total new employees. Exports from the Indian IT industry stood at US\$ 149 billion in FY21. In November 2021, Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, lauded the Indian IT sector for excelling its competitive strength with zero government interference. He further added that service exports from India has the potential to reach US\$ 1 trillion by 2030. Spending on information technology in India is expected to reach US\$ 144 billion in 2023. The cloud market in India is expected to grow three-fold to US\$ 7.1 billion by 2022 with the help of growing adoption of Big Data, analytics, artificial intelligence and Internet of Things (IoT), according to Cloud Next Wave of Growth in India report. India's digital economy is estimated to reach US\$ 1 trillion by 2025. Artificial Intelligence (AI) is expected to boost India's annual growth rate by 1.3% by 2035, according to NTI Aayog. The Karnataka government has signed three MoUs worth US\$ 13.4 million (Rs. 100.52 crore) to help the state's emerging technology sector.



## **IT sector to be driven by strong demand and Indian expertise**

### **1. Combat Cyber-security**

- India's Ministry of Home Affairs and the National Critical Information Infrastructure Protection Centre are working on a new national strategy to strengthen the country's cybersecurity amid allegations that Chinese intrusions may have affected operations at a key stock exchange and supply of electricity in Mumbai.
- In September 2021, the Indian government announced a plan to build a cyber lab for the 'Online Capacity Building Programme on Crime Investigation, Cyber Law and Digital Forensics' to strengthen cyber security capabilities.

### **2. Talent pool**

- NASSCOM has estimated that the digital talent pool in India will cross 1.17 million in FY21, increase of 32% YoY.
- In October 2021, hiring activity in India increased by 43% YoY, driven by strong demand for technology professionals.
- The industry added 4.5 lakh new employees in FY22 (as of February 2022), the highest addition in a single year. Women accounted for 44% of the total new employees.

### **3. Public cloud market**

- Public cloud adoption in India is projected to grow by 30% YoY to reach US\$ 7.3 billion by 2022, driven by rising demand from companies for IT modernization

### **4. Infrastructure**

- Infrastructure software revenue in India was forecasted to reach US\$ 4.6 billion in 2021, an increase of 12% YoY, driven by rising demand for security-as-a service offerings and detection and response capabilities.

### **5. Policy support**



- More liberal system for raising capital, seed money and ease of doing business.
- Government of India announced plans to launch a national programme on AI\* and setting up of a National AI portal.
- In Union Budget 2022-23, the allocation for IT and telecom sector stood at Rs. 88,567.57 crore (US\$ 11.58 billion).
- The government introduced the STP Scheme, which is a 100% export oriented scheme for the development and export of computer software, including export of professional services using communication links or physical media.
- Tax holidays for STPI and SEZs.

### **Shared Hardware v/s Owned Hardware**

Depending on the anticipated volume of transactions, it may be viable to rent shared space on an outsourcer's servers and other hardware, and thereby avoid much of the capital outlay and maintenance costs entailed in owning the hardware.

The decision will be driven by comparing the present value of the difference in periodic costs of shared hardware and the capital outlay for owned hardware. The analysis should also consider the costs of the operating systems and database, and whether they are included in the shared hardware arrangement. If this option is used, it is important to provide for safeguards against the risks of sharing servers with other users.

The costs of managed co-location will be charged on different bases by different co-location facilities, but generally consist of a rack space charge per unit of space, a maintenance fee per device for minor services, such as swapping out drives, a charge for periodically removing and installing back-up media in an automated back-up device, offsite back-up storage charge, and an access charge to permit maintenance by registry IT staff or contractors. All these components are generally flat periodic charges, so budgeting for them is straightforward. To reduce the capital costs, it is possible to lease servers in a co-location facility. In this case, the costs will be similar to the costs for managed co-location of owned servers, but with the addition of the lease charge.

If hardware is purchased, there will be maintenance costs for the hardware and system software (operating system and data base) after the warranty periods. Those costs may be charged on a periodic flat rate per item or on a per call basis. In the latter case, the number of hours of each type of maintenance service must be estimated and multiplied times the rate for the type of service. If hardware is leased from the co-location facility, the system software maintenance costs may or may not be included, so it is necessary to determine that when budgeting.

(Source: <https://documents1.worldbank.org/curated/pt/193261570112901451/pdf/Knowledge-Guide.pdf>)

### **BFSI - a key business vertical for IT & BPM industry**

- BFSI is a key business vertical for the IT & BPM industry. A major share of revenue of IT majors comes from the BFSI business vertical.
- Adoption of new technologies is expected to accelerate growth of the BFSI vertical. The need for undertaking investment in IT will also be required for gaining competitive advantage instead of solely reducing operational costs.
- In May 2021, Infosys entered a partnership with Majesco, a New Jersey-based cloud insurance software solutions provider, to enable insurance companies to aid in digital adoption and transformation across the insurance value chain.
- In July 2021, TCS expanded its strategic partnership with Royal London, the largest mutual life insurance, pensions and investment company in the UK, to help the latter transform its pension platform estate and deliver market-leading services to members and customers.
- In August 2021, Tata Consultancy Services was adjudged a leader in the NelsonHall NEAT for CX Services in Banking, Financial Services and Insurance (BFSI).
- In February 2022, Bangalore-based edtech startup 'BygC' launched India's first upskilling focused community platform for young graduates and people seeking jobs in the BFSI sector.

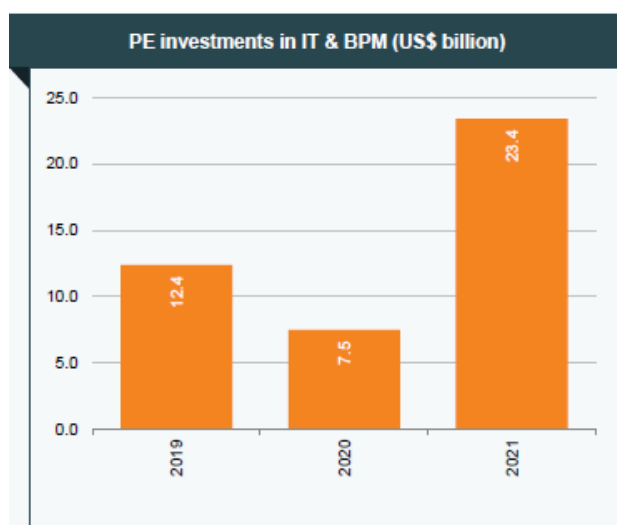
## SEZs to drive IT sector; tier II cities emerge as new centers

Parameters	STPI	SEZ
Term	<ul style="list-style-type: none"> <li>10 years</li> </ul>	<ul style="list-style-type: none"> <li>15 years</li> </ul>
Fiscal benefits	<ul style="list-style-type: none"> <li>100% tax holiday on export profits</li> <li>Exemption from excise duties and customs</li> </ul>	<ul style="list-style-type: none"> <li>100% tax holiday on exports for first 5 years</li> <li>Exemption from excise duties and customs</li> </ul>
Location and size restrictions	<ul style="list-style-type: none"> <li>No location constraints</li> <li>23% STPI units in tier II and III cities</li> </ul>	<ul style="list-style-type: none"> <li>Restricted to prescribed zones with a minimum area of 25 acres</li> </ul>

IT-SEZs have been initiated with an aim to create zones that lead to infrastructural development, exports and employment. As of November 2021, there were 425 approved SEZs across the country, and of these, 276 are from IT & ITes and 145 are exporting SEZs. Over 50 cities already have basic infrastructure and human resources to support the global sourcing and business services industry. Some cities are expected to emerge as regional hubs supporting domestic companies. Software Technology Parks of India (STPI) has set up 57 centres across the country to provide single window clearance and infrastructure facilities. STPI units can avail excise duty exemptions on procurement of indigenously manufactured goods. In October 2021, STPI FinBlue in Chennai selected 20 start-ups from the FinTech domain including trading, banking and lending to explore cross-border collaboration. It has signed an MoU with ASEAN Financial Innovation Network Ltd. In October 2021, the STPI and Society for Innovation & Entrepreneurship, IIT Bombay, signed an MoU to strengthen the start-up ecosystem by leveraging the latter's expertise and knowledge.

## Impressive growth prospects sustain PE and VC interest

IT & BPM is the second leading sector in receipt of private equity (PE) investments in India. In 2021, PE investments in the IT sector stood at US\$ 23.4 billion. India's IT startup ecosystem has received record investments of nearly US\$ 36 billion in privately held companies in 2021, up from US\$ 11 billion in 2020. Baring Private Equity Asia (BPEA) is going to acquire a 30% stake in NIIT technologies Ltd. for Rs. 2,627 crore (US\$ 375.88 million). TCS has made significant investments in building intellectual property in the digital assurance domain. In March 2022, Licious, India's largest tech-first, fresh animal protein brand, raised US\$ 150 million in a Series F2 funding round. In March 2022, Byju's raised US\$ 800 million in funding as part of a pre-IPO round, which values the company at about US\$ 22 billion. In March 2022, debt marketplace Cred Avenue raised US\$ 137 million in a funding round led by Insight Partners, B Capital Group, and Dragonair Investment Group, which propelled the startup's valuation to US\$ 1.3 billion. In February 2022, Hasura, a software company which helps developers with tools, raised US\$ 100 million in a fresh funding round led by Greenoaks Capital, which elevated the company into a unicorn.



(Source: IBEF - IT & BPM Report: March 2022)

## Revenue Trend

Indian IT – ITeS industry has continued to perform its role as the consistent growth driver for the economy. The performance of this sector (Both Exports and Domestic) over the last 5 years is given below:

(in US\$ Billion)

Description	2016-17	2017-18	2018-19	2019-20	2020-21 (E)
Exports	117	126	136	147	150
Domestic	37	41	41	44	45
Total Revenue	154	167	177	191	195
YoY Growth %	7.69%	8.44%	5.98%	7.90%	2.09%

Source: NASSCOM , (E) = Estimate

Year 2020 has seen a rise in demand for ICT hardware arising out of work from home and the need to be connected remotely due to the COVID-19 pandemic. Individual consumers have bought computers and tablets, enterprises have invested in their data centre infrastructure (to service the work from home, online B2B dealings) and the Telecom Service providers have been upgrading their infrastructure to cater to the increased broadband demand.

Source: [https://www.meity.gov.in/writereaddata/files/MeitY\\_AR\\_English\\_2021-22.pdf](https://www.meity.gov.in/writereaddata/files/MeitY_AR_English_2021-22.pdf)

## **OUR BUSINESS**

*The following information should be read together with the more detailed financial and other information contained in the sections "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Financial Statements" beginning on pages 21,154 and 123 respectively. Some of the information in this section, including information with respect to our plans and strategies, contains forward looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" on page 14 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

### **Overview**

We are an IT equipment outsourcing company, engaged in providing end to end IT equipments on a rental and returnable basis in India. We provide laptops, desktops, printers, servers and other peripherals like CCTV cameras, projectors, storage devices etc. on rental basis mainly to small, medium and large corporate. Based on the client's IT requirements, we offer them tailor-made rental schemes that suit their requirements. By providing the IT rental services to our customers, we provide them with the flexibility and advantage to acquire the requisite equipments that they need to maximize their productivity without compromising their IT budget. In addition, we also sell the used IT equipments to clients as per their requirements. In Fiscal 2022, revenue generated from rental services and sale of used IT equipments represented 92.81% and 7.19% of the total revenue in such period, respectively.

We believe that the rapidly transforming technology and increased digitalization has made a robust IT infrastructure mandatory for companies to operate efficiently. Many enterprises face challenges to optimize the IT framework according to the requirements of their business due to budget limitation, lack of knowledge or other issues. We support enterprises by providing them with the required IT products and equipments of major brands for short period of time ranging from 1 day to longer period upto 36 months based on the customer requirements. For providing seamless services to our customers and to cater our customer's diverse requirements we carry stocks of latest models of Laptops, desktops, Servers, Mac books, and other IT equipments and also provide them the choice of equipment's from all major brands like HP, Dell, Lenovo, Apple, Asus, Intel, AMD, Gigabyte, Sonicwall, Dlink, Cisco etc.

Benefits derived by our customers from our business:—

- Convenience to choose from wide choice of IT equipments from different manufacturers;
- Flexibility of operations by distributing the cost of equipments into multiple parts;
- Increasing purchasing power for our customers so that they can acquire more equipment and the latest technology from the market;
- Elimination of obsolescence by providing latest technology without the fear of equipment becoming obsolete as we offer timely up-gradation of technology hardware and software equipment;
- Overcoming budget constraints through renting rather than purchasing the equipment's.

Our company was incorporated in 2016 and started providing IT hardware renting services to corporate houses in Mumbai which has grown many fold and, currently, we provide IT renting services to the client base present in almost 16 states and 3 Union Territories across India. Over the years, we have also transformed ourselves into an end-to-end IT hardware solutions provider that can offer complete networking project solutions with Cat 6E Cabling, Server setup, firewalls, CCTV etc. We have a trained and dedicated team of engineers who are capable of providing the support and maintenance of the hire equipments. The support and maintenance are provided both in online mode in case of minor issues and also onsite in case of some major issues. We strive to arrange the visit within 24 hours to 48 hours after call log to maintain the least downtime and comply with the Turnaround Time ("TAT") communicated by the Client from time to time. We have our registered office located at Mumbai and Branch offices at Pune, New Delhi and Kolkata, from where we provide majority of our services & maintenance, however in case any services or maintenance activities are required at any remote location, we have service association with number of IT Vendors and service providers in different parts of the country who can undertake such maintenance and services in such areas.

We endeavor to build and maintain long-term relationship with our clients by offering them the complete range of services under one roof at reasonable prices. Our product offerings are geared to meet the evolving needs of the clients while adding value to their businesses. Our client base is also diversified across various industries and geographies. Some of our esteemed customers include names such as Tata Motors Insurance Broking, Reliance Broadcast Network, Mahindra Integrated Business Solutions, Bewakoof Brands, Grab a Grub, Epicenter Technologies and Sitel India.

We have been successful in augmenting our portfolio of solutions over time for computers, laptops and related products. We take regular feedback from our customers which enables us to understand the needs of our customer better and helps us to innovate and design improved solutions. Our sales and marketing activities benefit from word-of-mouth recommendations from our user network. The experience of our existing customers helps us to gain new customers at a low acquisition cost.

Our vision is to emerge as an IT equipment outsourcing company by offering technical expertise and comprehensive solutions and adhering to the interests of organizations. We are committed to provide our customers with the latest technologies and technical assistance. Apart from renting of the IT equipments, we assist our customers in installation and deployment so as to support their IT infrastructure effectively. Our technical team is equipped to provide the best available solution to help our customers with their requirements.

We are led by experienced Promoters with significant experience in the IT equipment renting business. Our Promoter, Chairman and Managing Director, Sanjay Harish Motiani and the Promoter and Whole Time Director, Kanchan Sanjay Motiani started the business of renting IT equipments in the year 1994, and possess an experience of over 28 years each in the IT industry. Under their leadership, we have been able to expand our operations and have established a significant presence in India. Our management is assisted by a team of qualified and experienced personnel's who have helped our company to anticipate and capitalize on changing market trends, manage and grow our operations and leverage and deepen customer relationships.

### Financial Snapshot

For the year ended on March 31, 2022, 2021 and 2020 our total revenue as per Restated Financial Statements were Rs. 2467.91 lakhs, Rs. 1375.65 lakhs and Rs. 1227.85 lakhs respectively. Further, our Profit after Tax for the year ended on March 31, 2022, 2021 and 2020 as per Restated Financial Statements were Rs. 746.54 lakhs, Rs. 270.39 lakhs and Rs. 215.50 lakhs respectively.

### Our Presence

Over the years, we have established our presence in almost 19 states and Union territory in India. The major portion of our revenue is contributed from Maharashtra. The other states which are contributing to our revenue includes Haryana, Karnataka, Tamil Nadu and Gujarat. Below are the details of the state wise revenue breakup for the fiscal year ending March 2022 (having more than 1% of total revenue):-

State Name	Revenue %
Maharashtra	87.26
Haryana	4.32
Karnataka	3.14
Tamil Nadu	1.95
Gujarat	1.54
Others	1.79

### Our Services

We provide different IT Hardware equipments on a rental basis in India. The products we rent are as below:

- Desktops** – We provide desktops on rent under three different categories i) High Configuration Desktop Systems such as high configuration powerful desktops ideal for development, design, editing and data processing. ii) Economical Desktop Systems having standard configuration / all-in-one machines ideal for marketing, sales, finance and admin staff for office activities. iii) Customized Desktop Systems like assembled desktops as per specific requirements with customizable CPU, memory, storage, and graphics card capabilities. We also provide our customers with facilities like upgradable RAM (4GB to 64GB), upgradable Storage (HDD/SSD) (256GB to 4TB), 16" to 32" LCD/LED Screens with HDMI / VGA / DVI / RGBHV inputs, DVD Writers, Wi-Fi Card / Gigabit LAN Card / USB / Printer port and wired / wireless mouse & keyboard
- Laptops** – We provide laptops on rent under three different categories i) High Configuration Laptops – like high configuration Apple Macbook Pro & Mac Air machines and powerful laptops ideal for development, design, post production, and data processing. ii) Economical Laptops having standard configuration ideal for remote teams, work-from-home employees and on-field teams. iii) Basic Configuration Laptops having light configuration for field sales teams, product demonstrations, presentations, on-the-move teams.

3. **Printers** – We provide printers like Inkjet printers with single print function ideal for personal office and low printing requirements, High-speed laser printers with print, scan, and copy functions ideal for large printing requirements, Deskjet printers with print, scan, and copy functions ideal for businesses with high printing requirements and also Dot-matrix printers, ideal for companies that prioritize cost-effective printing, and high productivity. As per the requirement, we also undertake the work related to toner refill, cartridge refill or replacement, network printing setup and Wi-Fi printing setup.
4. **Projector equipment** – We keep in our stock projectors like high brightness projectors, interactive projectors as well as projectors screen which are rented to the customers for their presentation and video conferencing in their offices or conferences.
5. **Servers** – We offer different kinds of servers on rent based on the client requirement like Rack-mount Servers, Tower Servers and Blade Servers. Our hardware help the customers in efficient use of limited data center space, high optimization and high processing power for complex computing needs.
6. **CCTV security hardware** – We provide the CCTV security hardware along with the recording and storage devices on rental and return basis. Apart from providing the same on rental, we also undertake the process of complete setting up the network and CCTV devices for the equipments we rent. The CCTV hardware we rent includes CCTV Dome Camera, CCTV Bullet Camera, recording and storage devices like Digital Video Recorders (DVR) & Network Video Recorders (NVR).
7. **Other IT hardware and peripherals** – Apart from the above equipments, we also hire other hardware devices like Multi-port network bridge, modems, Wi-Fi routers, Hi-speed LAN cards, Unshielded Twisted Pair Cables, NAS & SAN Storage Devices, Uninterrupted Power Supply Devices (UPS) and external storage devices.

#### **Our Locations:-**

<b>Registered office</b>	5, Mohini Heights, Ground Floor, Plot No. 579/580, 5th Road, Khar (West), Mumbai, Maharashtra – 400052
<b>Branch Office</b>	No. 1, Pratik Nagar, 1st Floor Paud Road, Kothrud, Pune, Maharashtra – 411038
<b>Branch Office</b>	55/14, 1st Floor, Umrao House, Jwala Heri Market, PaschimVihar, New Delhi–110063
<b>Branch Office</b>	6, 1st floor, 24A Rabindra Sarani, Kolkata-700073

#### **OUR STRENGTHS**

##### ***Wide range of offerings with capability to provide customized and integrated IT solutions***

We provide our customers a broad range of products including laptops, desktops, printers, servers and other peripherals like CCTV cameras, projectors, storage devices etc on rental basis. We understand the needs of the customers and based on their requirements we deliver them the best possible and most economical rental solution for their business. We help our customer to choose from IT hardware equipments in different categories such as high configuration powerful equipment's which are ideal for high level development, design and data processing or Economical Systems having standard configuration which are ideal for marketing, sales, finance and office activities or Customized Systems like assembled desktops as per specific requirements with customizable CPU, memory, storage, and graphics card capabilities. For catering the needs of our customers we are required to maintain a large base of IT hardware including desktops, laptops, printers, scanners etc. Our vast portfolio and our services increase the scope of customers and our ability to cater to a diversified clientele base.

We work closely with our customers to understand their industry-specific business needs and develop customized and comprehensive IT hardware solutions to address their needs in a cost-effective and timely manner. We have developed the ability to deliver real-time support to remote locations as part of our services, offered through our team of experts or our service arrangements with different vendors. We deliver both off-site and on-site services as part of our service delivery model depending on the nature of the issue and the needs of our customers, which we believe to give us a competitive advantage.

##### ***Wide presence in domestic Market with diverse base of customers***

For F.Y. 2021-22, we have served over 275+ clients in India located at over 16 states and 3 Union Territories of India. We have served clients across various industries and sectors including the logistics solutions, BPO, pharmaceuticals, e-commerce, education, IT, insurance, research, media & entertainment, recruitment, VFX & Digital solutions and many

more. For F.Y. 2021-22, some of our esteemed customers include names such as Tata Motors Insurance Broking, Reliance Broadcast Network, Mahindra Integrated Business Solutions, Bewakoof Brands, Grab a Grub, Epicenter Technologies and Sitel India. Owing to our diverse client base, we have developed expertise over the certain industry specific-requirements such as the requisite technology level, IT hardware requirements that can effectively serve the client's purpose. This domain intelligence coupled with our understanding of the IT hardware engineering and latest technology helps us delivers a viable and affordable IT system for our clients.

### ***Experienced management and operational team***

Our Company is managed by a team of experienced personnel having experience in different aspects of IT hardware industry. We believe that our qualified and experienced management has substantially contributed to the growth of our business operations. Our Management team is led by our Chairman and Managing Director, Sanjay Harish Motiani and Whole Time Director, Kanchan Sanjay Motiani has rich experience of over 28 years in the field of IT hardware engineering. The faith of the management in the staff and their dedicated performance has enabled us to build up business capabilities. We believe the strength and entrepreneurial vision of our promoters and senior management has been instrumental in driving our growth and implementing our strategies. Certain key members of our managerial team have also gained relevant experience by working in their respective business segments. We believe that the knowledge and experience of our management personnel's in IT hardware renting service provides us with a significant competitive advantage as we seek to grow our business. For further details on our Key Managerial Personnel, please refer to **"Our Management"** on page 102. We believe that our personnel recruitment and training initiatives drive employee loyalty and retention and quality assurance, and ensure that we deliver uniform services to our customers.

### ***Strong relationship with customers***

Strong client relationship provides the foundation for our business. Our client includes small, mid-size and large corporate houses. Over the years, our relationship with our customers have expanded and we believe that the strength of our customer relationships is attributable to our ability to customize our offerings to customer specifications and requirements, as well as our track record of consistent delivery of quality and cost-effective services over the years. Our track record of delivering our suite of solutions backed by demonstrable industry and technology expertise, and sensitivity to our client's feedback, has helped us forge strong relationships with our major clients. We have a history of high client retention and derive a significant proportion of our revenues from repeat business built on our successful execution of prior engagements. In order to improve client retention, we carry out regular client interactions, which is important for us to ensure a high level of client satisfaction through continuous feedback. This also helps us understand customer requirements and future plans better, enabling us to forecast, plan and offer our services accordingly, thereby resulting in business optimization, improved productivity, efficiency and margins.

### ***Proven track record of strong financial performance***

Our focus on functional and operational excellence has contributed to our track record of strong financial performance. In the Fiscal 2022, Fiscal 2021 and Fiscal 2020, we generated total revenue of Rs. 2467.91 lakhs, Rs. 1375.65 lakhs and Rs. 1227.85 lakhs respectively, EBITDA of Rs. 1930.55 lakhs, Rs. 953.88 lakhs and Rs. 791.21 lakhs respectively and net profit after tax of Rs. 746.54 lakhs, Rs. 270.39 lakhs and Rs. 215.50 lakhs respectively. We have reported Return on Net Worth of 43.95%, 31.70% and 36.99% for the Fiscal 2022, Fiscal 2021 and Fiscal 2020, respectively. Our steady operating cash flows enable us to meet the present and future needs of our customers while our strong balance sheet and financial performance instill confidence in us.

## **OUR BUSINESS STRATEGIES**

### ***Continue to expand our customer base***

We have established long-term relationships with our customers, which has led to recurring business engagements with our customers. We intend to maintain long standing relationship with our existing customers along with focusing on the expansion of the customer base. Over the years, we are continuously focusing on increasing our customer base. In Fiscal 2022, we served 275+ customers, across different business sectors. With the growing customer demand towards IT hardware renting, we intend to capitalize on this opportunity by continuing to grow our customer base. We intend to acquire customers that can provide higher value business, through a combined means of marketing strategies and service offerings enhancement to improve our services to our customers, and to attract customers who can provide to us higher margins.

### ***Continue to focus on growth opportunities and expanding our presence in the Tier 2 and Tier 3 cities***

Over the years, we have built up our capabilities and expanded our clientele network to different parts of the country. Leveraging our expertise and successful track record in offering customized services in various Tier 1, Tier 2 and Tier 3 cities in India, we intend to further build out our capabilities across semi-urban markets in India to cater to the growing demands for IT renting services in these markets driven by the growth in these areas. With the economic development in the tier 2 and tier 3 cities, large and small corporate house have started expanding their businesses in these cities. By providing them the IT hardware on rental basis, we help these corporates to expand easily with lower budgets and lower initial setup costs without any compromise on IT infrastructure. The combination of all these indicators provides us an opportunity and makes lower-tier cities a stronger growth driver for our business in the future. To expand our presence in Tier 2 and Tier 3 cities, we intend to scale our infrastructure in these cities through direct renting or through arrangements with service providers in these cities.

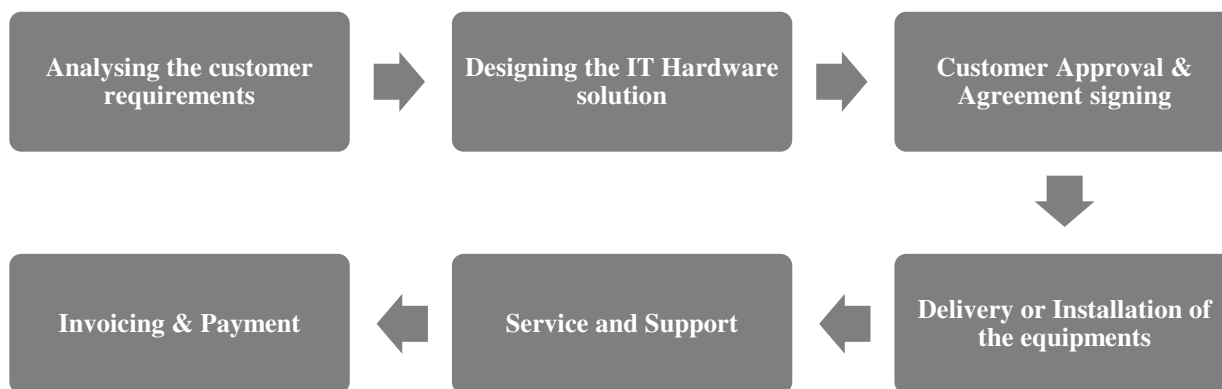
### ***Continue to focus on emerging technologies***

As we deal in IT hardware which is an ever evolving technology we are required to be updated at each point of time. We regularly track new technologies and market trends in the IT market. A regular track on the latest technology and upgradation of existing equipments enable us to better serve our clients by providing them with the required tools and products. By providing the clients with the latest equipments, helps us to strengthen our relationship with our clients, as it will add better value to their overall systems and processes. We also constantly aim to identify opportunities to implement product improvements and customization of the existing products to optimize and enhance its features.

### ***Optimal Utilization of Resources***

Our Company constantly endeavors to improve our technical process, and will increase service activities to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for our technical and designing process which enables us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

## **PROCESS DESCRIPTION**



We provide laptops, desktops, printers, servers and other peripherals like CCTV cameras, projectors, storage devices etc. on rental basis mainly to small, medium and large corporate. The renting of the IT Hardware are done on either per item basis or designing a complete IT hardware solution for the customer's like setting up complete call center with GSM gateways for calling, complete networking with high end manageable switches, complete server setup with access restrictions and firewall setup, computers networking or setup of CCTV cameras.

The process flow for the business activities include the below steps –

- **Analysing the customer requirements** – This step starts with the customer approaching us for their requirements. They raise their requirements either it being the IT equipment on individual item basis or creating a complete solution of the company. Understanding the requirements of the customer helps us in designing the best available and affordable solution for our customers.
- **Designing the IT Hardware solution**– Once we have the detailed requirements of the customer, we design a solution which best suits the client requirements. While undertaking this activity we also take care that the same is within the customer's budget. This step includes identification of the requisite equipments, configurations to be



undertaken, checking the availability of the equipments, communication of the identified solution & configuration to the clients etc.

- **Customer Approval & Agreement signing** – Once all the details are communicated to the customer we take a formal sign off from the customer and an agreement is signed between the company and the customer with the standard terms and conditions.
- **Delivery or Installation of the equipment** – Post signing agreement we undertake the process of packaging and delivery of the IT hardware equipment to the customer location, installation of the required software configuration and undertaking the networking setup etc. as required. At this stage the equipment are handed over to the customer.
- **Service and Support** – We undertake to provide the service and support for the equipment rented by us as a part of our service agreement. We have a dedicated service team who look after the service and support activities. The customers are required to log complaints/service request for the same and our support team work on the call raised by the customers. Service and support are provided both onsite and offsite through our offices. We have located our support personnel's at our registered office and Branch office who take care of the onsite support activities in those areas, however, in some cases we have made arrangements with certain service providers in places where we do not have any dedicated service team to look after the service and support activities on our behalf.
- **Invoicing & Payment** – Invoicing and payment are done based on the terms of the agreement. In most cases invoicing is done on a monthly basis. Our service agreements are generally created for a specified period of time, however they have condition related to renew of the service agreement as per the mutual understanding between our company and the customer.

## **CAPACITY AND CAPACITY UTILIZATION**

Capacity and capacity utilization is not applicable to our company since we are primarily engaged in the renting of the IT Hardware and related items.

## **EXPORT OBLIGATION**

Our Company does not have any export obligation as on date of this Draft Prospectus.

## **EQUIPMENTS**

We are required to maintain an inventory of Desktops, Laptops, Servers, Switches, Printers, Firewalls and CCTV cameras. We are also required to keep the equipments updated in order to meet the latest technologies and requirements of our customers.

## **COLLABORATIONS/TIE UPS/ JOINT VENTURES: -**

In the normal course of our business, we have not entered into any collaborations/tie ups/ joint ventures

## **COMPETITION: -**

The market for IT products and services is both, highly competitive and rapidly evolving. We have a number of competitors offering products and services similar to us. Competition emerges from both small and big players. We believe the principal elements of competition in IT hardware are reliability, quality of service and most importantly our pace in keeping up with the required changing technology in the industry. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage against our competitors. In adverse and competitive market scenario also we are able to maintain our growth steadily due to our planned structure of operational policies. Moreover, there are minimal entry barriers in this industry and any expansion in capacity by existing competitor would further intensify competition.

## **SALES AND MARKETING**

Marketing is an important function of our organization. We provide our service throughout the country and look after the digital marketing of our services. Social media marketing provides us with a way to reach new users and engage with existing users. The marketing team promotes our products on different portals, forums, sites, blogs etc. We

regularly update our systems and solution offered so our customers will not face problem and we will be able to get customer satisfaction.

### **Marketing Strategies:**

We intend to focus on following marketing strategies:

1. Focusing on providing one stop solution for all IT hardware needs;
2. Focus on requirement of Customers;
3. Emphasizing on Services with value addition;
4. Continuous update of our Systems and solutions offered; and
5. Timely service and support to gain customer confidence

### **INFRASTRUCTURE & UTILITIES: -**

**Materials:** - We procure IT Hardware equipment like desktop, laptops, server, printers and CCTV from authorized dealers, distributors and retailers of Companies such as HP, Dell, Lenovo, Apple, Asus, Intel, AMD, Gigabyte, Sonicwall, Dlink, Cisco etc. Over the year we have established sourcing capabilities through our market standing and extensive business networks.

**Power:** - Our power requirement is minimum and is met through state electricity board.

**Water:** - As we are engaged in the business of renting IT hardware solution, our water requirement is minimum.

**Service & Support:** - As per the terms of the renting agreement, we undertake to provide all kind of service and support to the customers related to the products rented by us. We generally provide our systems with the basis software and for any additional software needs to be installed on the system needs to be undertaken by us. We have a dedicated team of 17 employees who undertake the service and support for the equipment rented by us. The service and support activities are undertaken by our own staff and sometimes from vendors with whom we have arrangements for undertaking the service and support activities. For service and support, our customers are required to log complaint with our support team. Once the complaint is logged our support team works to resolve the issue. The support team undertakes online support and also onsite support and service based on the issue faced by the customer.

**Logistics:** - This includes arrangements related to the transportation of the IT hardware and related equipment from our office or the place of purchase to the location of the customer. For our transportation needs we rely on the third-party service providers for movement of these products to our customers. For these transportation activities, we have established long-term relationship with logistic partners who undertake these activities for us. These logistic partners are completely responsible for the transportation and safe delivery of the IT Equipment to the customers.

**Human Resource:** - We believe that our employees are key contributors to our business success and thus 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 July 31, 2022, our Company has employed 27 employees at various levels of the Organization.

### **INSURANCE: -**

We maintain a range of insurance policies to cover our assets, risks and liabilities. As on date of this Draft Prospectus we have obtained various insurance policy such as Reliance Bharat Sookshma Udyam Suraksha policy covering risk relating to fire, explosion, theft, certain natural disasters and terrorism in respect of furniture, fixtures, fittings and stock situated at our registered office. We have also obtained burglary insurance of furniture, fixtures, fittings & stock situated at our registered office and vehicle insurance. We believe that the amount of insurance coverage presently maintained by us represents an appropriate level of coverage required to insure our business and operations and is in accordance with the industry standard in India. Although, there are many events that could cause significant damages to our operations, or expose us to third-party liabilities, whether or not known to us, for which we may not be insured or adequately insured, which may expose us to certain risks and liabilities.

### **PROPERTY: -**

#### **Intellectual Property: -**

As on date of Draft Prospectus, we do not have any intellectual property.

**Immovable Property: -**

Details of our properties are as follows: -

Sr. No	Details of the Property	Actual Use	Owned/Leased/ License	Licensor/ Lessor/ Vendor/Landlord	Consideration/ Lease Rental/ License Fees
1.	5, Mohini Heights, Ground Floor, Plot No. 579/580, 5th Road, Khar (West), Mumbai, Maharashtra – 400052, India	Registered office	Leased through Rent Agreement	Sanjay Harish Motiani	The premises has been taken on rent vide a Rent Agreement entered by our company with Sanjay Harish Motiani dated April 9, 2022 for a period of 3 years i.e. April 01, 2022 to March 31, 2025 at monthly rent of Rs. 2,00,000/- (Rupees Two lakhs only)
2.	Office – No. 1, Pratik Nagar, 1st Floor Paud Road, Kothrud, Pune, Maharashtra 411038 India	Branch Office	Leased on NOC basis	Chandrakant Sabane	The premises has been taken for use vide a no objection certificate dated December 24, 2019 from Chandrakant Sabane, which is valid till cancelled in writing
3.	55/14, 1st Floor, Umrao House, Jwala Heri Market, Paschim Vihar, New Delhi 110063 India	Branch Office	Leased on NOC basis	Naresh Gupta	The premises has been taken for use vide a no objection certificate dated December 24, 2019 from Naresh Gupta, , which is valid till cancelled in writing.
4.	Room No 6 at 1st floor, 24A Rabindra Sarani, Kolkata-700073	Branch Office	Leased on NOC basis	Mohit Daulatramani	The premises has been taken for use vide a no objection certificate dated April 2, 2020 from Mohit Daulat Ramani, , which is valid till cancelled in writing.

## **KEY INDUSTRY 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 Approvals” on page 165 of this Draft Prospectus.*

**This chapter has been classified as under:**

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

### **A. 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.

#### **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**

The Information Technology Act, 2000 (also known as ITA-2000, or the IT Act) is an Act of the Indian Parliament (No 21 of 2000) notified on 17 October 2000. It is the primary law in India dealing with cybercrime and electronic commerce. Secondary or subordinate legislation to the IT Act includes the Intermediary Guidelines Rules 2011 and the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rule, 2021. The laws apply to the whole of India.

The Act provides a legal framework for electronic governance by giving recognition to electronic records and digital signatures. It also defines cyber-crimes and prescribes penalties for them. If a crime involves a computer or network located in India, persons of other nationalities can also be indicted under the law. The Act directed the formation of a Controller of Certifying Authorities to regulate the issuance of digital signatures. It also established a Cyber Appellate Tribunal to resolve disputes arising from this new law.

### **The Maharashtra Shops and Establishment (Regulation of Employment and Condition of Service) Act, 2017**

The Maharashtra Shops and Establishments (Regulation of Employment and Condition of Service) Act 2017, which replaces the Maharashtra Shops and Establishments Act 1948, came into effect from 7 December 2017.

The Act introduces significant reforms for the employment conditions of the workers in the areas particularly related to the time of operation, overtime, holidays and leave, welfare, health and safety of the workers. In line with the Equal Remuneration Act, 1976, this act brings the provision of no discrimination for women workers in matters like recruitment, promotion, training or transfer. The act has introduced facilitators who have dual roles; the main function being advising the employers and the workers towards a better compliance of the act and the inspection of the Establishments. Also, instead of inspection at any reasonable time based on the discretion of the labour authorities, inspections are allocated randomly through online portal.

In order to ensure Ease of doing Business the Labour Department, Government of Maharashtra, has simplified the process of issuing the registration certificate of shops and establishment under this act. Establishments employing 10 or more employees need to obtain the registration certificate (online) which will be valid for a lifetime. The Department has abolished the provisions for renewals which needed to be done from time to time. The firms employing less than 10 workers only need to intimate about the commencement of their shops/ establishments.

### **The Delhi Shops and Establishments Act, 1954**

This Act may be called the Delhi Shops and Establishments Act, 1954. It extends to the whole of Union Territory of Delhi. It shall apply in the first instance only to the Municipal Areas, Notified Areas and Cantonment limits of Delhi, New Delhi, Shahadra, Civil Lines, Mehrauli, Red Fort and Delhi Cantonment but Government may, by notification in

the Official Gazette, direct that it shall come into force in any other local area or areas or shall apply to such shops or establishments or class of shops and establishments in such other areas as may be specified in the notification.

The Act provides regulations of the payment of wages, terms of services, work hours, rest intervals, overtime work, opening and closing hours, closed days, holidays, leaves, maternity leave and benefits, work conditions, rules for employment of children, records maintenance, etc.

### **The West Bengal Shops and Establishments Act, 1963**

The West Bengal Shops & Commercial Establishment Act, 1963 and Rules, 1964 are applicable to all the shops and commercial establishments in the areas notified by Government of West Bengal. The Act is enacted for the purpose of protecting the rights of employees.

The Act provides regulations of the payment of wages, terms of services, work hours, rest intervals, overtime work, opening and closing hours, closed days, holidays, leaves, maternity leave and benefits, work conditions, rules for employment of children, records maintenance, etc.

### **The Micro, Small and Medium Enterprises Development Act, 2006 r/w Industries (Development and Regulation) Act, 1951**

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.

## **B. LABOUR AND EMPLOYMENT LAWS**

### **The Employees State Insurance Act, 1948:**

The ESI Act provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed under the ESI Act.

### **Employees Provident Fund and Miscellaneous Provisions Act, 1952:**

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act) applies to factories employing 20 or more employees and such other establishments and industrial undertakings as notified by the government from time to time. The EPF Act requires all such establishments to be registered with the Regional Provident Fund Commissioner and requires the employers and their employees to contribute in equal proportion to the employees' provident fund, the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State Provident Fund Commissioner.

### **Payment of Bonus Act, 1965:**

A bonus payment is usually made to employees in addition to their base salary as part of their wages or salary. Pursuant to the Payment of Bonus Act, 1965, as amended (the "Bonus Act"), an employee in a factory or in any establishment where twenty or more persons are employed on any day during an accounting year, who has worked for at least 30 working days in a year is eligible to be paid a bonus.

### **Payment of Gratuity Act, 1972:**

The Payment of Gratuity Act is applicable to every factory, mine, oilfield, plantation, port, railway companies and to every shop and establishment in which 10 or more persons are employed or were employed at any time during the preceding twelve months. This Act applies to all employees irrespective of their salary. The Payment of Gratuity Act, as amended, provides for a scheme for payment of gratuity to an employee on the termination of his employment after he has rendered continuous service for not less than 5 years: (a) On his/her superannuation; (b) On his/her retirement or resignation; (c) On his/her death or disablement due to accident or disease (In this case the minimum requirement of five years does not apply)

### **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.

### **The Industrial Relations Code, 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 streamline the laws regulating industrial disputes and trade unions in India. For the benefit of the employers, the Code has introduced various aspects such as increasing the threshold of workers to three hundred (300) for obtaining the consent of the concerned government in case of lay off, retrenchment or closure of the establishment, notice of change not required to be given subject to the conditions stipulated in the Code, increasing the wage threshold to INR 18,000 (Indian Rupees Eighteen Thousand) for exclusion from the definition of worker, etc. The Industrial Relations Code also introduces the concept of deemed certification of standing orders. The Code subsumes three labour laws relating to industrial relations, namely, the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

### **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 Act 1970 and Mines Act 1952.

### **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).

## **C. 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 maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

### **Maharashtra State Tax on Profession, Trades, Callings and Employment Act, 1976**

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 professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. 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. Every person liable to pay tax under this Act (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

### **The Central Goods and Services Tax Act, 2017**

The Act received assent of the President on 12<sup>th</sup> April 2017 and came into force from 1<sup>st</sup> 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.

Therefore, in addition to the CGST Act, the company has to comply with the requirements of State GST laws as well in which it has operations.

#### **Maharashtra Goods and Services Tax Act, 2017**

This Act has been enacted to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the State of Maharashtra except on liquor. This act repealed Maharashtra Value Added Tax Act, 2002 and other indirect local Acts. This Act mandates every supplier making a taxable supply of goods or services or both in the State of Maharashtra to take registration if his annual turnover exceeds Rs. 40 Lakhs.

#### **D. 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 fee.

## **HISTORY AND CORPORATE STRUCTURE**

### **Brief History and Background**

Our Company was incorporated as ‘Silicon Rental Solutions Private Limited’ under the Companies Act, 2013, pursuant to a certificate of incorporation dated January 28, 2016, issued by the RoC having CIN as U74999MH2016PTC272442. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by the shareholders of our Company on July 06, 2022 and the name of the Company was changed from “Silicon Rental Solutions Private Limited” to “Silicon Rental Solutions Limited” vide fresh certificate of incorporation dated July 22, 2022 issued by the RoC. The Corporate identification number of our Company is U74999MH2016PLC272442.

Sanjay Harish Motiani, Kanchan Sanjay Motiani and Anushka Sanjay Motiani were the initial subscribers to the Memorandum of Association of our Company.

### **Address of Registered Office**

<b>Registered Office</b>	5, Mohini Heights, Ground Floor, Plot No. 579/580, 5th Road, Khar (West), Mumbai, Maharashtra – 400052
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### **Changes in Registered Office of the Company since Incorporation**

There has not been any change in our Registered Office since incorporation of the Company till the date of the Draft Prospectus.

### **Our Main Objects**

The main objects of our Company, as set forth in our Memorandum of Association, of our company are as follows:

1. To carry in India and abroad, the business of manufacturing, producing, assembling, repairing, installing, maintaining, converting, servicing, overhauling, testing, buying, selling, hire-purchasing, exchanging, modifying, developing, exporting, importing, renovating, researching, improving, mechanizing, trading, hiring, letting on hire and to act as wholesaler, retailers, agents, stockiest, distributors, show room owners, franchiser or otherwise to deal in all sorts of computers and components, peripherals, laptops, network servers, networking products, mobiles, electronic private automatic branch exchange machines (epabx), ipads, tablets, printers, scanners, networking ports and switches, projectors, air conditioners, furniture, other electronic hardware equipment's and information systems including but not limited to packaged software, firmware, customized software, business software, education software, databases, computer languages.

### **Changes in Memorandum of Association**

Except as stated below, there has been no change in the Memorandum of Association of our Company since its Incorporation:

<b>Date of Meeting</b>	<b>Type of Meeting</b>	<b>Amendments</b>
April 24, 2020	EGM	Increase in Authorised Share Capital from ₹ 5.00 Lakhs to ₹ 200.00 Lakhs
April 01, 2022	EGM	Increase in Authorised Share Capital from ₹ 200.00 Lakhs to ₹ 1100.00 Lakhs
July 06, 2022	EGM	Conversion of Company from Private Limited to Public Limited Company, consequent to which name of the Company has been changed from “Silicon Rental Solutions Private Limited” to “Silicon Rental Solutions Limited” vide a Fresh Certificate of Incorporation dated July 22, 2022, issued by the RoC.

### **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 July 06, 2022.

## Key Events and Milestones

The table below sets forth some of the major events in the history of our company:

Year/F.Y.	Key Events / Milestone / Achievements
2016	Incorporation of the Company in the name of the “Silicon Rental Solutions Private Limited”
F.Y. 2016-17	Crossed Revenue of Rs. 5 crore
F.Y. 2021-22	Crossed Revenue of Rs. 20 crore
2022	Conversion of Company from Private Limited to Public Limited

## Our holding company

As on the date of this Draft Prospectus, our Company does not have a holding company.

## Subsidiaries, Associates, and Joint Ventures

As on the date of this Draft Prospectus, our Company does not have any Subsidiaries or associates or joint ventures.

## Strategic or Financial Partnerships

As on the date of this Draft Prospectus, Our Company does not have any strategic or financial partnerships.

## Time and Cost Overruns in Setting up Projects

There has been no time / cost overrun in setting up projects by our Company.

## Other details about our Company

For details of our Company’s activities, services, growth, awards & recognitions, capacity, location of plants, 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 85, 154 and 70 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to sections titled ***“Our Management”*** and ***“Capital Structure”*** beginning on page 102 and 48 of the Draft Prospectus respectively.

## 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 Draft Prospectus.

## Details regarding Acquisition of Business/Undertakings, Mergers, Amalgamation etc.

Our Company has not undertaken any merger, demerger, amalgamation, acquisition or divestment in the 10 years preceding the date of this Draft Prospectus.

## Revaluation of assets in the last 10 years

Our Company has not revalued its assets in the 10 years preceding the date of this Draft Prospectus.

## 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 Draft Prospectus.

## Agreement with key managerial personnel or Directors or Promoter or any other employee of the Company

There are no agreements entered into by key managerial personnel or Directors or Promoter 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.

**Other Material Agreements**

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.

## **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 Draft Prospectus:

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
<p><b>Sanjay Harish Motiani</b></p> <p><b>Designation:</b> Chairman &amp; Managing Director</p> <p><b>Age:</b> 53 years</p> <p><b>Date of Birth:</b> January 10, 1969</p> <p><b>Address:</b> 5/A, Krishna Kunj 552, 8th Road, TPS-III, Old Khar West Mumbai, Maharashtra - 400052</p> <p><b>Experience:</b> 28 Years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualification:</b> Diploma in Electronics Engineering (I.T.)</p> <p><b>Current Term:</b> For a period of five years, with effect from May 23, 2022, not liable to retire by rotation</p> <p><b>Period of Directorship:</b> Since incorporation</p> <p><b>DIN:</b> 07314538</p>	Nil
<p><b>Kanchan Sanjay Motiani</b></p> <p><b>Designation:</b> Whole Time Director &amp; CFO</p> <p><b>Age:</b> 52 years</p> <p><b>Date of Birth:</b> August 19, 1970</p> <p><b>Address:</b> 5/A, Krishna Kunj 552, 8th Road, TPS-III, Old Khar West, Mumbai, Maharashtra – 400052</p> <p><b>Experience:</b> 28 Years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualification:</b> MSc. in Microbiology</p> <p><b>Current Term:</b> Appointed as Whole Time Director for a period of three years, with effect from August 20, 2022, liable to retire by rotation</p> <p><b>Period of Directorship:</b> Since incorporation</p> <p><b>DIN:</b> 07314480</p>	Nil

<p><b>Anushka Sanjay Motiani</b></p> <p><b>Designation:</b> Whole Time Director</p> <p><b>Age:</b> 26 years</p> <p><b>Date of Birth:</b> July 29, 1996</p> <p><b>Address:</b> 3A/5A,KrishnaKunj, 552, 8th Road, TPS-III, Old Khar, Mumbai, Maharashtra-400052</p> <p><b>Experience:</b> 4 Years</p> <p><b>Occupation:</b> Freelancer</p> <p><b>Qualifications:</b> Bachelor of Design in Visual Communication &amp; Strategic Branding</p> <p><b>Current Term:</b> For a period of three years, with effect from August 20, 2022 liable to retire by rotation</p> <p><b>Period of Directorship:</b> Since incorporation</p> <p><b>DIN:</b> 07395256</p>	Nil
<p><b>Nikhil Sanjay Motiani</b></p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Age:</b> 24 years</p> <p><b>Date of Birth:</b> May 12, 1998</p> <p><b>Address:</b> 3A/5A, Krishna Kunj, 552, 8th Road, TPS III, Old Khar, Mumbai, Maharashtra - 400052</p> <p><b>Experience:</b> 1 Year</p> <p><b>Occupation:</b> Employment</p> <p><b>Qualification:</b> Bachelor of Engineering (Electronics)</p> <p><b>Current Term:</b> Appointed with effect from July 20, 2016, liable to retire by rotation</p> <p><b>Period of Directorship:</b> Since July 20, 2016</p> <p><b>DIN:</b> 07570586</p>	Nil
<p><b>Manish Sehgal</b></p> <p><b>Designation:</b>Independent Director</p> <p><b>Age:</b> 52 years</p> <p><b>Date of Birth:</b> December 26, 1969</p> <p><b>Address:</b> 85,Vindyachal Apartment, Paschim Vihar, West Delhi, Delhi - 110087</p>	North Shore Technologies Private Limited

<b>Experience:</b> 31 Years <b>Occupation:</b> Business <b>Qualification:</b> Diploma in Electronics Engineering <b>Current Term:</b> For a period of five years with effect from May 23, 2022 <b>Period of Directorship:</b> Since May 23, 2022 <b>DIN:</b> 01193550	
<b>Rajesh Krishna Vyas</b> <b>Designation:</b> Independent Director <b>Age:</b> 53 years <b>Date of Birth:</b> June 29, 1969 <b>Address:</b> 2402, Springhill, Hiranandani Estate, Ghodbunder Road, Patlipada, Thane West, Thane, Sandozbaugh, Maharashtra - 400607 <b>Experience:</b> 28 Years <b>Occupation:</b> Business <b>Qualification:</b> Master of Management Studies <b>Current Term:</b> For a period of five years with effect from May 23, 2022 <b>Period of Directorship:</b> Since May 23, 2022 <b>DIN:</b> 00259086	1.Shortest Path Private Limited  2.Executive search India Private Limited

#### **Brief Profile of Directors:**

**Sanjay Harish Motiani, aged 53 years,** is the Promoter, Chairman and Managing Director of our Company. He has been on the Board since incorporation of the Company. He has completed diploma in Electronics Engineering (I.T.) from Board of Technical Examination, Maharashtra in 1989. He has work experience of around 28 years in the IT Industry. He is a visionary entrepreneur and has played a pivotal role in setting up business of our Company. He primarily looks after the overall business operations of the Company including Purchase, Sales and formulation of policies for the business development. Under his guidance our Company has witnessed continuous growth.

**Kanchan Sanjay Motiani, aged 52 years,** is the Promoter, Whole Time Director & CFO of our Company. She has been on the Board since incorporation of the Company. She has been appointed as Chief Financial Officer of the Company w.e.f August 20, 2022. She has completed Master of Science in Microbiology from the University of Bombay in 1993. She has an experience of around 28 years in the field of accounting and finance. She primarily looks after the accounts and finance function of the Company.

**Anushka Sanjay Motiani, aged 26 years,** is the Promoter & Whole Time Director of our Company. She has been on the Board since incorporation of the Company. She has completed Bachelor of Design in Visual Communication & Strategic Branding from University of Mysore in 2018. She is responsible for managing the marketing activities of our Company. She also works as a freelancer in the field of graphic designing. She has an experience of around 4 years in the field of graphic designing and digital marketing.

**Nikhil Sanjay Motiani, aged 24 years,** is the Promoter & Non - Executive Director of the Company. He has completed his Bachelors of Electrical engineering from the University of Hong-Kong in 2021. He has an experience of over 1 year

in the field of software engineering. He is currently associated with Wizpresso Limited, Hong Kong as a Software Engineer.

**Manish Sehgal, aged 52 years**, is the Independent Director of the Company. He has completed diploma in Electronics Engineering from Board of Technical Examination, Maharashtra in 1989 and possess an experience of around 31 years majorly in the field of marketing.

**Rajesh Krishna Vyas, aged 53 years**, is the Independent Director of the Company. He has completed his Master of Management Studies from the University of Bombay in 1994 and possess an experience of around 28 years in the field of Digital Marketing, Analytics, Technology, Financial Analysis, Algorithm Designing & Relationship Management.

#### **Confirmations:**

As on the date of this Draft 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 Draft Prospectus, whose shares has 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 the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- d) None of our Directors is declared as fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

#### **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**

Our Company has passed a special resolution in the Extra Ordinary General Meeting of the members held on August 02, 2022 authorizing the Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013 to borrow from time to time all such money as they may deem necessary for the purpose of business of our Company notwithstanding that money borrowed by the Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of Rs.100 Crores (Rupees One Hundred Crores Only).

#### **Compensation of our Managing Director & 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 or any of the provisions of the Companies Act, 1956, for the time being in force).

**The following compensation has been approved for Managing Director & Whole time Director**



Particulars	Sanjay Harish Motiani	Kanchan Sanjay Motiani	Anushka Sanjay Motiani
Appointment/Change in Designation	Appointed as Director i.e. January 28, 2016 Re-designated as Managing Director w.e.f. May 23, 2022	Appointed as Director i.e. January 28, 2016 Re-designated as Whole Time Director w.e.f. August 20, 2022	Appointed as Director i.e. January 28, 2016 Re-designated as Whole Time Director w.e.f. August 20, 2022
Current Designation	Managing Director	Whole time Director & CFO	Whole time Director
Term of Appointment	5 years Not Liable to retire by rotation	3 years Liable to retire by rotation	3 years Liable to retire by rotation
Remuneration & Perquisites	42 lakhs per annum	36 lakhs per annum	12 lakhs per annum
Compensation paid in the F.Y.2021-22	18 lakhs	18 lakhs	7.20 lakhs

### Bonus or Profit-Sharing Plan for our Directors

We have no bonus or profit-sharing plan for our Directors

### Sitting Fees

The Articles of Association of our Company provides for payment of sitting fees to each Director not exceeding Rs. 1.00 Lac to be fixed by Directors from time to time, for attending a meeting of the Board or a Committee thereof. Our Board of Directors have resolved in their meeting dated August 01, 2022 for payment of an amount of Rs. 7500 each to all Non-Executive Directors including Independent Directors for attending each such meeting of the Board or Committee thereof.

### Shareholding of our Directors as on the date of this Draft Prospectus: -

Sr. No.	Name of the Director	No. Of Shares Held	Holding in %
1.	Sanjay Harish Motiani	43,03,800	56.93
2.	Kanchan Sanjay Motiani	16,20,000	21.43
3.	Anushka Sanjay Motiani	8,10,000	10.71
4.	Nikhil Sanjay Motiani	8,10,000	10.71
	<b>Total</b>	<b>75,43,800</b>	<b>99.79</b>

*None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Prospectus.*

As on date, we do not have any other Subsidiary Company as defined under Section 2(6) 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 102 of this Draft 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 Director are also interested to the extent of unsecured loans or personal guarantee or guarantee of their personal property, if any, given by them to our Company. For details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** and **“Financial Information of the Company”** on page 151 and 123 respectively of this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft 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 – Related Party Transactions”*** “beginning on page 102 and 146 respectively of this Draft 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:**

Except as mentioned hereunder our Promoter do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of this Draft Prospectus.

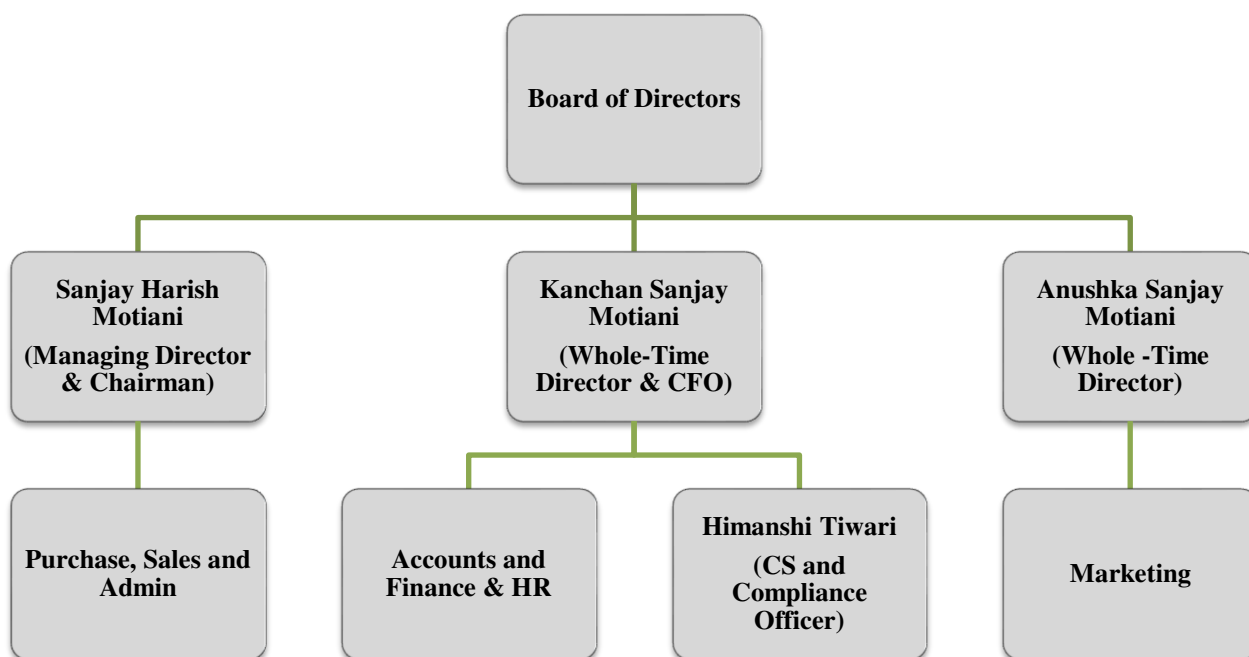
Sr. No.	Name of Promoter	Address of Property	Interest and nature of interest
1.	Sanjay Harish Motiani	5, Mohini Heights, Ground Floor, Plot No. 579/580, 5th Road, Khar (West), Mumbai, Maharashtra – 400052, India	The premises has been taken on rent vide a Rent Agreement entered by our company with Sanjay Harish Motiani dated April 9, 2022 for a period of 3 years i.e. April 01, 2022 to March 31, 2025 at monthly rent of Rs. 2,00,000/- (Rupees Two lakhs only)

#### **Changes in Board of Directors in Last 3 Years**

Sr. No.	Name	Date of Appointment / Re – Appointment	Reasons for Change
1.	Sanjay Harish Motiani	Re-designation as Managing Director w.e.f. May 23, 2022.	To ensure better Corporate Governance and compliance with Companies Act, 2013
2.	Kanchan Sanjay Motiani	Re-designation as Whole Time Director w.e.f. August 20, 2022.	To ensure better Corporate Governance and compliance with Companies Act, 2013
		Re-designation as Director w.e.f. August 16, 2022	
		Re-designation as Whole Time Director w.e.f. June 21, 2022	
3.	Anushka Sanjay Motiani	Re-designation as Whole Time Director w.e.f. August 20, 2022.	To ensure better Corporate Governance and compliance with Companies Act, 2013
		Re-designation as Director w.e.f. August 16, 2022	
		Re-designation as Whole Time Director w.e.f. August 01, 2022	
5.	Manish Sehgal	Appointment as Independent Director w.e.f. May 23, 2022.	To ensure better Corporate Governance and compliance with Companies Act, 2013
6.	Rajesh Krishna Vyas	Appointment as Independent Director w.e.f. May 23, 2022.	To ensure better Corporate Governance and compliance with Companies Act, 2013

#### **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 and SEBI (ICDR) Regulations, 2018 will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the BSE. The requirements pertaining to the Composition of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees, as applicable on us, have been complied with.

Our Board has been constituted in compliance with the Companies Act and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consists of six directors and we have two women directors on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

### **A. Audit Committee**

Our Company has constituted an Audit Committee; vide Board Resolution dated August 01, 2022 as per the applicable provisions of the Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Audit Committee comprises following members:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Rajesh Krishana Vyas	Chairman	Independent Director
Manish Sehgal	Member	Independent Director
Kanchan Sanjay Motiani	Member	Whole Time Director & CFO

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 answer shareholder queries. 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 four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. Meeting of the Audit committee shall be called by a least seven days' notice in advance. Any member of the audit committee may be removed or replaced at any time by the Board. Any member of the committee ceasing to be the Director shall be ceased to be the member of the audit Committee.

**C. Role and Powers:** The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 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;
  - g. Modified opinion(s) 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) The Audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statements before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.
- 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) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 18) The Audit Committee shall have authority to investigate into any matter in relation to the terms specified in Section 177(4) of Companies Act, 2013 or referred to it by the Board;
- 19) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 20) To review the functioning of the whistle blower/Vigil mechanism;
- 21) Approving the appointment of the chief financial officer (i.e. the Whole Time Finance Director or any other person heading the finance function) after assessing the qualifications, experience and background, etc. of the candidate;
- 22) Audit committee shall oversee the vigil mechanism
- 23) Audit committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
- 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.

## B. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per the applicable provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated August 01, 2022. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Rajesh Krishna Vyas	Chairman	Independent Director
Sanjay Harish Motiani	Member	Chairman & Managing Director
Kanchan Sanjay Motiani	Member	Whole Time Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholders 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 Stakeholders Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholders Relationship Committee shall meet at least once a year and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.
- C. 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 Regulations and Companies Act, 2013 shall be as under:
- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
  - Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
  - Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
  - non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
  - Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
  - Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
  - Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,
  - Carrying out any other function contained in the equity listing agreements as and when amended from time to time.”

### C. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per the applicable provisions of the Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulation, 2015 vide Resolution dated August 01, 2022. The Nomination and Remuneration Committee comprise the following:

Name of the Director	Status in Committee	Nature of Directorship
Manish Sehgal	Chairman	Independent Director
Rajesh Krishna Vyas	Member	Independent Director
Nikhil Sanjay Motiani	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. 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 for review of Managerial Remuneration, subject to atleast one meeting in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the nomination and remuneration committee shall be called by a least seven days’ notice in advance. The Chairman of the nomination and remuneration committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration.

**C. 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 Regulations and Companies Act, 2013 shall be as under:

1. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
2. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
3. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. Devising a policy on diversity of board of directors;
5. 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;
6. Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
7. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
8. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
9. Decide the amount of Commission payable to the Whole time Directors.
10. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
11. To formulate and administer the Employee Stock Option Scheme.

#### **D. Corporate Social Responsibility Committee**

Our Company has reconstituted the Corporate Social Responsibility Committee as per the applicable provisions of the Section 135 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 vide Resolution dated August 01, 2022. The Corporate Social Responsibility Committee comprises the following:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Sanjay Harish Motiani	Chairman	Chairman & Managing Director
Rajesh Krishna Vyas	Member	Independent Director
Kanchan Sanjay Motiani	Member	Whole Time Director & CFO

The Company Secretary of our Company shall act as a Secretary to the Corporate Social Responsibility Committee. 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.

## 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)	Date of joining*	Compensation paid for F.Y. ended 2022 (in `Lacs)	Overall experience (in years)	Previous employment
Sanjay Harish Motiani <b>Designation:</b> Chairman & Managing Director <b>Educational Qualification</b> – Diploma in Electronics Engineering (I.T.)	53	May 23, 2022	18.00	28	Motwane Communication Systems Pvt Ltd
Kanchan Sanjay Motiani <b>Designation:</b> Whole Time Director & CFO <b>Educational Qualification</b> – MSc. in Microbiology	52	August 20, 2022	18.00	28	Silicon Electronics
Anushka Sanjay Motiani <b>Designation:</b> Whole Time Director <b>Educational Qualification</b> – Bachelor of Design in Visual Communication & Strategic Branding	26	August 20, 2022	7.20	4	Yes Yes Why Not, Mumbai (Design Studio)
Himanshi Tiwari** <b>Designation:</b> Company Secretary & Compliance Officer <b>Educational Qualification</b> – Company Secretary	26	August 16, 2022	-	3	Richirich Inventures Ltd.

\*Based on the current designation of the KMPs.

\*\*We had appointed Ms. Himanshi Tiwari as Company Secretary w.e.f. July 04, 2022 and she resigned from the post w.e.f. August 12, 2022. She has been re-appointed as Company Secretary and Compliance officer of the company with effect from the August 16, 2022 vide Board resolution dated August 16, 2022.

## BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

**Sanjay Harish Motiani-** Please refer to section “Brief Profile of our Directors” beginning on page 104 of this Draft Prospectus for details.

**Kanchan Sanjay Motiani-** Please refer to section “Brief Profile of our Directors” beginning on page 104 of this Draft Prospectus for details.

**Anushka Sanjay Motiani-** Please refer to section “Brief Profile of our Directors” beginning on page 104 of this Draft Prospectus for details.

**Himanshi Tiwari** is the Company Secretary and Compliance officer of our Company. She is a qualified Company Secretary from Institute of Company Secretaries of India, New Delhi. She has around 3 years of experience in the secretarial field. She looks after the overall corporate governance and secretarial matters of our Company.

We confirm that:

- All the persons named as our Key Managerial 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 have been recruited.
- None of our KMPs except Kanchan Sanjay Motiani, Sanjay Harish Motiani and Anushka Sanjay Motiani also part of the Board of Directors.



- d) In respect of all above-mentioned Key Managerial Personnel, there has been no contingent or deferred compensation accrued for the year ended March 2022.
- e) Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- f) Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- g) None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Prospectus except as under: -

Sr. No.	Name of the KMP	No. of Shares held
1	Sanjay Harish Motiani	43,03,800
2.	Kanchan Sanjay Motiani	16,20,000
3.	Anushka Sanjay Motiani	8,10,000
	<b>Total</b>	<b>67,33,800</b>

- a. Presently, we do not have ESOP/ESPS scheme for our employees.
- b. The turnover of KMPs is not high, compared to the Industry to which our company belongs.

#### **Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)**

The Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Name of the Director/KMP	Relationship
Sanjay Harish Motiani and Kanchan Sanjay Motiani	Spouse and parents of Nikhil Sanjay Motiani and Anushka Sanjay Motiani
Nikhil Sanjay Motiani	Son of Sanjay Harish Motiani and Kanchan Sanjay Motiani
Anushka Sanjay Motiani	Daughter of Sanjay Harish Motiani and Kanchan Sanjay Motiani

#### **Payment of benefits to officers of Our Company (non-salary related)**

Except as disclosed in this Draft 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 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 in last three years:**

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Sr. No.	Name	Designation and period	Appointment/ Cessation/ Re-designation	Reasons
1.	Sanjay Harish Motiani	Managing Director (w.e.f. May 23, 2022)	Re-designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
2.	Kanchan Sanjay Motiani	Whole Time Director (w.e.f. June 21, 2022)	Re-designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
3.	Anushka Sanjay Motiani	Whole Time Director (w.e.f. August 01,	Re-designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance

		2022)		
4.	Kanchan Sanjay Motiani	Chief Financial Officer (w.e.f. June 21, 2022)	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
5.	Himanshi Tiwari*	Company Secretary & Compliance Officer (w.e.f. August 16, 2022)	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
6.	Rajesh Srichand Khanna	Chief Financial Officer (w.e.f. May 23, 2022)	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
7.	Rajesh Srichand Khanna	Chief Financial Officer (w.e.f. June 17, 2022)	Resignation	Personal Reason
8.	Kanchan Sanjay Motiani	Director (w.e.f. August 16, 2022)	Change in Designation	Personal Reason
9.	Kanchan Sanjay Motiani	Whole Time Director (w.e.f. August, 20, 2022)	Change in Designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
10.	Kanchan Sanjay Motiani	Chief Financial Officer (w.e.f. August 16, 2022)	Resignation	Personal Reason
11.	Kanchan Sanjay Motiani	Chief Financial Officer (w.e.f. August 20, 2022)	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
12.	Anushka Sanjay Motiani	Director (w.e.f. August 16, 2022)	Change in Designation	Personal Reason
13.	Anushka Sanjay Motiani	Whole Time Director (w.e.f. August, 20, 2022)	Change in Designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance

*\*We had appointed Ms. Himanshi Tiwari as Company Secretary w.e.f. July 04, 2022 and she resigned from the post w.e.f. August 12, 2022. She has been re-appointed as Company Secretary and Compliance officer of the company with effect from the August 16, 2022 vide Board resolution dated August 16, 2022.*

### Interest of Our Key Managerial Persons

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personal are interested in our Company. For details, please refer section titled **"Financial information of the Company - Related Party Transactions"** beginning on page 146 of this Draft Prospectus.

### Interest in the property of our Company

Except as mentioned in the section **"Interest of our Directors- Interest in the properties of our Company"** on page 107 of this Draft Prospectus, our KMPs do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of filing the Draft Prospectus with RoC.

### Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

**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 “*Note W – Related Party Disclosures*” page 146 of this Draft Prospectus.

**ESOP/ESPS SCHEME TO EMPLOYEES**



Presently, we do not have any ESOP/ESPS Scheme for our employees.



## OUR PROMOTERS & PROMOTER GROUP

### **Our Promoters:**

Sanjay Harish Motiani, Kanchan Sanjay Motiani, Anushka Sanjay Motiani and Nikhil Sanjay Motiani are the Promoters of our Company. As on the date of this Draft Prospectus, our Promoters holds 75,43,800 Equity shares 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.

*Brief Profile of our Promoters is as under:*

	<b>Sanjay Harish Motiani – Chairman &amp; Managing Director</b>	
	<b>Qualification</b>	Diploma in Electronics Engineering (I.T.)
	<b>Age</b>	53 years
	<b>Date of Birth</b>	January 10, 1969
	<b>Address</b>	5/A, Krishna Kunj 552, 8th Road, TPS-III, Old Khar West Mumbai, Maharashtra - 400052
	<b>Experience</b>	28 Years
	<b>Occupation</b>	Business
	<b>PAN No.</b>	ABQPM0195B
	<b>No. of Equity Shares held in Silicon Rental Solutions Limited &amp; % of Shareholding (Pre Issue)]</b>	43,03,800 Equity Shares aggregating to 56.93% of Pre Issue Paid up Share Capital
	<b>Other Interests</b>	<b>Proprietorship Firm:</b>  M/s Silicon Electronics
	<b>Kanchan Sanjay Motiani–Whole Time Director &amp; CFO</b>	
	<b>Qualification</b>	MSc. in Microbiology
	<b>Age</b>	52 years
	<b>Date of Birth</b>	August 19, 1970
	<b>Address</b>	5/A, Krishna Kunj 552, 8th Road, TPS-III, Old Khar West, Mumbai, Maharashtra – 400052
	<b>Experience</b>	28 Years
	<b>Occupation</b>	Business
	<b>PAN No.</b>	AEVPM5865N
	<b>No. of Equity Shares held in Silicon Rental Solutions Limited &amp; % of Shareholding (Pre Issue)]</b>	16,20,000 Equity Shares aggregating to 21.43% of Pre Issue Paid up Share Capital
	<b>Other Interests</b>	Nil
	<b>Anushka Sanjay Motiani–Whole Time Director</b>	
	<b>Qualification</b>	Bachelor of Design in Visual Communication & Strategic Branding
	<b>Age</b>	26 years
	<b>Date of Birth</b>	July 29, 1996
	<b>Address</b>	3A/5A, Krishna Kunj, 552, 8th Road, TPS-III, Old Khar, Mumbai, Maharashtra-400052
	<b>Experience</b>	4 Years
	<b>Occupation</b>	Freelancer
	<b>PAN No.</b>	CSKPM0093H
	<b>No. of Equity Shares held in Silicon Rental Solutions Limited &amp; % of Shareholding (Pre Issue)]</b>	8,10,000 Equity Shares aggregating to 10.71% of Pre Issue Paid up Share Capital

	<b>Other Interests</b>	Nil
	<b>Nikhil Sanjay Motiani –Non Executive Director</b>	
<b>Qualification</b>	Bachelor of Engineering (Electronics)	
<b>Age</b>	24 years	
<b>Date of Birth</b>	May 12, 1998	
<b>Address</b>	3 A/5 A, Krishna Kunj, 552, 8th Road, TPS III, Old Khar, Mumbai, Maharashtra - 400052	
<b>Experience</b>	1 Year	
<b>Occupation</b>	Employment	
<b>PAN No.</b>	DBZPM0278K	
<b>No. of Equity Shares held in Silicon Rental Solutions Limited &amp; % of Shareholding (Pre Issue)]</b>	8,10,000 Equity Shares aggregating to 10.71% of Pre Issue Paid up Share Capital	
<b>Other Interests</b>	Nil	

For brief biography of our Individual Promoter, please refer to Chapter titled ***“Our Management”*** beginning on page 102 of this Draft Prospectus.

### **Confirmations/Declarations**

In relation to our Promoters, Sanjay Harish Motiani, Kanchan Sanjay Motiani, Anushka Sanjay Motiani and Nikhil Sanjay Motiani, our Company confirms that the PAN, bank account number, passport number, Aadhaar card number and driving license number shall be submitted to the Stock Exchange at the time of filing of this Draft Prospectus.

### **Interest of our Promoters**

#### ***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 Draft Prospectus, Our Promoters, Sanjay Harish Motiani, Kanchan Sanjay Motiani, Anushka Sanjay Motiani and Nikhil Sanjay Motiani holds 75,43,800 Equity Shares in our Company i.e. 99.79% 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, if any. For details regarding the shareholding of our Promoters in our Company, please see ***“Capital Structure”*** on page 48 of this Draft Prospectus.

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

Except as mentioned hereunder, our Promoters does not have any other interest in any property acquired/rented by our Company in a period of two years before filing of this Draft Prospectus or proposed to be acquired by us as on date of Draft Prospectus

Sr.No	Name of Promoter	Address of Property	Interest and nature of interest
1	Sanjay Harish Motiani	5, Mohini Heights, Ground Floor, Plot No. 579/580, 5th Road, Khar (West), Mumbai, Maharashtra – 400052, India	The premises has been taken on rent vide a Rent Agreement entered by our company with Sanjay Harish Motiani dated April 9, 2022 for a period of 3 years i.e. April 01, 2022 to March 31, 2025 at monthly rent of Rs. 2,00,000/- (Rupees Two lakhs only)

***In transactions for acquisition of land, construction of building and supply of machinery***

None of our Promoters or directors are interested in any transaction for the acquisition of land, construction of building or supply of machinery.

***Other Interests in our Company***

For monetary transactions entered in past please refer Note W - ***“Restated Statement of Related Party Transactions”*** on page 146 forming part of ***“Financial Information of the Company”*** of this Draft Prospectus.

**Payment or Benefits to our Promoters and Promoter Group during the last 2 years:**

For details of payments or benefits paid to our Promoters and promoter group, please refer to the paragraph ***“Compensation of our Managing Director”*** in the chapter titled ***“Our Management”*** beginning on page 102. Also refer Note W on ***“Restated Statement of Related Party Transactions”*** on page 146 forming part of ***“Financial Information of the Company”*** and Paragraph on ***“Interest of Promoter”*** in chapter titled ***“Our Promoters and Promoter Group”*** on page 117 of this Draft Prospectus.

**Companies/Firms with which our Promoters has disassociated in the last (3) three years**

Our Promoter, Kanchan Motiani has surrendered the GST registration certificate of its sole proprietorship firm, M/s Silicon Infosys w.e.f. April 01, 2022, and has ceased to carry on the business in the said entity. Except for the aforementioned, our promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Draft Prospectus.

**Other ventures of our Promoter**

Save and except as disclosed in this section titled ***“Our Promoters & Promoter Group”*** beginning on page 117 of this Draft Prospectus, there are no other ventures, in which our Promoters has any business interests/ other interests.

**Defunct / Strike-off Company**

Our Promoters are or were not associated with the companies that were strike off with ROC in the past.

**Litigation details pertaining to our Promoters**

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 162 of this Draft Prospectus.

**Material guarantees given to third parties by the promoters with respect to specified securities of the issuer.**

There are no Material guarantees given to any third parties by the promoters with respect to specified securities of the issuer.

**Experience of Promoters in the line of business**

Our Promoters, Sanjay Harish Motiani, Kanchan Sanjay Motiani, Anushka Sanjay Motiani and Nikhil Sanjay Motiani has an experience of around 28 years, 28 years, 4 years and 1 year of experience in the I.T. industry.

### **Related Party Transactions**

For the transactions with our Promoter Group, please refer to section titled “*Note W- Restated Statement of Related Party Transactions*” on page 146 of this Draft Prospectus.

### **OUR PROMOTER GROUP**

In addition to the Promoter 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) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter) are as follows:

<b>Relationship with Promoter</b>	<b>Sanjay Harish Motiani</b>	<b>Kanchan Sanjay Motiani</b>	<b>Anushka Sanjay Motiani</b>	<b>Nikhil Sanjay Motiani</b>
Father	Harish Motiani	AssudomalKotwani	Sanjay Harish Motiani	Sanjay Harish Motiani
Mother	Maya Motiani	Kamala Assudomal Kotwani	Kanchan Sanjay Motiani	Kanchan Sanjay Motiani
Spouse	Kanchan Sanjay Motiani	Sanjay Harish Motiani	-	-
Brother	-	Manoj Kotwani Raju Kotwani	Nikhil Sanjay Motiani	-
Sister	Sunita Daulat Ramani Sangeeta Golani	Pooja Makhija Meena Rohra Lata Ahuja Anita Ranglani	-	Anushka Sanjay Motiani
Son	Nikhil Sanjay Motiani	Nikhil Sanjay Motiani	-	-
Daughter	Anushka Sanjay Motiani	Anushka Sanjay Motiani	-	-
Spouse's Father	Assudomal Kotwani	Harish Motiani	-	-
Spouse's Mother	Kamala Assudomal Kotwani	Maya Motiani	-	-
Spouse's Brother	Manoj Kotwani Raju Kotwani	-	-	-
Spouse's Sister	Pooja Makhija Meena Rohra Lata Ahuja Anita Ranglani	Sunita Daulat Ramani Sangeeta Golani	-	-

#### **2. Corporate Entities or Firms forming part of the Promoter Group**

As per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

<b>S.No.</b>	<b>Nature of Relationship</b>	<b>Entity</b>
1	Any Body corporate in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member	NIL
2	Any company in which a company mentioned in (1) above, holds 20% or more, of the equity share capital	NIL
3	Any HUF or firm in which the aggregate shareholding of the Promoter and his immediate relatives is equal to or more than 20% of the total	<b>Proprietorship Firm:</b> M/s Silicon Electronics

**Other persons included in Promoter Group:**

Person also 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 - Nil



## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

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 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.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, 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 in the last three financial years and for the period between March 31, 2022 to the date of the filing of this Draft 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**

#### **INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL INFORMATION**

To,  
The Board of Directors,  
Silicon Rental Solutions Limited  
Gr. Floor, Mohini Heights, 5th Road,  
Khar (West), Mumbai 40052,

Dear Sirs,

1. We have examined the attached Restated Financial Statements of Silicon Rental Solutions Limited comprising the Restated Statement of Assets and Liabilities as at March 31, 2022, 2021 and 2020, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the years ended March 31, 2022, 2021 and 2020 the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on August 02, 2022 for the purpose of inclusion in the Draft Prospectus/ Prospectus ("Draft Prospectus/Prospectus") prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO") prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Mumbai in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.
3. We, M/s Vinod Kumar Jain & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and holds the peer review certificate dated 28.06.2022 valid till 31.07.2025.
4. We have examined such Restated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated July 06, 2022 in connection with the proposed IPO of the Company;
  - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the year ended, 31<sup>st</sup> March 2022, 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020 which has been approved by the Board of Directors.
6. For the purpose of our examination, we have relied on:
  - a) Auditors' reports issued by us on the financial statements of the Company as at and for the year ended 31<sup>st</sup> March 2022;
  - b) Auditors' reports issued by Company's previous auditors, Sahajwani Narang & Associates, for the year ended 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020, and accordingly reliance has been placed on financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them.
7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit report submitted by the Previous Auditors for the respective year, we report that the Restated Financial Information:
  - a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended March 31, 2022;
  - b) does not contain any qualification requiring adjustments.
  - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
8. We have also examined the following Notes to the Restated financial information of the Company set out in the Annexure V, prepared by the management and approved by the Board of Directors for the years ended March 31, 2022, 2021 and 2020.

**Annexure V - Notes to the Restated Summary Financial Information:**

- a) Restated Statement of Share Capital, Reserves and Surplus as appearing in Note A to this report;
- b) Restated Statement of Long Term Borrowings as appearing in Note B to this report;
- c) Restated Statement of principal terms of Secured Loans and Assets charged as security as appearing in Note B(A) to this report;
- d) Statement of terms & conditions of unsecured loans as appearing in Note B(B) to this report;
- e) Restated Statement of Deferred Tax (Assets) / Liabilities as appearing in Note C to this report;
- f) Restated Statement of Long Term Provision as appearing in Note C-1 to this Report;
- g) Restated Statement of Short term borrowings as appearing in Note D to this report;
- h) Restated Statement of Trade Payables as appearing in Note E to this report;
- i) Restated Statement of Other Current Liabilities as appearing in Note F to this report;
- j) Restated Statement of Short Term Provisions as appearing in Note G to this report;
- k) Restated Statement of Property, Plant & Equipment and Intangible Assets as appearing in Note H to this report;
- l) Restated Statement of Trade Receivables as appearing in Note I to this report;
- m) Restated Statement of Cash and Cash Equivalents as appearing in Note J to this report;
- n) Restated Statement of Inventories as appearing in Note K to this report;
- o) Restated Statement of Short term Loans and Advances as restated as appearing in Note L to this report;
- p) Restated Statement of Other Current Assets as appearing in Note M to this report;
- q) Restated Statement of Revenue from Operations as appearing in Note N to this report;
- r) Restated Statement of Other Income as appearing in Note O to this report;
- s) Restated Statement of Cost of material and services consumed as appearing in Note P to this report;
- t) Restated Statement of Change in Inventories as appearing in Note Q to this report;
- u) Restated Statement of Employee Benefit Expenses as appearing in Note R to this report;
- v) Restated Statement of Finance Cost as appearing in Note S to this report;
- w) Restated Statement of Depreciation & Amortization as appearing in Note T to this report ;
- x) Restated Statement of Other Expenses as appearing in Note U to this report;
- y) Restated Statement of Contingent Liabilities as appearing in Note V to this report ;
- z) Restated Statement of Related Party Transactions as appearing in Note W to this report ;
- aa) Restated Statement of Tax Shelter as appearing in Note X to this report ;
- bb) Capitalization Statement as appearing in Note Y to this report;

- cc) Restated Statement of Mandatory Accounting Ratios as appearing in Note Z to this report;  
dd) Ratio Analysis as appearing in note ZA to this report.
9. The Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 4 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus/ Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Mumbai in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
13. In our opinion, the above financial information contained in Annexure I to Annexure V of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

Thanking you,

Yours faithfully,

**For Vinod Kumar Jain & Co.**  
**Chartered Accountants**  
**FRN 111513W**

**Sd/-**

**Vinod Kumar Jain**  
**Proprietor**  
**M. No. 036373**  
**UDIN: 22036373AOWSSC5199**  
**Place : Mumbai**  
**Date : 05-Aug-2022**

**ANNEXURE-I**  
**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Rs. in Lakhs)

	PARTICULARS		NOTES	As at the Year ended		
				31/03/2022	31/03/2021	31/03/2020
<b>I</b>		<b>EQUITY AND LIABILITIES</b>				
<b>1.</b>		<b>Shareholders' Funds</b>				
	(a)	Share Capital	A	100	1.00	1.00
	(b)	Reserves & Surplus	A	1,598.47	851.93	581.54
	(c)	Money received against share warrant		-	-	-
				<b>1,698.47</b>	<b>852.93</b>	<b>582.54</b>
<b>2</b>		<b>Share application money pending allotment</b>		-	-	-
<b>3</b>		<b>Non Current Liabilities</b>				
	(a)	Long Term Borrowings	B	1,349.64	519.60	361.77
	(b)	Deferred Tax Liabilities (Net)		-	-	-
	(b)	Deferred Tax Liabilities (Net)	C	86.05	42.70	37.41
	(c)	Other Long Term Liabilities				
	(d)	Long Term Provisions	C1	7.91	5.71	4.45
				<b>1,443.60</b>	<b>568.01</b>	<b>403.62</b>
<b>4</b>		<b>Current Liabilities</b>				
	(a)	Short Term Borrowings	D	315.31	28.11	-
	(b)	Trade Payables	E	-	-	-
	(c)	Other Current Liabilities	F	714.24	767.98	647.67
	(d)	Short Term Provisions	G	0.78	19.43	128.42
				<b>1,030.33</b>	<b>815.52</b>	<b>776.09</b>
				<b>4,172.40</b>	<b>2,236.45</b>	<b>1,762.25</b>
<b>II</b>		<b>ASSETS</b>				
		<b>Non-Current Assets</b>				
<b>1</b>	(a)	Property, Plant & Equipment and Intangible Assets	H			
		(i) Property, Plant and Equipment		2,629.01	1,427.60	1,090.67
		(ii) Intangible Assets		-	-	-
		(iii) Capital Work in Progress		-	-	-
		(iv) Intangible assets under development		-	-	-
	(b)	Non-Current Investment		-	-	-
	(c)	Deferred Tax Assets (Net)	C	-	-	-
	(d)	Long Term Loans and Advances		-	-	-
	(e)	Other Non-Current Assets		-	-	-
				<b>2,629.01</b>	<b>1,427.60</b>	<b>1,090.67</b>
<b>2</b>		<b>Current Assets</b>				
	(a)	Current Investments		-	-	-
	(a)	Current Investments		-	-	-
	(b)	Inventories	K	-	-	-
	(c)	Trade Receivables	I	562.52	456.24	471.02
	(d)	Cash and Cash equivalents	J	962.69	342.60	71.55
	(e)	Short-Term Loans and Advances	L	18.18	10.00	129.00
	(f)	Other Current Assets	M	-	-	-
				<b>1,543.38</b>	<b>808.84</b>	<b>671.57</b>
				<b>4,172.40</b>	<b>2,236.45</b>	<b>1,762.25</b>

**ANNEXURE-II**  
**RESTATED STATEMENT OF PROFIT AND LOSS**

(Rs. in Lakhs)

PARTICULARS		Notes	For the Year ended		
			31/03/2022	31/03/2021	31/03/2020
1	<b>Revenue From Operations</b>	<b>N</b>	2,460.94	1,375.44	1,227.79
2	<b>Other Income</b>	<b>O</b>	6.97	0.21	0.05
	Total Income (1+2)		<b>2,467.91</b>	<b>1,375.65</b>	<b>1,227.85</b>
3	<b>Expenditure</b>				
(a)	Cost of material and services consumed	<b>P</b>	135.84	43.58	50.95
(b)	Change In Inventories	<b>Q</b>	-	-	-
(c)	Employee Benefit Expenses	<b>R</b>	121.11	97.73	102.54
(d)	Finance Cost	<b>S</b>	39.17	11.56	0.23
(e)	Depreciation and Amortisation Expenses	<b>T</b>	901.45	582.50	510.99
(f)	Other Expenses	<b>U</b>	270.91	274.35	282.87
4	<b>Total Expenditure 3(a) to 3(f)</b>		<b>1,468.49</b>	<b>1,009.72</b>	<b>947.58</b>
5	<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax (2-4)</b>		999.42	365.94	280.27
6	Exceptional item & Extra Ordinary Items		-	-	-
7	<b>Profit/(Loss) Before Tax (5-6)</b>		<b>999.42</b>	<b>365.94</b>	<b>280.27</b>
8	<b>Tax Expense:</b>				
(a)	Tax Expense for Current Year		209.53	90.26	77.88
(b)	Deferred Tax		43.35	5.29	(13.10)
	Net Current Tax Expenses		252.88	95.55	64.77
9	<b>Profit/(Loss) for the Year (7-8)</b>		<b>746.54</b>	<b>270.39</b>	<b>215.50</b>

**ANNEXURE-III**  
**RESTATED CASH FLOW STATEMENT**

(Rs. in lakhs)

PARTICULARS		For the Year ended		
		31/03/2022	31/03/2021	31/03/2020
A) Cash Flow From Operating Activities :				
Net Profit before tax		999.42	365.94	280.27
Adjustment for :				
Depreciation and amortization		901.45	582.50	510.99
Interest Paid		36.64	5.66	-
Loss on Sale of Assets		-	2.61	6.11
Profit on Sale of Assets		(6.90)		
Interest Income		-	-	-
Dividend Income		-	-	-
Provision For gratuity Expenses		2.45	1.48	4.45
<b>Operating profit before working capital changes</b>		<b>1,933.07</b>	<b>958.19</b>	<b>801.82</b>
Changes in Working Capital				
(Increase)/Decrease in Trade Receivables		(106.28)	14.78	(117.18)
(Increase)/Decrease in Inventory		-	-	-
(Increase)/Decrease in Short Term Loans & Advances		(8.18)	119.00	(129.00)
(Increase)/Decrease in Other Current Assets		-	-	55.46
Increase/(Decrease) in Trade Payables		-	-	
Increase/(Decrease) in Other Current Liabilities		(53.74)	116.40	162.88
Increase/(Decrease) in Short Term Provisions, etc.		(18.89)	(105.32)	74.17
<b>Cash generated from operations</b>		<b>1,745.97</b>	<b>1,103.06</b>	<b>848.15</b>
Less:- Income Taxes paid		209.53	90.26	77.88
Net cash flow from operating activities	A	1,536.44	1,012.81	771.00
B) Cash Flow From Investing Activities :				
Purchase of Fixed Assets including of CWIP		(2,119.31)	(924.17)	(753.08)
Proceeds from Sale of Fixed Assets		23.35	2.13	12.26
Investment made/Sold during the year		-	-	-
Dividend Income		-	-	-
Interest Income		-	-	-
Net cash flow from investing activities	B	(2,095.96)	(922.04)	(740.82)
C) Cash Flow From Financing Activities :				
Proceeds from Issue of Share Capital		99.00	-	-
Increase/(Decrease) in Short Term Borrowings		287.20	28.11	-
Increase/(Decrease) in Long Term Borrowings		830.03	157.84	(4.18)
Interest Paid		(36.64)	(5.66)	-
Share Money Pending Allotment		-	-	-
Increase/(Decrease) in Long Term Loans and Advances		-	-	-
Net cash flow from financing activities	C	<b>1,179.59</b>	<b>180.28</b>	<b>(4.18)</b>
Net Increase/(Decrease) In Cash & Cash Equivalents	(A+B+C)	620.09	271.05	25.26
Cash equivalents at the beginning of the year		342.60	71.55	46.28
<b>Cash equivalents at the end of the year</b>		<b>962.69</b>	<b>342.59</b>	<b>71.54</b>

Notes :-

1.	Component of Cash and Cash equivalents	31/03/2022	31/03/2021	31/03/2020
	Cash on hand	0.68	0.63	1.48
	Balance With banks	962.01	341.97	70.06
	Other Bank Balance	-	-	-
	<b>Total</b>	<b>962.69</b>	<b>342.60</b>	<b>71.55</b>
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 summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated summary financial information (Annexure IV) are an integral part of this statement.			

**ANNEXURE – IV**  
**SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED**  
**FINANCIAL INFORMATION**

**COMPANY OVERVIEW**

Silicon Rental Solutions Limited (the Company) was originally incorporated in the name of “Silicon Rental Solutions Private Limited” Company domiciled in India and incorporated under the Provisions of the Companies Act, 2013 with the Registrar of Companies, Mumbai. Subsequently the Company was converted into a public limited company vide special resolution passed By the shareholders at the Extra Ordinary General Meeting held on July 06, 2022 and the name of Company was changed from “Silicon Rental Solutions Private Limited” to “Silicon Rental Solutions Limited” vide fresh Certificate of Incorporation granted to Company consequent upon conversion into public limited company dated July 22, 2022 by the Registrar of Companies, Mumbai bearing Corporate Identification Number U74999MH2016PLC272442.

The company is engaged in the business of letting out on hire of laptops, desktops, printers, servers and other peripherals on rental basis.

**I. SIGNIFICANT ACCOUNTING POLICIES& NOTES TO ACCOUNTS**

**A) BASIS OF PREPARATION OF FINANCIAL STATEMENT**

The Restated Statement of Assets and Liabilities (Annexure I) of the company as at March 31, 2022, 2021, and 2020 , the Restated Statements of Profit and Loss (Annexure II), the Restated Cash Flow Statement (Annexure III) for the for the years ended March 31, 2022, 2021, and 2020 (hereinafter collectively referred to as “**Restated Financial Information**”) have been extracted by the management from the audited financial statements for the March 31, 2022, 2021, and 2020 approved by the respective Board of Directors of the companies.

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**B) USE OF ESTIMATES**

The preparation of financial statements is 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.

**C) ACCOUNTING CONVENTION**

The group follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

**1. REVENUE RECOGNITION**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognitions criteria must also be met before revenue is recognized:

**i) Sale of goods**

Revenue is recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer. Sales are disclosed net of GST, trade discounts and returns, as applicable.

**ii) Income from services**

Income from services such as Sales Hire Charges is recognized as they are rendered, based on agreement / arrangement with the concerned parties.



### **iii) Interest Income**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

## **2. PROPERTY, PLANT, EQUIPMENT & INTANGIBLE ASSETS**

- a) Property, Plant & Equipment are stated as per Cost Model i.e., at cost less accumulated depreciation and impairment, if any;
- b) Costs directly attributable to acquisition are capitalized until the Fixed Assets are ready for use, as intended by the management. For addition to assets, depreciation is calculated from the succeeding month in which the assets is purchased and put to use. For sale of assets, depreciation is calculated till the end of the month before the day of sale and the Profit or Loss on sale is determined accordingly.
- c) Subsequent expenditures relating to fixed assets are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs & maintenance costs are recognized in the Statement of profit & Loss when incurred;
- d) The cost and related accumulated depreciated are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit or Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell;
- e) Depreciation on Tangible Assets in case of company is provided in such a manner so that the cost of asset (Net of realizable value) will be amortized over their estimated remaining useful life on SLM basis as per the useful life prescribed under Schedule II to the Companies Act 2013.
- f) Depreciation methods, useful lives, and residual values are reviewed periodically, including at each financial year end;

## **3. 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 investment. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as Brokerage, Fees and Duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. 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 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.

## **4. INVENTORIES**

Inventories comprising of Stock in trade are valued at Lower of cost and net realizable value. Cost includes the purchase price and other associated cost directly incurred in brings the inventory to its present location excluding Vat. Cost is computed on FIFO basis. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completions and estimated cost necessary to make the sale. However, there were no inventories at the end of each year under consideration.

## **5. IMPAIRMENT OF ASSETS**

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

## **6. RETIREMENT BENEFITS & OTHER EMPLOYEE BENEFITS**

Short term employee benefits are recognized as an expense on accrual basis. The company has no obligation in terms of retirement benefits towards its employees except Gratuity. There are no defined benefits for leave encashment etc. In the restated financial statements, The Company has made provision for payment of Gratuity to its employees.

## **7. FOREIGN EXCHANGE TRANSACTIONS**

There is no foreign currency transactions recorded during the years covered under this restated financial information.

## **8. CASH FLOW STATEMENT**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a 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. The cash flows from operating, investing and financing activities are segregated.

## **9. BORROWING COSTS**

There are no borrowing costs towards acquisition of capital assets of the company. All other borrowing costs are recognized as an expense in the period in which they are incurred.

## **10. INCOME TAX**

Income tax expenses comprise current tax and deferred tax charged or credited. Provisions for income tax are made on the basis of section 115 BAA of the Income Tax Act. Current tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax is recognized, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when assets is realized or liability is settled, based on taxed rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

Deferred Tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year is mentioned in Note C in the enclosed restated financial statements.

## **11. EARNINGS PER SHARE**

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

## **12. PROVISIONS AND CONTINGENT LIABILITIES**

Provisions are recognized when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A present obligation that arises from past events whether it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities. Contingent liabilities are not recognized but are disclosed and contingent assets are neither recognized nor disclosed, in the financial statements.

### 13. CASH & CASH EQUIVALENTS

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### 14. SEGMENT REPORTING

Company is operating under a single segment

### 15. EMPLOYEE BENEFITS

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period. The disclosure as envisaged under the Accounting Standard is provided hereunder:

(Rs. In Lakhs)

Particulars	2021-22	2020-21	2019-20
Provision for Gratuity (Current & Non Current)			4.46

(Rs. in lakhs)

Details of Gratuity Expenses	2021-22	2020-21	2019-20
<b>Reconciliation of net defined benefit liability</b>			
Net opening provision in books of accounts	5.94	4.46	3.14
Employee Benefit Expense	2.45	1.48	1.32
Benefits Paid by the Company			
Contributions to plan assets			
<b>Closing provision in books of accounts</b>	8.39	5.94	4.46
<b>Bifurcation of liability</b>			
Current Liability	0.48	0.24	0.01
Non-Current Liability	7.91	5.71	4.45
<b>Net Liability</b>	8.39	5.94	4.46
<b>Principle actuarial assumptions</b>			
Discount Rate	7.25 % p.a.	7.25 % p.a.	7.25 % p.a.
Salary Escalation Rate	5.00%p.a	5.00% p.a	5.00% p.a
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14
Withdrawal Rates (p.a.)	5.00% p.a.	5.00% p.a.	5.00% p.a.
Expected Return on Plan Assets	-	-	-

### 16. OTHERS

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note W of the enclosed restated financial statements.

Figures have been rearranged and regrouped wherever practicable and considered necessary.

The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.

The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good.

**Realizations** - In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.

**Contractual liabilities** - All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**Amounts in the financial statements** - Amounts in the financial statements are rounded off to nearest Indian Rupees in lakhs. Figures in brackets indicate negative values.

### Impact of Audit Qualifications/Observations in Statutory Auditor's Report on Financial Statements

There have been no audit qualifications/observations in Statutory Auditor's Report for F.Y.2021-22, 2020-21 and 2019-2020 which requires adjustments in restated financial statements.

### Material Adjustments

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 Schedule VI and Accounting Standards.

Statement of Adjustments in the financial statements is presented here below:

### RECONCILIATION OF RESTATED PROFIT:

(Rs. in Lakhs)

Adjustments for	2021-22	2020-21	2019-20
Net profit after Tax as per Audited Profit & Loss Account	1020.60	232.81	186.77
<b>Adjustments for:</b>			
Depreciation (change in method)	(381.78)	58.20	41.51
Profit/Loss on sale of Assets (due to change in depreciation method)	-	(2.65)	(7.26)
Provision for gratuity	6.41	(1.48)	(1.32)
Short/excess Provision of deferred tax	98.60	(14.48)	(4.35)
Short/excess Provision	3.19	(2.01)	0.12
<b>Net Profit after Tax as Restated</b>	<b>746.54</b>	<b>270.39</b>	<b>215.50</b>

1. **Change in the method of depreciation during F.Y. 2021-22:** During F.Y. 2021-22, the Company has changed the method of depreciation from Written Down Value (WDV) Method to Straight Line Method (SLM) based on useful life of the assets as prescribed in Schedule II of the Companies Act, 2013 in the relevant year. The change is considered preferable because company is mainly engaged in the business of providing computers on rental basis, where rent is same for 1<sup>st</sup> year, 2<sup>nd</sup> year or 3<sup>rd</sup> year, in other words rent is same irrespective of the age of assets, hence, depreciation on SLM basis provide equal amount of rent for first 3 years and comparable to computer hire charges and reflect more accurately profit of the Company. While preparing the restated financial statements, the impact of change in depreciation has been taken from the life of the asset, and accordingly depreciation has been computed as per SLM basis in all the relevant years covered in the restated financial statements.

2. The provision for gratuity has been done in all years covered for restatement as per Actuarial Valuation Reports and provided in the respective year in which such liability has arisen as per AS 15: Employee Benefits

3. Provision for Taxation has been adjusted for Income Tax which has been calculated after taking the impact of provision for gratuity, and short/excess provision, if any, related to earlier years.

4. The DTA/DTL has been re-calculated considering the provision for gratuity.

The reconciliation of Equity and Reserves as per audited results and the Equity and Reserves as per Restated Accounts is presented below: -

### RECONCILIATION OF EQUITY AND RESERVES:

(Rs. In Lakhs)

Particulars	31-Mar-22	31-Mar-21	31-Mar-20
<b>Equity and Reserves as per Audited Balance sheet</b>	<b>1699.35</b>	<b>579.75</b>	<b>346.94</b>
Adjustments in the opening reserves of F.Y. 2019-20 for:			
Provision for gratuity	0.47	(3.14)	(3.14)
Depreciation	-	291.97	291.97
Deferred Tax	(1.46)	(81.23)	(81.23)
Income Tax (Earlier Years)	0.12	(0.73)	(0.73)
Cumulative impact of P&L Adjustments (as mentioned in table of "Reconciliation of Restated Profit")	-	66.18	28.72
<b>Equity and Reserves as per Re-stated Balance sheet</b>	<b>1,698.47</b>	<b>852.93</b>	<b>582.54</b>

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of Income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial of the company for all the years and requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

**For Vinod Kumar Jain & Co.**  
**Chartered Accountants**  
**FRN 111513W**

**Sd/-**

**Vinod Kumar Jain**  
**Proprietor**  
**M. No. 036373**

**Place : Mumbai**  
**Date : 05-Aug-2022**

## ANNEXURE-V

### NOTE A RESTATED STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS (Amt. in Rs. Lakhs, Except Share Data)

Particulars	As At		
	31/03/2022	31/03/2021	31/03/2020
<b>Share Capital</b>			
<b>Authorised Share Capital</b>			
Equity shares of Rs.10 each	20,00,000	20,00,000	20,00,000
Equity Share Capital	200	200	200
<b>Issued, Subscribed and Paid up Share Capital</b>			
Equity Shares of Rs. 10 each fully paid up	10,00,000	10,000	10,000
Share Capital (in Rs.)	100	1	1
<b>Total</b>	<b>100.00</b>	<b>1.00</b>	<b>1.00</b>

<b>Reserves and Surplus</b>			
Securities Premium	-	-	-
<b>Surplus in Profit and Loss account</b>			
Balance as per the last financial statements	851.93	581.54	366.04
Profit for the Year	746.54	270.39	<b>215.50</b>
<b>Balance as at the end of Financial Year</b>	<b>1,598.47</b>	<b>851.93</b>	<b>581.54</b>

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/-. Each holder of equity shares is entitled to one vote per share.
  - ii. 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 figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. Company does not have any Revaluation Reserve.
4. The reconciliation of the number of Equity shares outstanding as at: -

Particulars	As at		
	31/03/2022	31/03/2021	31/03/2020
Number of shares at the beginning	10,000	10,000	10,000
Add: Bonus Share Issued	-	-	-
Add: Fresh Issue of shares	9,90,000	-	-
Number of shares at the end	10,00,000	10,000	10,000

5. The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	As at (No. of Shares)		
	31/03/2022	31/03/2021	31/03/2020
Sanjay Motiani	4,00,000	5,000	5,000
Nikhil Motiani	1,50,000	-	-
Kanchan Motiani	3,00,000	4,000	4,000
Anushka Motiani	1,50,000	1,000	1,000

### NOTE B RESTATED STATEMENT OF LONG TERM BORROWINGS

(Rs. in Lakhs)

Particulars	As At		
	31/03/2022	31/03/2021	31/03/2020
<b>(a) Term loans From Banks(Secured)</b>			
Standard Chartered Bank Term Loan-1 (Overdraft)	489.09	509.89	-
Standard Chartered Bank Term Loan-2 (Overdraft)	768.72	-	-

Standard Chartered Bank A/c 00992 (Overdraft)	79.55	-	-
Canara Bank -Car Loan	12.27	-	-
<b>Sub-total (b)</b>	<b>1,349.64</b>	<b>509.89</b>	<b>-</b>
<b>(b) Loans and advances from related parties &amp; shareholders (Unsecured)</b>			
From Directors	-	9.71	361.77
<b>Sub-total (b)</b>	<b>-</b>	<b>9.71</b>	<b>361.77</b>
<b>Total (a+b)</b>	<b>1,349.64</b>	<b>519.60</b>	<b>361.77</b>

**Notes:**

1. The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in NOTE-B (A) and NOTE B (B).

**Term Loan from Standard chartered Bank and Canara Bank is secured by pari passu charge of the following:**

SCB Loan 1 which was classified under short term borrowing during FY 2020-21 now re-classified as long term borrowings in FY 2021-22 against hypothecation of Unit no.5, Unit no. 5A and Unit No.7, Mihini Heights, 5th Road, Khar (West) Mumbai, properties owned by one of the director of the company.

During 2021-22 the company has taken a working Capital Facility from Standard Chartered Bank (SCB Loan 2) against hypothecation of Flat O.1101 and 1201, 11th and 12th Floor, Baba Satguru CHSL, 28th Road, Plot NO.40, Bandra (West), Mumbai, Properties owned by one of the director of the company.

Further the company availed a car loan, which is secured against Tata safari car.

**NOTE B(A)**

**RESTATED STATEMENT OF PRINCIPLE TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

**(Rs. In Lakhs)**

Name of Lender	Purpose	Loan/Agreement A/c No. / Ref. No	Sanctioned Amount (Rs. in lakhs)	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.3.22 as per Books (Rs. in lakhs)
Standard Chartered Bank Term Loan-1	Working Capital (LAP)	File no 3283147 dated 15.03.2021	538	Repo rate + 4.10% p.a. (variable)	Unit No. 5, Basement + Gr. floor, and Unit No.7, Mohini Heights, 5th Road, Khar (West), Mumbai 52	Repayable in 180 monthly instalments of Rs. 5.17 lakhs	NA	509.89
Standard Chartered Bank Term Loan-2	Working Capital (LAP)	File no 3330252 dated 03.03.2022	800	Repo rate+ 3.00% pa(variable)	Flat No.1101 & 1201, Baba Sat Guru CHSL, 28th Road, Plot No.40, Bandra (West), Mumbai-50.	Repayable in 180 Monthly instalments of Rs. 7.19 lakhs	N.A.	800
Standard Chartered Bank Emergency Credit Line Guarantee Scheme (ECLGS)	Working Capital (Instalment Loan)	Dated 13.01.2022	86.4	Fixed (7%)	Guarantee of Sanjay Harish Motiani & Kanchan Sanjay Motiani	First 25 months interest only and from 25 month onwards, EMI consisting principal and interest	2 years	85.55
Canara	Vehicle	MCO/RA	20	0.60%	Hypothecation	Repayable in	N.A.	16.69

Bank	Loan	H/BRVL/ VL- KHAR W/CR- 1468/202 1/MAHdt d. 05.04.202 1		above Repo Linked Lending Rate (RLLR) .	of car and personal guarantee of Sanjay Motiani, Ms.KanchanMot iani and Miss Anushka S Motiani (Directors)	48 EMI of Rs.0.48 lakhs		
Kotak Mahindra Bank Ltd.	Over-drafts	LP 19136108 Dated 24.01.202 1	500	Repo Rate + 3.90%	Flat No.402, The Snehasadan Premises CHSL, Main Avenue Rd Santacruz (West), Mumbai-54.	NA	N.A.	252.8
<b>Total (Fund Based)</b>								<b>1664.94</b>
<b>Total (Non Fund Based)</b>								<b>0</b>
<b>Grand Total (Fund &amp; Non Fund Based)</b>								<b>1664.94</b>

Registration of charges or satisfaction with Registrar of Companies					
Particular of charge		Statutory period of registration	Actual date of registration	Reason if Charge is registered beyond statutory period	
<i>Term Loan</i>					
<i>Overdraft facilities taken against properties</i>					
Standard Chartered Bank Term Loan-1		-	-	Management has informed that charge is not required to be created, since loans are granted against personal properties of directors of company	
Standard Chartered Bank Term Loan-2		-	-		
Standard Chartered Bank		-	-		
Kotak Mahindra Bank		-	-		
Canara Bank -Car Loan		-	-	<i>Not registered due to oversight</i>	

**NOTE B (B)**  
**RESTATED STATEMENT OF TERMS AND CONDITIONS OF UNSECURED LOANS**  
**(Amt. Rs. in Lakhs)**

Name of Lender	Purpose	Rate of Interest	Re-Payment Schedule	31-03-2022	31-03-2021	31-03-2020
<b>FROM DIRECTORS:-</b>						
Sanjay Motiani	Business Loan	NIL	Repayable on Demand but not before 12 months	-	7.01	45.86
Kanchan s. Motiani	Business Loan	NIL	Repayable on Demand but not before 12 months	-	-	315.20
Miss Anushka S. Motiani	Business Loan	NIL	Repayable on Demand but not before 12 months	-	1.35	0.35
Nikhil S. Motiani	Business Loan	NIL	Repayable on Demand but not before 12 months	-	1.35	0.35
<b>TOTAL</b>					<b>9.71</b>	<b>361.77</b>
<b>GRAND TOTAL</b>					<b>9.71</b>	<b>361.77</b>



**NOTE C**  
**RESTATED STATEMENT OF DEFERRED TAX (ASSETS)/ LIABILITIES**

(Amt. Rs. in Lakhs)

Particulars	As At		
	31/03/2022	31/03/2021	31/03/2020
<b>Opening Balance (A)</b>			
Opening Balance of Deferred Tax (Asset) / Liability	42.70	37.41	50.51
<b>Closing Balances (B)</b>			
(DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act. (net of provision for gratuity)	43.35	5.29	(13.10)
<b>Closing Balance of Deferred Tax (Asset) / Liability (B)</b>	<b>86.05</b>	<b>42.70</b>	<b>37.41</b>
<b>Current Year Provision (B-A)</b>	<b>43.35</b>	<b>5.29</b>	<b>(13.10)</b>

**NOTE C1**  
**LONG TERM PROVISIONS**

(Amt. Rs. in Lakhs)

Particulars	As At		
	31/03/2022	31/03/2021	31/03/2020
Provisions for Gratuity	7.91	5.71	4.45
<b>TOTAL</b>	<b>7.91</b>	<b>5.71</b>	<b>4.45</b>

**NOTE D**  
**RESTATED STATEMENT OF SHORT TERM BORROWINGS**

(Amt. Rs. in Lakhs)

Particulars	As At		
	31-03-2022	31/03/2021	31/03/2020
<b>Secured</b>			
<b>Short Term Borrowings</b>			
<b>Secured</b>			
<b>Working Capital Loan : Cash Credit</b>			
Standard Chartered Bank	-	-	-
Kotak Mahindra Bank (O/d A/c)	252.80	-	-
<b>Subtotal (a)</b>	<b>252.80</b>	<b>-</b>	<b>-</b>
<b>Current Maturities</b>		<b>-</b>	<b>-</b>
Standard Chartered Bank Term Loan-1 (Overdraft)	20.81	<b>28.11</b>	
Standard Chartered Bank Term Loan-2 (Overdraft)	31.28		
Standard Chartered Bank A/c 00992 (Overdraft)	6.00		
Canara Bank -Car Loan	4.42		
<b>Sub Total (b)</b>	<b>62.51</b>	<b>28.11</b>	<b>-</b>
<b>TOTAL (a+b)</b>	<b>315.31</b>	<b>28.11</b>	<b>-</b>

1. The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in NOTE-B (A) and NOTE B (B)

**NOTE E**  
**RESTATED STATEMENT OF TRADE PAYABLES**

(Amt. Rs. in Lakhs)

Particulars	As At		
	31/03/2022	31/03/2021	31/03/2020
<b>Trade Payables</b>			
Micro, Small and Medium Enterprises	-	-	-
Other than Micro, Small and Medium Enterprises	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

**TRADE PAYABLES AGEING SCHEDULE**

Particulars	Outstanding for following periods from due date of payment/transaction	Total
-------------	--	-------

	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	-	-	-	-	-
(ii)Others	-	-	-	-	-
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Notes:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
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 identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed.

**NOTE F**  
**RESTATED STATEMENT OF OTHER CURRENT LIABILITIES**

(Amt. Rs. in Lakhs)

Particulars	As At		
	31/03/2022	31/03/2021	31/03/2020
<b>Other Current Liabilities</b>			
Advanced From Customers			
Unsecured and considered Good	1.81	0.73	-
Duties and Taxes			
Statutory Dues	2.30	2.02	7.66
Other Payable			
Creditors for Expenses	25.43	117.34	-
Creditors for Capital Expenditures	584.69	547.89	540.01
Deposits Received	100.00	100.00	100.00
<b>Total</b>	<b>714.24</b>	<b>767.98</b>	<b>647.67</b>

**NOTE G**  
**RESTATED STATEMENT OF SHORT TERM PROVISIONS**

(Amt. Rs. in Lakhs)

Particulars	As At		
	31/03/2022	31/03/2021	31/03/2020
<b>Short Term Provisions</b>			
Provision for Income Tax Net of Advance tax	0.30	19.19	124.51
Provision for Gratuity	0.48	0.24	0.01
Others	-	-	3.91
<b>Total</b>	<b>0.78</b>	<b>19.43</b>	<b>128.42</b>

**NOTE H**  
**RESTATED STATEMENT OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS**

**FY 2019-20(Rs. in Lakhs)**

Particulars	Gross Block				Depreciation				Net Block	
	As at	Additi ons	Deleti ons	As at	Upto	Duri ng	Delet ion	Total upto	As at	As at
	01- Apr- 19	durin g theye ar	durin g theye ar	31- Mar- 20	01- Apr- 19	the year	durin g the year	31- Mar- 20	31- Mar- 20	31- Mar- 19
<b><u>Tangible Asset</u></b>										
Computer, Software and Accessories for Hire	1,440.50	740.35	23.46	2,157.38	644.87	490.08	6.91	1,128.04	1,029.34	795.64
Server for Hire	116.51	1.77	3.74	114.54	53.14	17.06	1.93	68.27	46.27	63.37
Office Equipments for Hire	8.27	10.47	-	18.75	3.97	3.14	-	7.11	11.63	4.31
Office Equipments (AC)	0.75	0.50	0.01	1.24	0.32	0.24	-	0.56	0.69	0.43
Motor Vehicle	3.75	-	-	3.75	0.74	0.45	-	1.19	2.56	3.01
Office Furniture	0.23	-	-	0.23	0.03	0.02	-	0.05	0.18	0.20
<b><u>Intangible Asset</u></b>	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>1,570.02</b>	<b>753.08</b>	<b>27.21</b>	<b>2,295.89</b>	<b>703.07</b>	<b>510.99</b>	<b>8.84</b>	<b>1,205.22</b>	<b>1,090.67</b>	<b>866.95</b>
<b>Previous Year</b>	<b>1,039.67</b>	<b>530.34</b>	<b>-</b>	<b>1,570.02</b>	<b>563.12</b>	<b>-</b>	<b>-</b>	<b>563.12</b>	<b>16.61</b>	<b>476.55</b>

**FY 2020-21 (Rs. in Lakhs)**

Particulars	Gross Block				Depreciation				Net Block	
	As at	Additi ons	Deleti ons	As at	Upto	Duri ng	Delet ion	Total upto	As at	As at
	01- Apr- 20	durin g theye ar	durin g theye ar	31- Mar- 21	01- Apr- 20	the year	durin g the year	31- Mar- 21	31- Mar- 21	31- Mar- 20
<b><u>Tangible Asset</u></b>										
Computer, Software and Accessories for Hire	2,157.38	906.08	10.40	3,053.07	1,128.04	559.44	5.66	1,681.82	1,371.25	1,029.34
Server for Hire	114.54	-	-	114.54	68.27	16.57	-	84.84	29.70	46.27
Office Equipments for Hire	18.75	17.63	-	36.37	7.11	5.76	-	12.87	23.51	11.63
Office Equipments (AC)	1.24	-	-	1.24	0.56	0.24	-	0.80	0.45	0.69
Motor Vehicle	3.75	-	-	3.75	1.19	0.45	-	1.63	2.12	2.56
Office Furniture	0.23	-	-	0.23	0.05	0.02	-	0.07	0.16	0.18
Television	-	0.46	-	0.46	-	0.03	-	0.03	0.43	-
<b><u>Intangible Asset</u></b>	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>2,295.89</b>	<b>924.17</b>	<b>10.40</b>	<b>3,209.66</b>	<b>1,205.22</b>	<b>582.50</b>	<b>5.66</b>	<b>1,782.06</b>	<b>1,427.60</b>	<b>1,090.67</b>
<b>Previous Year</b>	<b>1,570.02</b>	<b>753.08</b>	<b>27.21</b>	<b>2,295.89</b>	<b>703.07</b>	<b>510.99</b>	<b>8.84</b>	<b>1,205.22</b>	<b>1,090.67</b>	<b>866.95</b>

**FY 2021-22(Rs. in Lakhs)**

Particulars	Gross Block				Depreciation				Net Block	
	As at	Additions	Deletions	As at	Upto	During	Deletion	Total upto	As at	As at
	01-Apr-21	during theyear	during theyear	31-Mar-22	01-Apr-21	the Period	during the period	31-Mar-22	31-Mar-22	31-Mar-21
<b>Tangible Asset</b>										
Computer, Software and Accessories for Hire	3,041.77	2,039.60	52.79	5,028.58	1,681.82	872.41	36.35	2,517.89	2,510.69	1,359.95
Server for Hire	114.54	17.35	-	131.89	84.84	17.91	-	102.75	29.14	29.70
Office Equipments for Hire	47.67	34.62	-	82.29	12.87	8.32	-	21.19	61.11	34.81
Office Equipments (AC)	1.24	-	-	1.24	0.80	0.20	-	1.00	0.25	0.45
Motor Vehicle	3.75	26.01	-	29.76	1.63	2.50	-	4.14	25.63	2.12
Office Furniture	0.23	-	-	0.23	0.07	0.02	-	0.09	0.14	0.16
Television	0.46	-	-	0.46	0.03	0.09	-	0.12	0.34	0.43
Bike/Scooter	-	1.72	-	1.72	-	0.00	-	0.00	1.72	-
<b>Intangible Asset</b>										
<b>Total</b>	3,209.66	2,119.31	52.79	5,276.18	1,782.06	901.45	36.35	2,647.17	2,629.01	1,427.60
<b>Previous Year</b>	2,295.89	924.17	10.40	3,209.66	1,205.22	582.50	5.66	1,782.06	1,427.60	1,090.67

**NOTE I**  
**RESTATED STATEMENT OF TRADE RECEIVABLE**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2022	31/03/2021	31/03/2020
<b>Trade Receivables</b>			
<b>Unsecured Considered good</b>			
Trade receivables outstanding for a period exceeding six months from the date they are due for payment			
Dues From Directors, Related parties/Common Group Company, etc.	-	-	-
Others	52.75	56.48	82.99
<b>Sub Total (A)</b>	<b>52.75</b>	<b>56.48</b>	<b>82.99</b>
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)			
Dues From Directors, Related parties/Common Group Company, etc.	-	-	-
Others	509.76	399.76	388.03
<b>Sub Total (B)</b>	<b>509.76</b>	<b>399.76</b>	<b>388.03</b>
<b>Total</b>	<b>562.52</b>	<b>456.24</b>	<b>471.02</b>

**Trade Receivables ageing schedule As At March 31, 2022**

Particulars	Outstanding for following periods from due date of payment/transaction					
	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	509.76	17.05	35.70	-	-	562.52
(ii) Undisputed Trade Receivables – considered doubtful						

(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful						

**Trade Receivables ageing schedule As At March 31, 2021**

Particulars	Outstanding for following periods from due date of payment/transaction					
	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	399.76	23.22	33.26	-	-	456.24
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

**Trade Receivables ageing schedule As At March 31, 2020**

Particulars	Outstanding for following periods from due date of payment/transaction					
	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	388.03	71.38	11.61			
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

**NOTE J  
RESTATED STATEMENT OF CASH AND CASH EQUIVALENTS**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2022	31/03/2021	31/03/2020
Cash and Cash Equivalents: (as per Accounting Standard 3: Cash flow Statements)			
Cash on Hand	0.68	0.63	1.48
Balances with Banks in Current Accounts	962.01	341.97	70.06
Other Bank Balances	-	-	-
<b>Total</b>	<b>962.69</b>	<b>342.60</b>	<b>71.55</b>

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

**NOTE K  
RESTATED STATEMENT OF INVENTORIES**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2022	31/03/2021	31/03/2020
<b>Inventories</b>	-	-	-

<b>Total</b>	-	-	-
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**NOTE L**  
**RESTATED STATEMENT OF SHORT TERM LOANS AND ADVANCES**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2022	31/03/2021	31/03/2020
<b>Unsecured, Considered Good unless otherwise stated</b>			
Balances dues from Government Authority	15.96	9.35	128.92
Loan and advance to Others (Unsecured and considered good)			
Loans and Advances to Directors/ Relatives of Directors			
Other Loans and Advance	0.42	0.64	0.08
Prepaid Expenses	1.79	-	-
<b>Total</b>	<b>18.18</b>	<b>10.00</b>	<b>129.00</b>

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

**NOTE M**  
**RESTATED STATEMENT OF OTHER CURRENT ASSETS**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2022	31/03/2021	31/03/2020
Receivables towards Unbilled revenue			
Fixed Deposit	-	-	-
Deposits			
BSNL Deposits	-	-	-
Godown Deposits	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

**NOTE N**  
**RESTATED STATEMENT OF REVENUE FROM OPERATIONS**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31/03/2022	31/03/2021	31/03/2020
(i) Revenue from Services	2,284.12	1,331.04	1,180.35
(ii) Revenue from Sale of Products	176.82	44.41	47.44
<b>Total (A+B)</b>	<b>2,460.94</b>	<b>1,375.44</b>	<b>1,227.79</b>

**NOTE O**  
**RESTATED STATEMENT OF OTHER INCOME**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31/03/2022	31/03/2021	31/03/2020
<b>Non Related and Non-Recurring Income:</b>			
Profit on Sale of Fixed assets	6.90	-	-
Sundry Balance w/off	0.07	0.21	0.05
<b>Sub Total</b>	<b>6.97</b>	<b>0.21</b>	<b>0.05</b>
<b>Non Related and Non-Recurring Income:</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>6.97</b>	<b>0.21</b>	<b>0.05</b>

**NOTE P**  
**RESTATED STATEMENT OF COST OF MATERIALS AND SERVICES CONSUMED**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31/03/2022	31/03/2021	31/03/2020
Purchase of Materials	128.38	34.34	39.06
Purchase of Services	7.46	9.24	11.90
<b>Total</b>	<b>135.84</b>	<b>43.58</b>	<b>50.95</b>

**NOTE Q**  
**RESTATED STATEMENT OF CHANGE IN INVENTORIES**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31/03/2022	31/03/2021	31/03/2020
Opening Balance of Stock in Trade	-	-	-
Less Closing Balance of Stock in Trade	-	-	-
<b>Increase/(Decrease) in Stock in trade</b>	<b>-</b>	<b>-</b>	<b>-</b>

**NOTE R**  
**RESTATED STATEMENT OF EMPLOYEE BENEFIT EXPENSES**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31/03/2022	31/03/2021	31/03/2020
Salary and Wages	62.70	44.94	51.26
Directors Remuneration	50.40	46.80	44.40
Provision for Gratuity	2.45	1.48	1.32
Staff Welfare Expenses	5.56	4.51	5.57
<b>Total</b>	<b>121.11</b>	<b>97.73</b>	<b>102.54</b>

**NOTE S**  
**RESTATED STATEMENT OF FINANCE COST**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31/03/2022	31/03/2021	31/03/2020
Interest expense	36.64	5.66	-
Other Borrowing cost	2.53	5.90	0.23
<b>Total</b>	<b>39.17</b>	<b>11.56</b>	<b>0.23</b>

**NOTE T**  
**RESTATED STATEMENT OF DEPRECIATION & AMORTISATION**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31/03/2022	31/03/2021	31/03/2020
Depreciation and Amortisation Expenses	901.45	582.50	510.99
<b>Total</b>	<b>901.45</b>	<b>582.50</b>	<b>510.99</b>

**NOTE U**  
**RESTATED STATEMENT OF OTHER EXPENSES**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31/03/2022	31/03/2021	31/03/2020
<b>Indirect Expenses</b>			
Audit Fees	1.50	1.65	1.15
Advertisement Expense	0.33	0.94	2.33

Conveyance Expense	10.69	10.64	7.98
Courier and Transportation	20.71	8.71	4.20
Consultancy Charges	-	-	0.27
Discount Expenses	-	-	0.58
Diwali Expenses	6.13	2.72	0.91
Donation Expenses	-	0.10	0.30
Electricity Expenses	2.13	1.65	2.54
Entrainment Expense	-	-	3.98
Insurance charges	0.34	0.16	0.34
Internet Exp	-	-	0.11
Legal & Professional Charges	12.96	8.01	0.55
Loss on Sale of Assets	-	2.61	6.11
Membership & Subscription	0.72	-	-
Miscellaneous Expenses	0.86	4.21	2.49
News Papers and Periodicals	-	-	0.98
Office Expenses	19.11	13.27	6.46
Office Rent Expense	24.00	26.19	24.00
Pamphlet Distribution Expenses	-	-	3.47
Postage & Courier Charges	0.86	1.56	0.14
Profession Tax Paid	-	-	0.11
Pooja Expenses	-	-	0.62
Repair & Maintenance - Machinery	91.56	152.29	137.94
Repair & Maintenance - Others	26.87	5.88	4.25
Sales Promotion expense	12.41	8.41	3.65
Stationery and Printing expense	1.39	2.79	1.64
Telephone Expenses	1.66	1.41	0.81
Travelling Expenses	3.08	6.49	3.21
Bad Debts	2.96	3.17	-
Bad Debts Written Off	-	-	52.44
interest On TDS	-	-	0.01
Interest on Late Payment of PT	-	-	0.04
Interest on Late Payment of VAT	-	-	0.18
Late Fees for Filling Return	-	-	0.01
Meeting Expenses	-	-	3.01
Commission	30.51	11.49	6.10
Software Exp	0.14	-	-
<b>Total</b>	<b>270.91</b>	<b>274.35</b>	<b>282.87</b>

**NOTE V**  
**RESTATED STATEMENT OF CONTINGENT LIABILITIES**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2022	31/03/2021	31/03/2020
Contingent liabilities in respect of:			
Guarantees given on Behalf of the Company	-	-	-
Other moneys for which the company is contingently liable	-	-	-
Commitments (to the extent not provided for)	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-
Other commitments	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>



**NOTE W**  
**RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS**

**Related Party Disclosures**

**a. List of Related parties**

Names of the related parties with whom transactions were carried out during the years and description of relationship:		
Sr. No.	Name of the Person / Entity	Relation
1	Shri Sanjay Motiani	Chairman & Managing Director
2	Smt. Kanchan Motiani	Whole Time Director
3	Miss Anushka Motiani	Whole Time Director
4	Nikhil Motiani	Non-Executive Director
5	M/s Silicon Infosys	Sole proprietorship of Kanchan Motiani
6	M/s Silicon Electronics	Sole proprietorship of Sanjay Motiani

**b. Transaction with related Parties:-**

(Rs. in Lakhs)

Particulars	For the financial year		
	31/03/2022	31/03/2021	31/03/2020
<b>Remuneration Paid to Directors</b>	<i>Rupees in Lakhs</i>		
Shri Sanjay Motiani	18.00	18.00	18.00
Smt. Kanchan Motiani	18.00	18.00	18.00
Miss Anushka Motiani	7.20	5.40	4.20
Nikhil Motiani	7.20	5.40	4.20
<b>Rent Paid</b>			
Shri Sanjay Motiani	24.00	24.00	24.00
<b>Loans Received</b>			
Shri Sanjay Motiani	39.50	129.79	-
Smt. Kanchan Motiani	29.60	48.30	-
Miss Anushka Motiani	0.10	-	-
Nikhil Motiani	-	-	-
<b>Loans Repaid</b>			
Shri Sanjay Motiani	46.51	168.64	-
Smt. Kanchan Motiani	29.60	363.50	-
Miss Anushka Motiani	1.35	-	-
Nikhil Motiani	1.05	-	-
<b>Balance at the end of year (Cr.)</b>			
Shri Sanjay Motiani	-	7.01	45.86
Smt. Kanchan Motiani	-	0.00	315.20
Miss Anushka Motiani	0.10	1.35	0.35
Nikhil Motiani	0.30	1.35	0.35
<b>Share Application Money received</b>			
Shri Sanjay Motiani	<b>39.50</b>	-	-
Smt. Kanchan Motiani	29.60	-	-
Miss Anushka Motiani	14.90	-	-
Nikhil Motiani	15.00	-	-
<b>Purchase</b>			
M/s Silicon Electronics		1.85	
M/s Silicon Infosys	=	4.48	37.93
<b>Advance Recvd</b>			
M/s Silicon Infosys	-	-	45.72
<b>Advance Repaid</b>			
M/s Silicon Infosys	-	39.85	5.88
<b>Closing Advance Balance</b>			

M/s Silicon Infosys	-	-	39.85
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**NOTE X**  
**RESTATED STATEMENT OF TAX SHELTER**

(Rs. in Lakhs)

Particulars	As at March		
	31/03/2022	31/03/2021	31/03/2020
<b>Restated profit before tax as per books (A)</b>	<b>999.42</b>	<b>365.94</b>	<b>280.27</b>
Tax Rates			
Income Tax Rate (%)	25.168%	25.168%	25.168%
Adjustments :			
Income Considered Separately: Sale of Assets	6.90	-	-
<b>Total Income Consider Separately</b>	<b>-</b>	<b>-</b>	<b>-</b>
Disallowed -Expenses	0	5.43	0.53
Disallowed -Gratuity Provision	2.45	1.48	1.32
Disallowed - Loss on Sale of Assets	0.00	2.61	6.11
<b>Total Expenses Disallowed</b>	<b>2.45</b>	<b>9.52</b>	<b>7.96</b>
Timing Difference ©			
Book Depreciation	901.45	582.50	510.99
Income Tax Depreciation allowed	1063.90	607.65	489.79
<b>Total Timing Difference</b>	<b>(162.44)</b>	<b>(25.15)</b>	<b>21.20</b>
<b>Net Adjustment D= (B+C)</b>	<b>(166.90)</b>	<b>(15.63)</b>	<b>29.15</b>
Tax Expenses		-	-
Taxable Income/(Loss) (A+D+E+G+H)	832.52	350.31	309.42
Income Tax on Above	209.53	88.17	77.88
Provision for Tax	209.53	88.17	77.88
Add: Interest	-	2.09	-
Total Provision for Tax	209.53	90.26	77.88

**NOTE Y**  
**CAPITALIZATION STATEMENT**

(Rs. in Lakhs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	315.31	315.31
Long Term Debt (B)	1,349.64	1,349.64
<b>Total debts (C)</b>	<b>1,664.94</b>	<b>1,664.94</b>
<b>Shareholders' funds</b>		
Equity share capital	100	*
Reserve and surplus - as restated	1,598.47	*
<b>Total shareholders' funds</b>	<b>1,698.47</b>	<b>*</b>
<b>Long term debt / shareholders' funds (in Rs.)</b>	<b>0.79</b>	<b>*</b>
<b>Total debt / shareholders' funds (in Rs.)</b>	<b>0.98</b>	<b>*</b>

(\*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

**NOTE Z**  
**RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS**

(Rs. in Lakhs except Per Share Data)

Particulars	As At		
	31/03/2022	31/03/2021	31/03/2020
Net Worth (A)	1,698.47	852.93	582.54
Adjusted Profit after Tax (B)	746.54	270.39	215.50
Number of Equity Share outstanding as on the End of Year (c)	10,00,000	10,000	10,000

Weighted average no of Equity shares at the time of end of the year (D)	59,80,027	56,75,947	56,75,947
Face Value per Share	10.00	10.00	10.00
Restated Basic and Diluted Earnings Per Share (Rs.) (B/D)	12.48	4.76	3.80
Return on Net worth (%) (B/A)	43.95%	31.70%	36.99%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Actual Number of Shares)	169.85	8,529.27	5,825.37
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Weighted Average Number of Shares)	28.40	15.03	10.26
EBITDA	1,930.55	953.88	791.21

**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 period or 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 period or year for diluted EPS

(c) Return on net worth (%) - : Net profit after tax (as restated) / Net worth at the end of the period or 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 period or year

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/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 period/year.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = 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 of the Company.

5) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income.

6) While computing weighted average number of equity shares, the right issue of 9,90,000 equity shares made on October 14, 2021 and the right issue of 4,00,000 equity shares made on April 25, 2022 has been considered.

7) Along with adjustments mentioned in 6th above, While computing weighted average number of equity shares, the bonus issue of 61,60,000 equity shares allotted in the ratio of 44:10 to the shareholders, through Board Meeting dated July 04, 2022 has also been considered.

**NOTE Z (A)**  
**RATIO ANALYSIS AND ITS ELEMENTS**

(Rs. in Lakhs except Per Share Data)

Particulars	As At		
	31/03/2022	31/03/2021	31/03/2020
Current Ratio	1.50	0.99	0.87
Debt Equity Ratio	0.98	0.64	0.62
Debt Service Coverage Ratio	1.13	1.72	2.19
Return On Equity Ratio	43.95%	31.70%	36.99%
Inventory Turnover ratio	0.00	0.00	0.00
Trade Receivable Turnover Ratio	4.83	2.97	2.61
Trade Payable Turnover Ratio	NA	NA	NA
Net Capital Turnover Ratio	9.72	(24.74)	(98.42)
Net Profit Ratio	30.25%	19.66%	17.55%
Return on Capital Employed	30.80%	26.53%	29.68%
Return On Investment/Total Assets	17.89%	12.09%	12.23%

(a) Current Ratio = Current Assets / Current Liabilities

(b) Debt- equity ratio = Total debt / Shareholders' equity

(c) Debt service coverage ratio = EBITDA/ (Principal + Interest)

(d) Return on equity ratio= Net profit after taxes / Net worth

(e) Inventory turnover ratio=Cost of goods sold or sales/Average inventory.

(f) Trade receivables turnover ratio=Revenue from Operations /Average trade receivables

(g) Trade payables turnover ratio=Net credit purchases/Average trade payables

(h) Net Capital turnover ratio=Net sales/Average working capital

Particulars	31/03/2022	31/03/2021	31/03/2020
Net sales	2460.94	1375.44	1227.79
Average Working Capital	253.18	-55.60	(12.47)

(i) Net profit ratio=Net profit after taxes/Total Revenue

(j) Return on capital employed=Earnings before interest and taxes/Capital employed.

(k) Return on investment/Total Assets=PAT/Total Assets

### **OTHER FINANCIAL INFORMATION**

The audited financial statements of our Company as at and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 and their respective Audit reports thereon (Audited Financial Statements) are available at [www.silicongroup1.com](http://www.silicongroup1.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 this Draft Prospectus; or (ii) 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 LM, 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: -

(Rs. in lakhs)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Profit After Tax	746.54	270.39	215.50
Basic & Diluted Earnings per Share (Based on Weighted Average Number of Shares)	12.48	4.76	3.80
Return on Net Worth (%)	43.95%	31.70%	36.99%
NAV per Equity Shares (Based on Actual Number of Shares)	169.85	8,529.27	5,825.37
NAV per Equity Shares (Based on Weighted Average Number of Shares - With Bonus Effect)	28.40	15.03	10.26
Earnings before interest, tax, depreciation and amortization (EBITDA)	1,930.55	953.88	791.21

## STATEMENT OF FINANCIAL INDEBTEDNESS

The Board of Directors,  
Silicon Rental Solutions Limited  
Gr. Floor, Mohini Heights, 5<sup>th</sup> Road,  
Khar (West), Mumbai 40052

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **Silicon Rental Solutions 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 31<sup>st</sup> March, 2022 is mentioned here below.

### A. SECURED LOANS:

#### STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Name of Lender	Purpose	Loan/ Agreement A/c No. / Ref. No	Sanctioned Amount (Rs. in lakhs)	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.3.22 as per Books (Rs. in lakhs)
Standard Chartered Bank Term Loan-1	Working Capital (LAP)	File no 3283147 dated 15.03.2021	538.00	Repo rate + 4.10% p.a. (variable)	Unit No. 5, Basement + Gr. floor, and Unit No.7, Mohini Heights, 5 <sup>th</sup> Road, Khar (West), Mumbai 52	Repayable in 180 monthly instalments of Rs. 5.17 lakhs	NA	509.89
Standard Chartered Bank Term Loan-2	Working Capital (LAP)	File no 3330252 dated 03.03.2022	800.00	Repo rate+ 3.00% pa(variable)	Flat No.1101 & 1201, Baba Sat Guru CHSL, 28 <sup>th</sup> Road, Plot No.40, Bandra (West), Mumbai-50.	Repayable in 180 Monthly instalments of Rs. 7.19 lakhs	N.A.	800.00
Standard Chartered Bank Emergency Credit Line Guarantee Scheme (ECLGS)	Working Capital (Instalment Loan)	Dated 13.01.2022	86.40	Fixed (7%)	Guarantee of Sanjay Harish Motiani & Kanchan Sanjay Motiani	First 25 months interest only and from 25 month onwards, EMI consisting principal and interest	2 years	85.55

Canara Bank	Vehicle Loan	MCO/RA H/BRVL/VL-KHAR W/CR-1468/2021/MAHdtd. 05.04.2021	20.00	0.60% above Repo Linked Lending Rate (RLLR) .	Hypothecation of car and personal guarantee of Sanjay Motiani, Ms.KanchanMotiani and Miss Anushka S Motiani (Directors)	Repayable in 48 EMI of Rs.0.48 lakhs	N.A.	16.69
Kotak Mahindra Bank Ltd.	Over-drafts	LP 19136108  Dated 2401.2021	500	Repo Rate + 3.90%	Flat No.402, The Snehasadan Premises CHSL, Main Avenue Rd Santacruz (West), Mumbai-54.	NA	N.A.	252.80
<b>Total (Fund Based)</b>								<b>1664.94</b>
<b>Total (Non Fund Based)</b>								<b>0.00</b>
<b>Grand Total (Fund &amp; Non Fund Based)</b>								<b>1664.94</b>

**Principal terms of the bank borrowings availed by us: -**

The details provided below are indicative and there may be additional terms, conditions and requirements under the various financing documentation executed by us in relation to our indebtedness.

**Standard Chartered Bank**

**Principal terms of Term Loan facilities availed from Standard Chartered Bank:**

1. All the property owners to be on loans structure.
2. Board resolution to be documented authorizing loan.
3. RETSO consent to be documented for difference in valuation by more than 30% for property no.005.
4. NIL Foreclosure after 3 years from any source of funds. (Loan 1 Rs. 538 Lakhs)
5. CA end use letter to be documented.
6. NIL FC Applicable after 1 year from owned source. (Loan 2 Rs. 800 Lakhs)
7. NIL FC Applicable after 24 months. (Loan 2 Rs. 800 Lakhs)
8. Interest Reset - Quarterly

**Principal terms of Term Loan facilities availed from Kotak Bank Ltd.:**

1. Interest reset period – First Reset date: The External Benchmark rate of the loans/facility will be first reset on the 16<sup>th</sup> day of the second calendar month, excluding the month of disbursement. Subsequent reset date: The external benchmark rate will subsequently be reset on the 16<sup>th</sup> day of the 3<sup>rd</sup> month, which is immediately succeeding, the previous reset dates.
2. External benchmark & reset frequency – REPO ; Reset frequency – Quarterly
3. Maximum overdraft period – Max. 120 months, subject to monthly review by the bank
4. Security should be fully insured for all risks and our Banks charge shall be noted on the policy at your cost.

**Principal terms of Car Loan availed from Canara Bank:**

1. The Bank may revoke in part or in full or withdraw/stop financial assistance at any stage by giving reasonable notice to the borrower.
2. The vehicle is to be insured for the value of the vehicle. Vehicle insurance to be renewed annually before expiry of the policy and original policy to be submitted to Bank. Customers are free to choose the insurance Companies in this regard.
3. Verification of vehicle should be arranged half yearly/yearly.
4. Bank's lien to be noted on RC Book/Smart Card immediately & copy of RC Book/Smart Card and 'B' Register extract are to be submitted to the Bank within a period of 45 days of disbursement of loan failing which penalty will be charged at 2% on

- the loan amount.
5. EMI shall stand revised with the changed rate of interest.
  6. The vehicle to be purchased is to be registered in the name of the applicant.
  7. Other Sanction Terms (Loan Specific/ Specific to Local Laws).
    - a) Penal Interest: 2% on the overdue amount.
    - b) Pre-payment penalty: 2% pre-payment penalty on Take over liability to other Bank/Financial Institutions for other than individuals.

**B. UNSECURED LOANS AS ON 31.03.2022: NIL**

**For Vinod Kumar Jain & Co.  
Chartered Accountants  
FRN 111513W**

**Sd/-**

**Vinod Kumar Jain  
Proprietor  
M. No. 036373  
UDIN: 22036373AOWQMB5830**

**Place : Mumbai  
Date : 05 – Aug - 2022**



## 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 123. You should also read the section titled "Risk Factors" on page 21 and the section titled "Forward Looking Statements" on page 14 of this Draft 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 July 12, 2022 which is included in this Draft 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.*

### **OVERVIEW**

We are an IT equipment outsourcing company, engaged in providing end to end IT equipments on a rental and returnable basis in India. We provide laptops, desktops, printers, servers and other peripherals like CCTV cameras, projectors, storage devices etc. on rental basis mainly to small, medium and large corporate. Based on the client's IT requirements, we offer them tailor-made rental schemes that suit their requirements. By providing the IT rental services to our customers, we provide them with the flexibility and advantage to acquire the requisite equipments that they need to maximize their productivity without compromising their IT budget. In addition, we also sell the used IT equipments to clients as per their requirements.

We believe that the rapidly transforming technology and increased digitalization has made a robust IT infrastructure mandatory for companies to operate efficiently. Many enterprises face challenges to optimize the IT framework according to the requirements of their business due to budget limitation, lack of knowledge or other issues. We support enterprises by providing them with the required IT hardware of major brands for short period of time ranging from 1 day to longer period upto 36 months based on the customer requirements. For providing seamless services to our customers and to cater our customer's diverse requirements we carry stocks of latest models of Laptops, desktops, Servers, Mac books, and other IT equipments and also provide them the choice of equipment's from all major brands like HP, Dell, Lenovo, Apple, Asus, Intel, AMD, Gigabyte, Sonicwall, Dlink, Cisco etc.

Benefits derived by our customers from our business:–

- Convenience to choose from wide choice of IT equipments from different manufacturers;
- Flexibility of operations by distributing the cost of equipments into multiple parts;
- Increasing purchasing power for our customers so that they can acquire more equipment and the latest technology from the market;
- Elimination of obsolescence by providing latest technology without the fear of equipment becoming obsolete as we offer timely up-gradation of technology hardware and software equipment;
- Overcoming budget constraints through renting rather than purchasing the equipment's.

### **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

For details in respect of Statement of Significant Accounting Policies, please refer to Annexure IV of Restated Financial Statements beginning on page 129 of this Draft Prospectus.

### **Factors Affecting our Results of Operations**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "**Risk Factors**" beginning on page 21 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in consumer demand;
3. Failure to successfully upgrade our product portfolio, from time to time;

4. Any change in government policies resulting in increases in taxes payable by us;
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. occurrence of Environmental Problems & Uninsured Losses;
16. conflicts of interest with affiliated companies, the promoter group and other related parties;
17. any adverse outcome in the legal proceedings in which we are involved;
18. Concentration of ownership among our Promoter;
19. The performance of the financial markets in India and globally;
20. Impact of covid-19 on our business and operations; and
21. 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 the financial year 2021-2022, financial year 2020-2021 and financial year 2019-2020.

(Rs. in lakhs)

Particulars	Financial Year 2021-2022	% of Total Income	Financial Year 2020-2021	% of Total Income	Financial Year 2019-2020	% of Total Income
Revenue from operations	2,460.94	99.72	1,375.44	99.98	1,227.79	100.00
Other income	6.97	0.28	0.21	0.02	0.05	0.00
<b>Total Income</b>	<b>2,467.91</b>	<b>100.00</b>	<b>1,375.65</b>	<b>100.00</b>	<b>1,227.85</b>	<b>100.00</b>
<b>Expenses</b>						
Cost of material and services consumed	135.84	5.50	43.58	3.17	50.95	4.15
Change in inventories	0.00	0.00	0.00	0.00	0.00	0.00
Employee benefits expense	121.11	4.91	97.73	7.10	102.54	8.35
Finance costs	39.17	1.59	11.56	0.84	0.23	0.02
Depreciation and amortization expense	901.45	36.53	582.50	42.34	510.99	41.62
Other expenses	270.91	10.98	274.35	19.94	282.87	23.04
<b>Total expenses</b>	<b>1,468.49</b>	<b>59.50</b>	<b>1,009.72</b>	<b>73.40</b>	<b>947.58</b>	<b>77.17</b>
<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax</b>	<b>999.42</b>	<b>40.50</b>	<b>365.94</b>	<b>26.60</b>	<b>280.27</b>	<b>22.83</b>
Exceptional item & Extra Ordinary Items	0.00	0.00	0.00	0.00	0.00	0.00
<b>Profit/(Loss) Before Tax</b>	<b>999.42</b>	<b>40.50</b>	<b>365.94</b>	<b>26.60</b>	<b>280.27</b>	<b>22.83</b>
<b>Tax expenses</b>						
(1) Tax Expense for Current Year	209.53	8.49	90.26	6.56	77.88	6.34
(2) Deferred Tax	43.35	1.76	5.29	0.38	(13.10)	(1.07)
Net Current Tax Expenses	252.88	10.25	95.55	6.95	64.77	5.28
<b>Profit/(Loss) for the Year</b>	<b>746.54</b>	<b>30.25</b>	<b>270.39</b>	<b>19.66</b>	<b>215.50</b>	<b>17.55</b>

### Income:

Our total income comprises revenue from operations and other income. We generate majority of our revenue through renting of Information Technology equipments and services and profit from sale of fixed assets.

**Revenue from operations:**

Revenue from operations mainly consists of revenue from rental services and revenue from sale of IT products.

**Other Income:**

Our other income primarily comprises of profit from sale of fixed assets and sundry balance written off.

**Expenses:**

Company's expenses consist of Cost of Materials Consumed, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses.

**Cost of Materials and services consumed:**

Cost of material consumed consists of purchase of materials and purchase of services.

**Employee benefits expense:**

Our employee benefits expense primarily comprises of Salaries and wages, Directors Remuneration, provisions for gratuity and staff welfare expenses.

**Finance Costs:**

Our finance cost includes Interest expense and Other Borrowing cost.

**Depreciation and Amortization Expenses:**

Depreciation includes depreciation on computer, software and accessories for hire, sever for hire, office equipment for hire, motor vehicles, office furniture, etc.

**Other Expenses:**

Other Expenses includes repair & maintained expenses-machinery and others, commission, office rent expenses, courier and transportation, office expenses, legal & professional, sales promotion expenses, conveyance expenses, electricity and telephone expenses, etc.

**FINANCIAL YEAR 2021-2022 COMPARED TO FINANCIAL YEAR 2020-2021****Total Income:**

Our total income has increased significantly by 79.40% to Rs.2,467.91 lakhs in financial year 2021-2022 from Rs.1,375.65 lakhs in financial year 2020-2021.

**Revenue from Operations:**

Our revenue from operations increased by 78.92% to Rs.2,460.94 lakhs in financial year 2021-2022 from Rs.1,375.44 lakhs in financial year 2020-2021. The said increase is primarily due to increase in the sale of services of the company.

**Other Income:**

During the financial year 2021-2022, the other income has increased to Rs. 6.97 lakhs as compared to Rs. 0.21 lakhs in the financial year 2020-2021 representing an increase of 3183.74%. Such increase was primarily due to profit on sale of fixed assets.

**Total Expenses:**

The total expenses for the financial year 2021-2022 was increases by 45.44% to Rs. 1,468.49 lakhs as compared to Rs. 1,009.72 lakhs in the financial year 2020-2021.

**Cost of Materials and Services Consumed:**

The cost of materials and services consumed for the financial year 2021-2022 was increased by 211.69% to Rs. 135.84 lakhs as compared to Rs 43.58 lakhs for financial year 2020-2021. The said increase is primarily due to significant increase of 273.87% in the purchase of materials.

**Employee Benefits Expense:**

Employee benefit expenses increased by 23.92% from Rs.121.11 lakhs in financial year 2021-2022 to Rs.97.73 lakhs in financial year 2020-2021 primarily due to the increase in salary & wages and provision for gratuity.

**Finance costs:**

The finance costs for the financial Year 2021-2022 was increased to Rs.39.14 lakhs as compared to Rs.11.56 lakhs for the financial year 2020-2021, representing an increase of 238.87%. This increase was primarily due to increase in interest expenses.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2021-2022 stood at Rs.901.45 lakhs as compared to Rs.582.50 lakhs during the financial year 2020-2021, representing an increase of 54.79%, the said increase is due to the purchase of Computer, Software and Accessories for Hire, Server for Hire, Motor Vehicle etc.

**Other Expenses:**

Other expenses decreased by 1.25% from Rs.274.35 lakhs in financial year 2020-2021 to Rs.270.90 lakhs in financial year 2021-2022. The said decrease is due to the reduction in expenses like repair & maintenance, travelling expenses, stationery and printing expenses, postage & courier expenses, advertisement expenses etc.

**Profit/(Loss) Before Exceptional & extraordinary items & Tax:**

For the reasons discussed above, profit before exceptional & extraordinary items & tax has increased by 173.11% to Rs.999.42 lakhs in financial year 2021-2022 as compared to Rs. 365.94 lakhs during the financial year 2020-2021.

**Tax expenses:**

Current tax increased by 132.15% from Rs.90.26 lakhs in financial year 2020-2021 to Rs.209.53 lakhs in financial year 2021-2022. Deferred tax increased by 719.53% from Rs.5.29 lakhs in financial year 2020-2021 as compared to Rs.43.35 lakhs in financial year 2021-2022.

**Profit/(Loss) for the Year:**

For the various reasons discussed above, we recorded increase of 176.10% in Profit for the Year for the financial year 2021-2022 was Rs.764.54 lakhs as compared to Rs. 270.39 lakhs in financial year 2020-2021.

**FINANCIAL YEAR 2020-2021 COMPARED TO FINANCIAL YEAR 2019-2020**

**Total Income:**

Our total income has increased significantly by 12.04% to Rs.1,375.65 lakhs in financial year 2020-2021 from Rs.1,227.85 lakhs in financial year 2019-2020.

**Revenue from Operations:**

Our revenue from operations increased by 12.03% to Rs.1,375.44 lakhs in financial year 2020-2021 from Rs.1,227.79 lakhs in financial year 2019-2020. The said increase is primarily due to increase in the sale of services of the company.

**Other Income:**

During the financial year 2020-2021, the other income has slightly increased to Rs.0.21 lakhs as compared to Rs.0.05lakhs in the financial year 2019-2020 representing an increase of 299.62%. Such increase was primarily due to increase in Sundry Balance written off.

**Total Expenses:**

The total expenses for the financial year 2020-2021 was increases by 6.56% to Rs.1,009.72 lakhs as compared to Rs.947.58lakhs in the financial year 2019-2020.

**Cost of Materials and Services Consumed:**

The cost of materials and services consumed for the financial year 2020-2021was decreased by 14.47% to Rs.43.58 lakhs as compared to Rs.50.95 lakhs for financial year 2019-2020. The said decrease is primarily due to decrease of 22.29% in the purchase of services.

**Employee Benefits Expense:**

Employee benefit expenses wasdecreased by 4.69% from Rs.102.54 lakhs in financial year 2019-2020 as compared to Rs.97.73 lakhs in financial year 2020-2021.

**Finance costs:**

The finance costs for the financial year 2020-2021was increased significantly to Rs.11.56 lakhs as compared to Rs.0.23 lakhs for the financial year 2019-2020, representing an increase of 4881.05%. This increase was primarily due to major increase borrowings of the company which results in increase ininterest expenses and other borrowings cost.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2020-2021stood at Rs.582.50 lakhs as compared to Rs.510.99 lakhs during the financial year 2019-2020, representing an increase of 13.99%, the said increase is due to the purchase of Computer, Software and Accessories for Hire, Office Equipments for Hireetc.

**Other Expenses:**

Other expenses decreased by 3.01% from Rs.282.87lakhs in financial year 2019-2020 to Rs.274.35lakhs in financial year 2020-2021. The said decrease is due to the cost cutting in major expenses like electricity expenses, insurance charges, donation expenses, loss on sale of assets, etc.

**Profit/(Loss) Before Exceptional & extraordinary items & Tax:**

For the reasons discussed above, profit before exceptional & extraordinary items & tax has increased by 30.57% to Rs.365.94 lakhs in financial year 2020-2021 as compared to Rs.280.27 lakhs during the financial year 2019-2020.

**Tax expenses:**

Current tax increased by 15.90% from Rs.77.88 lakhs in financial year 2019-2020 to Rs.90.26 lakhs in financial year 2020-2021. Deferred tax increased by140.38% from Rs.(13.10) lakhs in financial year 2019-2020 to Rs.5.29lakhs in financial year 2020-2021.

**Profit/(Loss) for the Year:**

For the various reasons discussed above, we recorded increase of 25.47% in Profit for the Yearfor the financial year 2020-2021 was Rs.270.39 lakhs as compared to Rs.215.50 lakhs in financial year 2019-2020.

**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 Draft 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 21 of the Draft 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 21, 85 and 154 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. Total turnover of each major industry segment in which our Company operates**

As we operate in single segment i.e. rental of IT equipments and related items, the same is not applicable on our Company

**6. Status of any publicly announced New Products or Business Segment**

Except as disclosed in the Chapter “**Our Business**”, our Company has not announced any new product or service.

**7. Seasonality of business**

Our business is not seasonal.

**8. Dependence on single or few customers**

We generate a significant percentage of our revenue from few clients. In Fiscal 2021 and 2022, revenue generated from our top ten largest clients was ₹ 782.51 lakhs and ₹ 1376.52 lakhs which represented 56.89% and 55.93%, respectively, of our revenues from operations. Revenue generated from our three largest clients was ₹ 829.76 lakhs, representing 33.72% of our revenue from operations in the Fiscal 2022. For further details, refer risk factor, “**We generate a significant percentage of our revenue from few clients. The loss of any one or more of our major clients would have a material adverse effect on our business operations and profitability.**” on page 21 of this Draft Prospectus.

**9. Dependence on few suppliers**

We rely on the limited number of suppliers for purchasing the products, which in turn, rely on third-party suppliers for sourcing of products. The contribution of our top five suppliers in our purchase of IT products (including the capitalized amount) as a percentage of the total purchase (including capitalized amount) during Fiscal 2022 and 2021 represented 94.94% and 92.82% of the total purchase (including capitalized amount) for respective fiscal year. For further details, refer risk factor, “**Our Company is dependent on limited number of external suppliers for its product requirements. Any delay or failure on the part of such suppliers to deliver products, may adversely affect our business, profitability and reputation.**” on page 23 of this Draft Prospectus.

**10. Competitive conditions**

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 74 and 85 respectively of this Draft Prospectus.

## **11. Details of material developments after the date of last balance sheet i.e. March 31, 2022**

After the date of last Balance sheet i.e. March 31, 2022, the following material events have occurred after the last audited period:

1. We have increased the authorized share capital from 2.00 crore to 11.00 crore vide Extra Ordinary general Meeting held on April 01, 2022.
2. We have appointed Manish Sehgal as Additional Non-executive independent director Vide Board Meeting held on May 23, 2022 and regularized as Non-executive independent director vide Extra Ordinary General Meeting held on May 23, 2022.
3. We have appointed Rajesh Krishna Vyas as Additional Non-executive independent director of the Company Vide Board Meeting held on May 23, 2022 and regularized as Non-executive independent director vide Extra Ordinary General Meeting held on May 23, 2022.
4. We have appointed Rajesh Srichand Khanna as CFO of the Company Vide Board Meeting held on May 23, 2022 and has been resigned from the post June 17, 2022.
5. We have appointed Kanchan Sanjay Motiani as CFO of the Company Vide board resolution passed at the Board Meeting held on June 21, 2022 and has been resigned from the post August 16, 2022.
6. We have appointed Ms. Himanshi Tiwari as Company Secretary w.e.f. July 04, 2022 and she resigned from the post w.e.f August 12, 2022 and re-appointed to Ms. Himanshi Tiwari as Company Secretary and Compliance officer of the company with effect from the August 16, 2022 vide Board resolution dated August 16, 2022.
7. We have increased Borrowing Limits under section 180(1)(c) of The Companies Act, 2013, that the monies borrowed together with the monies already by the company up to a sum of Rs. 100.00 Crores vide Special Resolution dated 02<sup>nd</sup> August, 2022
8. We have capitalize the profits of the company by issuing 61,60,000 equity shares of Face Value of Rs. 10/- in ratio of 44:10 (44 new equity shares for 10 Existing shares) approved in Extra Ordinary General Meeting held on July 01, 2022 and allotted on July 04, 2022.
9. We have Allotted 4,00,000 Equity shares on Right Issue basis to Sanjay Harish Motiani vide Board Resolution dated April 25, 2022.
10. We have passed the Board Resolution in the meeting of Board of Directors dated August 01, 2022, authorizing the Board of Director to raise funds by making an Initial public offering.
11. We have passed the Special resolution in the Extra Ordinary General Meeting of Members held on August 02, 2022, authorizing the Board of Director to raise funds by making an Initial public offering.
12. We have passed special Resolution for Conversion from Private to Public Company in the Extra Ordinary General Meeting of Members held July 06, 2022
13. We have adopted new set of Memorandum of Association as per the Provisions of the Companies Act, 2013 by passing a special resolution in extra ordinary general meeting held on July 06, 2022.
14. We have adopted new set of Article of Association as per the provisions of the Companies Act, 2013 by passing a special resolution in Extra ordinary general meeting held on July 06, 2022.
15. We have appointed Sanjay Harish Motiani as Managing director of the Company vide Special Resolution at Extra Ordinary General Meeting held on August 02, 2022.
16. We have appointed to Kanchan Sanjay Motiani as Whole Time Director vide Special Resolution passed at Extra Ordinary General Meeting held on August 02, 2022
17. We have appointed to Ms. Anushka Sanjay Motiani as Whole Time Director vide Special Resolution passed at Extra Ordinary General Meeting held on August 02, 2022
18. We have appointed to Sanjay Harish Motiani as chairman of the Company vide Special Resolution passed at Extra Ordinary General Meeting held on August 02, 2022
19. We have passed a resolution for change in designation as director to Kanchan Sanjay Motiani vide resolution passed at Board meeting held on August 16, 2022
20. We have passed a resolution for change in designation as director to Anushka Sanjay Motiani vide resolution passed at Board meeting held on August 16, 2022
21. We have appointed to Kanchan Sanjay Motiani as Whole Time Director w.e.f August 20, 2022 vide Special Resolution passed at Extra Ordinary General Meeting held on August 22, 2022
22. We have appointed to Ms. Anushka Sanjay Motiani as Whole Time Director w.e.f August 20, 2022 vide Special Resolution passed at Extra Ordinary General Meeting held on August 22, 2022
23. We have appointed Kanchan Sanjay Motiani as CFO of the Company Vide Board Meeting held on August 20, 2022.
24. Our Company has approved the Draft Prospectus vide resolution in the Board Meeting dated September 01, 2022

## CAPITALISATION STATEMENT

(Rs. in Lakhs)		
Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	315.31	315.31
Long Term Debt (B)	1,349.64	1,349.64
<b>Total debts (C)</b>	<b>1,664.94</b>	<b>1,664.94</b>
<b>Shareholders' funds</b>		
Equity share capital	100	*
Reserve and surplus - as restated	1,598.47	*
<b>Total shareholders' funds</b>	<b>1,698.47</b>	<b>*</b>
<b>Long term debt / shareholders' funds (in Rs.)</b>	<b>0.79</b>	<b>*</b>
<b>Total debt / shareholders' funds (in Rs.)</b>	<b>0.98</b>	<b>*</b>

(\*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.



## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION 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 Promoter 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 August 01, 2022, determined that outstanding legal proceedings involving the Company, its Directors and Promoter 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.*

#### A. LITIGATION INVOLVING THE COMPANY

##### (a) Criminal proceedings against the Company

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated against the Company.

##### (b) Criminal proceedings filed by the Company

As on the date of this Draft 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 Draft 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* (Rs. in lakhs)
Direct Tax (Income Tax)	7	33.03
Indirect Tax	Nil	Nil
<b>Total</b>	<b>7</b>	<b>33.03</b>

*\*To the extent quantifiable*

##### (e) Other pending material litigations against the Company

As on the date of this Draft 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 Draft 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 DIRECTORS OF THE COMPANY

##### (a) Criminal proceedings against the Directors of the company

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated against the Directors of the company.

##### (b) Criminal proceedings filed by the Directors of the company

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated by the Directors of the company.

**(c) Actions by statutory and regulatory authorities against the Directors of the company**

As on the date of this Draft Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Directors.

**(d) Tax Proceedings**

Nature of Proceedings	Number of cases/ matters	Amount involved* (Rs. in lakhs)
<b>Sanjay Motiani</b>		
Income Tax	17	767.50
<b>Kanchan Motiani</b>		
Income Tax	2	5.00
<b>Anushka Motiani</b>		
Income Tax	1	0.82
<b>Total</b>	<b>20</b>	<b>773.32</b>

*\*To the extent quantifiable*

**(e) Other pending material litigations against the Directors of the company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated against the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(f) Other pending material litigations filed by the Directors of the company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated by the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**C. LITIGATIONS INVOLVING THE PROMOTERS OF THE COMPANY**

**(a) Criminal proceedings against the Promoters of the company**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated against the Promoters of the company.

**(b) Criminal proceedings filed by the Promoters of the company**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated by the Promoters.

**(c) Actions by statutory and regulatory authorities against the Promoters of the company**

As on the date of this Draft Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoters of the company.

**(d) Tax Proceedings**

Except as mentioned below, there are no pending claims related to direct and indirect taxes involving the Promoters of the company:-

Nature of Proceedings	Number of cases/ matters	Amount involved* (Rs. in lakhs)
<b>Sanjay Motiani</b>		
Income Tax	17	767.50
<b>Kanchan Motiani</b>		
Income Tax	2	5.00
<b>Anushka Motiani</b>		
Income Tax	1	0.82
<b>Total</b>	<b>20</b>	<b>773.32</b>

*\*To the extent quantifiable*

**(e) Other pending material litigations against the Promoters of the company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated against the Promoters, which have been considered material by the Company in accordance with the Materiality Policy.

**(f) Other pending material litigations filed by the Promoters of the company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated by the Promoters, 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 Creditors (including creditors for expenses and capital expenditure) as per Restated financial statements, to small scale undertakings and other creditors, as material dues for our Company.

The creditors for expenses and capital expenditure of our Company as on March 31, 2022 were Rs. 610.13 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs. 30.51 lakhs as on March 31, 2022. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on August 01, 2022. As on March 31, 2022, there are 2 creditors to each of whom our Company owes amounts exceeding 5% of our Company's total Creditors (including creditors for expenses and capital expenditure) and the aggregate outstanding dues to them being approximately Rs. 562.93 lakhs. The details pertaining to amounts due towards material creditors are available on the website of our Company. Further, based on the information available with the Company, no amount has been due to such creditors which are registered under the Micro, Small and Medium Enterprises Development Act, 2006.

As on March 31, 2022, our Company owes amounts aggregating to Rs. 610.13 lakhs approximately towards 27 creditors for capital expenditure and expenses (excluding employees). There are no disputes with such entities in relation to payments to be made to them.

**MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled *"Management's Discussion & Analysis of Financial Conditions & Results of Operations"* beginning on page 154 of this Draft Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

## **GOVERNMENT AND OTHER APPROVALS**

Our Company has received the necessary consents, licenses, permissions, registrations 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 the Issue and our current business activities and no further major approvals from any governmental/ regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see the section titled “*Key Industrial Regulations and Policies*” at page 93 of this Draft 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.

### **I. APPROVALS FOR THE ISSUE**

The following approvals have been obtained or will be obtained in connection with the Issue:

#### **Corporate Approvals:**

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on August 01, 2022 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on August 02, 2022 authorized the Issue.

#### **Approval from the Stock Exchange:**

1. In-principle approval dated [●] from BSE for using the name of the Exchange in the offer documents for listing of the Equity Shares on SME Platform of BSE (i.e. BSE SME), issued by our Company pursuant to the Issue.

#### **Agreements with NSDL and CDSL:**

1. The company has entered into an agreement dated July 15, 2022 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, Bigshare Services Private Limited for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated July 15, 2022 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
3. The International Securities Identification Number (ISIN) of our Company is INE0MNV01014.

### **II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY**

1. Certificate of Incorporation dated January 28, 2016 issued by the Registrar of Companies, Mumbai, Maharashtra, in the name of “Silicon Rental Solutions Private Limited”.

2. Fresh Certificate of Incorporation dated July 22, 2022 consequent upon conversion from Private Company to Public Company issued by the Registrar of Companies, Mumbai Maharashtra in name of “Silicon Rental Solutions Limited”.
3. The Corporate Identification Number (CIN) of our Company is U74999MH2016PLC272442.

### **III. GENERAL APPROVALS**

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

#### **A. GENERAL AND LABOUR LAW RELATED APPROVALS:**

Sr. No	Description	Applicable laws	Authority	Registration number	Date of Certificate	Date of Expiry
1	Importer – Exporter Code number	The Foreign trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade	AAWCS6812M	February 22, 2022	Valid till cancelled
2	MSME Registration-Udyam Registration	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Small, Micro and medium enterprises	Udyam-MH-19-0055221	March 31, 2021	Valid till cancelled
3	Registration under Employees' Provident Funds	Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Regional Office, Bandra, Mumbai I	MHBAN2684399000	June 15, 2022	Valid till cancelled
4	Registration under Employees' State Insurance	Employees State Insurance Act, 1948	Office of the Dy. Labour Commissioner, Ahmedabad	31001202530001099	June 15, 2022	Valid till cancelled

#### **B. TAX RELATED APPROVALS:**

Sr. No	Description	Applicable laws	Authority	Registration number	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department, Government of India	AAWCS6812M	February 10, 2016	Valid until cancelled
2.	TAN (Tax Deduction Account Number)	Income Tax Act, 1961	Commissioner of Income Tax	MUMS85926B	March 02, 2016	Valid until cancelled
3.	Goods & Service Tax	Government of India and Government of Maharashtra	Maharashtra Goods and Service Tax Act, 2017	27AAWCS6812M1ZH	September 21, 2017	Valid till cancelled
4.	Professional Tax Enrolment Certificate (PTEC)	Professional Tax Officer, Mumbai	Maharashtra State Tax on Professions,	99973004596P	Valid w.e.f. 21st June 2016; issued on June 22, 2016	Valid till cancelled

			Trades, Ceilings and Employment Act, 1975			
5.	Professional Tax Registration Certificate (PTRC)	Professional Tax Officer, Mumbai	Maharashtra State Tax on Professions, Trades, Cellings and Employment Act, 1975	27821205692P	Valid w.e.f. 24th July 2016; issued on April 06, 2022	Valid till cancelled

#### IV. Approvals or Licenses pending to be applied:

1. Application for registration of all our offices (including registered office) under the Shops & Establishment Act of the respective state laws. For details relating to location of our offices, please refer section “Our Business – Properties” on page 92.
2. Change of name in all the above approvals from “Silicon Rental Solutions Private Limited” to “Silicon Rental Solutions Limited”.
3. Application for registration of logo  under Trademark Act, 1999.

## **OUR GROUP COMPANIES**

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, our Company has considered those companies as our Group Company with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years & stub period(if any) and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated July 05, 2022 for the purpose of disclosure in relation to Group Company in connection with the Issue, a company shall be considered material and disclosed as a Group Company if such company fulfils both the below mentioned conditions:-

(i) Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI(ICDR)Regulations 2018; and

(ii) Where the Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the company as per Restated Financial Statements.

Based on the above, none of the Companies has been identified as our Group Company.

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

### **Corporate Approvals**

Our Board has approved the Issue pursuant to the resolution passed at its meeting held on August 01, 2022 and our Shareholders have approved the Fresh Issue pursuant to the resolution passed at their Extra Ordinary General meeting held on August 02, 2022 under Section 62(1) (c) of the Companies Act, 2013.

### **In-principal Approval**

Our Company has obtained in-principal approval from the BSE for using its name in this Draft Prospectus/ Prospectus pursuant to an approval letter dated [●] BSE which is the Designated Stock Exchange.

### **Prohibition by SEBI, RBI or governmental authorities**

As on date of this Draft Prospectus, we confirm that our Company, our Promoter, our Promoter Group, our Directors, person(s) in control of the promoter, our Group Companies or the natural person(s) in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court.

The companies, with which our Directors are or were associated as promoter, directors or persons in control are not prohibited or debarred from accessing capital markets under any order or direction passed by SEBI or any other regulatory authority.

None of our Directors or the entities that our Directors are associated with as promoter or directors is in any manner associated with the securities market and there has been no action taken by the SEBI against our Directors or any entity in which our Directors are associated with as promoter or directors.

### **Prohibition with respect to wilful defaulter or a fraudulent borrower**

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulter or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Under the SBO Rules certain persons who are 'significant beneficial owners', are required to intimate their beneficial holdings to our Company in Form no. BEN-1. As on date of Draft Prospectus, there are no such significant beneficial owners in our Company.

### **Eligibility for the Issue**

Our Company is eligible in terms of Regulations 230 of SEBI (ICDR) Regulations for this issue.

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this issue is an Initial Public Issue in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is more than 10 crore rupees but less than 25 crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "BSE SME Platform").

### **We confirm that:**

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the LM 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 45 of this Draft 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 Lead Manager submits a copy of the 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 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 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 BSE SME Platform. 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 45 of this Draft Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

- 1) Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated July 15, 2022 and National Securities Depository Limited dated July 15, 2022 for establishing connectivity.
- 2) Our Company has a website i.e. [www.silicongroup1.com](http://www.silicongroup1.com)

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE (BSE SME Platform): -

- 1) Our Company was incorporated as ‘Silicon Rental Solutions Private Limited’ under the Companies Act, 2013, pursuant to a certificate of incorporation dated January 28, 2016, issued by the RoC having CIN as U74999MH2016PTC272442. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by the shareholders of our Company on July 06, 2022 and the name of the Company was changed from “Silicon Rental Solutions Private Limited” to “Silicon Rental Solutions Limited” vide fresh certificate of incorporation dated July 22, 2022 issued by the RoC.
- 2) The post issue paid up capital of the company will be 1,02,72,000 shares of face value of Rs.10/- aggregating up to Rs. 10.27 Crore which is less than Rs. 25 Crores.
- 3) The Company has a track record of at least 3 years as on the date of filling Draft Prospectus.
- 4) As on March 31, 2022, the Company has net tangible assets of Rs. 4172.40 lakhs.
- 5) The Company confirms that it has positive cash accruals (earnings before depreciation and tax) for atleast 1 financial year out of the last three financial years and its net-worth as on March 31, 2022 is positive.

(In Rs. Lacs)			
Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Cash accruals	1,900.88	948.43	791.26
Networth	1,698.47	852.93	582.54

- 6) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter, Group Companies, companies promoted by the promoter of the Company;

- 7) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
- 8) There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
- 9) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company
- 10) 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
- 11) There is no change in the promoters of the company in preceding one year.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT / 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 DRAFT OFFER DOCUMENT / OFFER DOCUMENT. THE 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 DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE 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 LEAD MANAGER, HEM SECURITIES LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 01, 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR), REGULATION 2018.**

The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under Section 34, Section 35, Section 36 and Section 38 (1) of 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 LM any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad in terms of sections 26, 32 and 33 of the Companies Act, 2013.

#### **Statement on Price Information of Past Issues handled by Hem Securities Limited:**

Sr . N o.	Issue name	Issue size (Rs in Cr.)	Issue Price (Rs.)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Knowledge	10.12	37.00	March 22,	38.00	0.68%	31.08%	14.59%

	Marine & Engineering Works Limited			2021		[-3.40%]	[5.63%]	[17.52%]
2.	EKI Energy Services Limited	18.60	102.00	April 07, 2021	140.00	225.20% [-0.92%]	608.48% [6.44%]	3029.41% [19.41%]
3.	DU Digital Technologies Limited	4.485	65.00	August 26, 2021	60.00	53.85% [7.32%]	113.85% [4.68%]	257.85% [2.74%]
4.	Prevest Denpro Limited	26.61	84.00	September 27, 2021	180.55	186.61% [1.77%]	270.83% [-4.92%]	323.51% [-4.13%]
5.	Jainam Ferro Alloys (I) Limited	19.61	70.00	October 08, 2021	73.00	3.57% [0.97%]	21.43% [-0.83%]	137.86% [-0.49%]
6.	Shri Venkatesh Refineries Ltd.	11.71	40.00	October 11, 2021	42.00	9.50% [0.36%]	47.88% [-0.65%]	215.00% [-1.94%]
7.	KN Agri Resources Limited	49.38	75.00	March 28, 2022	153.65	212.40% [-1.07%]	83.60% [-9.70%]	N.A.
8.	Krishna Defence and Allied Industries Limited	11.89	39.00	April 06, 2022	75.00	112.82% [-7.84%]	30.54% [-12.63%]	N.A.
9.	Eighty Jewellers Limited	11.07	41.00	April 13, 2022	42.00	0.49% [-9.51%]	-3.02% [-8.26%]	N.A.
10.	Kesar India Limited	15.82	170.00	July 12, 2022	172.50	46.47% [10.11%]	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

## Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount- calendar from listing			No. of IPOs trading at Premium- calendar from listing			No. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- calendar from listing		
			Over 50%	Bet ween 25-50%	Less than 25%	Over 50%	Bet ween 25-50%	Less than 25%	Over 50%	Bet ween 25-50%	Less than 25%	Over 50%	Bet ween 25-50%	Less than 25%
2020-21	2 <sup>(1)</sup>	17.02	-	-	-	-	-	2	-	-	-	1	-	1
2021-22	6 <sup>(2)</sup>	130.40	-	-	-	4	-	2	-	-	-	5	-	-
2022-23	3 <sup>(3)</sup>	38.78	-	-	-	1	1	1	-	-	-	-	-	-

- 1) The scrip of Suratwala Business Group Limited and Knowledge Marine & Engineering Works Limited was listed on August 13, 2020 and March 22, 2021 respectively.
- 2) The scrip of EKI Energy Services Limited, DU Digital Technologies Limited, Prevest Denpro Limited, Jainam Ferro Alloys (I) Limited, Shri Venkatesh Refineries Ltd. and KN Agri Resources Limited was listed on April 7, 2021, August 26, 2021, September 27, 2021, October 08, 2021, October 11, 2021 and March 28, 2022 respectively. The scrip of KN Agri Resources Limited has not completed its 180th day from the date of its listing.
- 3) The scrip of Krishna Defence and Allied Industries Limited and Eighty Jewellers Limited was listed on April 06, 2022 and April 13, 2022 respectively. The scrip of Krishna Defence and Allied Industries Limited and Eighty Jewellers Limited has not completed its 180th days from the date of its listing.

### Note:

- a) Based on date of listing.
- b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- c) Prices on BSE/NSE are considered for all of the above calculations.
- d) In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day, scrips are not traded then last trading price has been considered.
- f) N.A. – Period not completed.
- g) 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 lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

### Track Record of past issues handled by Hem Securities Limited

For details regarding track record of LM 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 LM at: [www.hemsecurities.com](http://www.hemsecurities.com).

### Disclaimer from our Company and the Lead Manager

Our Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or, 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 LM accept no responsibility, save to the limited extent as provided in the Agreement entered between the LM (Hem securities Limited), and our Company on August 05, 2022 and the Underwriting Agreement dated [●] entered into between the Underwriter, and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company.

All information shall be made available by our Company, and the 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 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 Draft 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 Draft 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 Mumbai, Maharashtra, 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 Draft Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft 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 BSE**

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE). BSE has given vide its letter [●] 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 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 BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent

to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

### **Disclaimer Clause under Rule 144A of 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**

This Draft Prospectus is being filed with SME platform of BSE.

Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the Prospectus shall be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed, will be delivered for registration to the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus, required to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Mumbai.

### **Listing**

The Equity Shares of our Company are proposed to be listed on BSE SME Platform. Our Company has obtained in-principle approval from BSE by way of its letter dated [●] for listing of equity shares on BSE SME Platform.

BSE 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 BSE SME Platform is not granted by BSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of this Draft 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 BSE SME Platform mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

### **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, Lead Manager, Registrar to the Issue, Banker to the Issue\*, Legal Advisor to the Issue, Sponsor Bank\*, 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 registration with the RoC.

\*The aforesaid will be appointed prior to filing of Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, 2018, Vinod Kumar Jain & Co., Chartered Accountants, Statutory Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Prospectus/ Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

### **Experts Opinion**

Except for the reports in the section titled “Financial Statements” and “Statement of Special Tax Benefits” on page 123 and 72 respectively of this Draft Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

### **Fees, Brokerage and Selling Commission payable**

The total fees payable to the Lead Manager will be as per the (i) Agreement dated August 05, 2022 with the Lead Manager, (ii) the Underwriting Agreement dated [●] with the Underwriter and (iii) the Market Making Agreement [●] with the Market Maker, a copy of which is available for inspection at our Corporate Office from 10.00am to 5.00 pm on Working Days from the date of the Draft Prospectus until the 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 August 08, 2022, 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 Draft Prospectus.

### **Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to the section titled "Capital Structure" beginning on page 48 of this Draft 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 Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

### **Partly Paid-Up Shares**

As on the date of this Draft 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 Draft Prospectus.

### **Option to Subscribe**

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

### **Stock Market Data for our Equity Shares**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

### **Investor Grievances and Redressal System**

The agreement between the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and Demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Draft Prospectus. Since there are no investor complaints received, none are pending as on the date of filing of this Draft Prospectus.

Investors may contact the LM 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, LM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

### **Disposal of Investor Grievances by our Company**



Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be within 15 Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Himanshi Tiwari, as the Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Himanshi Tiwari  
Ground Floor, Mohini Heights, 5th Road, Khar (West),  
Mumbai, Maharashtra 400052 India  
**Tel. No.**-022-2605-1930  
**E-mail:** [cs@silicongroup1.com](mailto:cs@silicongroup1.com)

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in).

Our Board by a resolution on August 01, 2022 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled "Our Management" beginning on page 102 of this Draft Prospectus.

#### **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

#### **Disposal of investor grievances by listed companies under the same management as our Company**

Not Applicable

#### **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 72.

#### **Capitalization of Reserves or Profits**

Save and except as stated in "Capital Structure" on page 48 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

#### **Revaluation of assets**

For details of revaluation of assets refer chapter "History and certain corporate matters" and "Financial Information of the company" beginning on page 99 and 123 of this Draft Prospectus.

#### **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 sections titled "Our Management" and "Related Party Transactions" beginning on page 102 and 146 of this Draft Prospectus.

Respectively, 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**

Not Applicable

## **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 Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars issued by SEBI in this regard, SEBI has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors (“UPI Phase III”), as may be prescribed by SEBI.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Issue**

The present Public Issue of upto 27,12,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on August 01, 2022 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on August 02, 2022 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 213 of this Draft 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"* beginning on page 122 and 213 respectively of this Draft Prospectus.

### **Face Value and Issue Price**

The Equity Shares having a Face Value of Rs. 10.00 each are being offered in terms of this Draft Prospectus at the price of Rs. [●] per Equity Share (including premium of Rs.[●] per share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under section titled *"Basis for Issue Price"* beginning on page 70 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

### **Compliance with 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"* beginning on page 213 of this Draft Prospectus.

### **Allotment only in Dematerialized Form**

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated July 15, 2022 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated July 15, 2022 between CDSL, our Company and Registrar to the Issue.

### **Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be

modified by the BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra.

**The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

## Period of Subscription List of Public Issue

Event	Indicative Date
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or about [●]
Credit of Equity Shares to Demat Accounts of Allottees	On or about [●]
Commencement of Trading of The Equity Shares on the Stock Exchange	On or about [●]

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

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Draft Prospectus is IST.

Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

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

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

\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable

## **Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled ***“General Information - Underwriting”*** on page 45 of this Draft 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 BSE 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 Rs. 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 BSE 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 Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## **Market Making**

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of BSE.

For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to section titled ***“General Information - Details of the Market Making Arrangements for this Issue”*** on page 45 of this Draft Prospectus.

## **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

**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 48 of this Draft 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**" beginning on page 213 of this Draft Prospectus.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*



## ISSUE 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 or equal to ten Crore rupees but less than twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("*SME Exchange*", in this case being the BSE SME Platform i.e. SME platform of BSE). 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 180 and 189 of this Draft Prospectus.

### **Issue Structure:**

Initial Public Issue of upto 27,12,000 Equity Shares of Rs. 10 each (the "Equity Shares") for cash at a price of Rs. [●] per Equity Share (including a Share Premium of Rs. [●] per Equity Share), aggregating up to Rs. [●] Lakhs ("the Issue") by the issuer Company (the "Company").

The Issue comprises a reservation of upto [●] Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of upto [●] Equity Shares of Rs. 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 26.40% and [●]%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares available for allocation<sup>(1)</sup></b>	Upto [●] Equity Shares	[●] Equity Shares
<b>Percentage of Issue Size available for allocation</b>	[●] % of the Issue Size	[●]% of the Issue Size
<b>Basis of Allotment</b>	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please refer to " <i>Issue Procedure - Basis of Allotment</i> " on page 194 of this Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through ASBA Process (for Non-Retails Investors) and through UPI Mechanism (for retail Investors).	Through ASBA Process Only.
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
<b>Minimum Application Size</b>	<b><u>For Other than Retail Individual Investors:</u></b> Such number of Equity Shares in multiples of [●] Equity Shares at an Issue price of Rs. [●] each, such that the Application Value exceeds Rs. 2,00,000/-  <b><u>For Retail Individuals Investors:</u></b> [●] Equity Shares at an Issue price of Rs. [●] each.	[●] Equity Shares
<b>Maximum Application Size</b>	<b><u>For Other than Retails Individual Investors:</u></b> The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.  <b><u>For Retail Individuals Investors:</u></b> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	[●] Equity Shares
<b>Trading Lot</b>	[●] Equity Shares	[●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of Payment<sup>(2)</sup></b>	Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant that is specified in the Application Form at the time of submission of the Application	

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	Form. In case of UPI as an alternate mechanism, application amount shall be blocked at the time of confirmation of mandate collection request by applicant.	
<b>Application Lot Size</b>	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “**Issue Structure**” on page 186 of this Draft Prospectus.

<sup>1)</sup> Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) Minimum fifty per cent to retail individual investors; and
- b) Remaining to:
  - (i) individual applicants other than retail individual investors; and
  - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

<sup>2)</sup> In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

**Note: If the retail individual investor category is entitled to more than the allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.**

#### **Withdrawal of the Issue**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The 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 Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft 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) registration of the Prospectus with ROC.

#### **Issue Programme**

<b>ISSUE OPENING DATE</b>	[●]
<b>ISSUE CLOSING DATE</b>	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the Issue Closing Date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.

- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by LM to BSE within half an hour of such closure.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Application form, for a particular applicant, the details as per physical application form of that Applicant may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays)

## **ISSUE PROCEDURE**

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the 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 (xiii) interest in case of delay in Allotment or refund.

With effect from July 1, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("UPI Phase III"), as may be prescribed by SEBI.

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 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 Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft 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 this Draft Prospectus and the Draft Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the Full Application Amount along with the Application Form.

### ***Phased implementation of Unified Payments Interface***

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism

(in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days.

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 Lead Manager.

## **PART A**

### **Fixed Price Issue Procedure**

The Issue is being made in compliance with the provisions of Reg. 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non-Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price.

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

**Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. However, investors may get the specified securities rematerialized**

subsequent to allotment.

### **Application Form**

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, (www.bseindia.com), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated January 1, 2016 and bearing no. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

<b>Category</b>	<b>Colour*</b>
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 Application Form*

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants 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 application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for making an Application in terms of the Draft Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

<b>Sr. No.</b>	<b>Designated Intermediaries</b>
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')

4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the 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 application form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

#### **Availability of Draft Prospectus and Application Forms**

The Application Forms and copies of the Draft Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com).

#### **Who can apply?**

Each Applicant should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies.

Subject to the above, an illustrative list of Applicants is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Insurance funds set up and managed by army, navy or air force of the Union of India;
- s) Multilateral and bilateral development financial institution;
- t) Eligible QFIs;
- u) Insurance funds set up and managed by army, navy or air force of the Union of India;
- v) Insurance funds set up and managed by the Department of Posts, India;
- w) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

#### **Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**



## **1. For Retail Individual Applicants**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

## **2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.**

**The above information is given for the benefit of the Applicants. The Company and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

1. Each successful applicant shall be allotted [●] Equity shares; and
2. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.

If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.

The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
2. The balance net offer of shares to the public shall be made available for allotment to
  - a. Individual applicants other than retail individual investors and
  - b. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
3. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Participation by Associates /Affiliates of LM and the Syndicate Members**

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **Option to Subscribe in the Issue**

- 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 Applicants:**

1. Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Draft Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Application Form along with Abridge Prospectus and copies of the Draft Prospectus will be available with the, the Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.
4. Any applicant who would like to obtain the Draft Prospectus and/ or the Application Form can obtain the same from our Registered Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

7. The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such application forms that do not contain such details are liable to be rejected.
8. Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
10. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

#### **Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non-Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

#### **Applications by eligible NRIs on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

#### **Application by FIIs (including FIIIs)**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a

registered 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 sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by 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 sectoral 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.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions: (a) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (c) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and (d) such other conditions as may be specified by SEBI from time to time. An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI. Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids: • FPIs which utilise the multi investment manager structure; • Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments; • Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; • FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager. • Multiple branches in different jurisdictions of foreign bank registered as FPIs; • Government and Government related investors registered as Category 1 FPIs; and • Entities registered as collective investment scheme having multiple share classes. The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected. Participation of FPIs in the Issue shall be subject to the FEMA Rules. The FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents.

#### **Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. 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 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 Regulations shall continue to be regulated by the VCF Regulations.

### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

### **Applications by Insurance Companies**

In case of applications made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2010, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- i. Equity shares of a company: The lesser 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;
- ii. The entire group of the investee company: at least 10% of the respective fund in case of a life insurer or 10% of investment assets in case of general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and
- iii. The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the

Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of Rs. 2500 Lacs and pension funds with minimum corpus of Rs. 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

#### **Application by Provident Funds/Pension Funds**

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Draft Prospectus.

#### **Applications by Banking Companies**

In case of Applications 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 Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

#### **Applications by Systemically Important Non-Banking Financial Companies**

In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

## Applications by SCSBs

SCSBs participating in the Offer 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 applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### Issue Procedure for Application Supported by Blocked Account (ASBA) Applicants

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA 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 Application Form, please refer the above-mentioned SEBI link.

### Method and Process of Applications

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

### **Terms of payment**

The entire Issue price of Rs. [●] 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 Applicants.

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 applicants 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 Applicants.

### **Payment mechanism**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the 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 Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer 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 offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)**

**In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to streamline the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such**



**application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.**

***Who can apply through UPI Mode:***

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

**PROCESS**

Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in).

**BLOCKING OF FUNDS:**

- a) Investors shall create UPI ID
- b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form of Baheti Recycling Industries Limited.
- c) Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange
- d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
- e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
- f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

**UNBLOCKING OF FUNDS:**

- a) After the offer close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
- b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public offer escrow account and unblocking of excess funds
- c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

**Further, RIIs would continue to have an option to modify or withdraw the bid till the closure of the offer period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.**

**REJECTION GROUNDS UNDER UPI PAYMENT MECHANISM**

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

**LIST OF BANKS PROVIDING UPI FACILITY**

An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >>Self Certified Syndicate Banks eligible as Issuer Banks for UPI

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN (of First Applicant, if more than one Applicant);
  - DP ID of the demat account of the Applicant;
  - Client Identification Number of the demat account of the Applicant;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Allocation of Equity shares**

- 1) The Issue is being made through the Fixed Price Process wherein [●] Equity Shares shall be reserved for Market Maker and [●] Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.

- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

### **Signing of Underwriting Agreement and Filing of Prospectus with ROC**

- a) Our company has entered into an Underwriting Agreement dated [●].
- b) A copy of Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Draft Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

### **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. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.  
The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants 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 Applicant.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants 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 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

### **General Instructions**

#### **Do's:**

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application.

- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process the SCSBs where the Applicant has a bank account or a UPI ID linked Bank Account, the Registered Broker (at the Broker Centre's), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Draft Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- Ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;
- Do not apply on another Application Form after you have submitted an application to the Designated Intermediary;
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs.2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

#### **Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be

syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com)

### **Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME Platform (SME platform of BSE) where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 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 Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **Impersonation**

*Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 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 to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the 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;
- 4) That our Promoter's contribution in full has already been brought in;
- 5) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
- 6) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;
- 7) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- 8) That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 9) That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- 10) Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- 11) That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and
- 12) That none of the promoter or directors of the company is willful defaulter under Section 5(c) of SEBI (ICDR) Regulations, 2018.

### **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 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 July 15, 2022 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated July 15, 2022 between CDSL, our Company and Registrar to the Issue.

The Company's equity shares bear an ISIN No. INE0MNV01014



## **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 Offer 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 paidup 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 20003/71/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 Draft 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 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 Draft 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 ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, 2013 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.

<b>1.</b>	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	<b>Table F Applicable.</b>
	<b>Interpretation Clause</b>	
<b>2.</b>	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	<b>Articles</b>
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
	(e) *"The Company" shall mean ' <b>Silicon Rental Solutions Limited</b> '	
	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor or Administrator</b>
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
	(h) Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>
	(j) The marginal notes hereto shall not affect the construction thereof.	<b>Marginal notes</b>
	(k) "Meeting" or "General Meeting" means a meeting of members.	<b>Meeting or General Meeting</b>
	(l) "Month" means a calendar month.	<b>Month</b>
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	<b>Non-retiring Directors</b>
	(q) "Office" means the registered Office for the time being of the Company.	<b>Office</b>
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	<b>Ordinary and Special Resolution</b>
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at	<b>Proxy</b>

	General Meeting or Poll and includes attorney duly constituted under the power of attorney.	
(u)	"The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	<b>Register of Members</b>
(v)	"Seal" means the common seal for the time being of the Company.	<b>Seal</b>
(w)	Words importing the Singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>
(x)	"The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
(y)	"These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>
(z)	"Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>
(aa)	"Year" means the "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	<b>Expressions in the Act to bear the same meaning in Articles</b>
	<b>CAPITAL</b>	
<b>3.</b>	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	<b>Authorized Capital.</b>
<b>4.</b>	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	<b>Increase of capital by the Company how carried into effect</b>
<b>5.</b>	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	<b>New Capital same as existing capital</b>
<b>6.</b>	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	<b>Non Voting Shares</b>
<b>7.</b>	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	<b>Redeemable Preference Shares</b>
<b>8.</b>	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	<b>Voting rights of preference shares</b>
<b>9.</b>	On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions-shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed; (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a	<b>Provisions to apply on issue of Redeemable Preference Shares</b>

	<p>sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	
<b>10.</b>	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	<b>Reduction of capital</b>
<b>11.</b>	<p>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p>	<b>Debentures</b>
<b>12.</b>	<p>The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.</p>	<b>Issue of Sweat Equity Shares</b>
<b>13.</b>	<p>The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.</p>	<b>ESOP</b>
<b>14.</b>	<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>	<b>Buy Back of shares</b>
<b>15.</b>	<p>Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.</p>	<b>Consolidation, Sub-Division And Cancellation</b>
<b>16.</b>	<p>Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.</p>	<b>Issue of Depository Receipts</b>
<b>17.</b>	<p>Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.</p>	<b>Issue of Securities</b>
	<b>MODIFICATION OF CLASS RIGHTS</b>	
<b>18.</b>	<p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.</p>	<b>Modification of rights</b>

	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking paripassu therewith.	<b>New Issue of Shares not to affect rights attached to existing shares of that class.</b>
<b>19.</b>	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being 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 and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	<b>Shares at the disposal of the Directors.</b>
<b>20.</b>	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	<b>Power to issue shares on preferential basis.</b>
<b>21.</b>	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	<b>Shares should be Numbered progressively and no share to be subdivided.</b>
<b>22.</b>	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	<b>Acceptance of Shares.</b>
<b>23.</b>	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	<b>Directors may allot shares as full paid-up</b>
<b>24.</b>	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	<b>Deposit and call etc. to be a debt payable immediately.</b>
<b>25.</b>	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	<b>Liability of Members.</b>
<b>26.</b>	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	<b>Registration of Shares.</b>
	<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>	
<b>27.</b>	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	<b>CERTIFICATES</b>	
<b>28.</b>	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete	<b>Share Certificates.</b>

	<p>and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a 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 of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p> <p>(d) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is —"Issued in lieu of Share Certificate No..... sub-divided/replaced/on consolidation of Shares".</p>	
<b>29.</b>	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof 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 lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<b>Issue of new certificates in place of those defaced, lost or destroyed.</b>
<b>30.</b>	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.</p>	<b>The first named joint holder deemed Sole holder.</b>



	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	<b>Maximum number of joint holders.</b>
<b>31.</b>	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	<b>Company not bound to recognise any interest in share other than that of registered holders.</b>
<b>32.</b>	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	<b>Installment on shares to be duly paid.</b>
<b>UNDERWRITING AND BROKERAGE</b>		
<b>33.</b>	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	<b>Commission</b>
<b>34.</b>	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	<b>Brokerage</b>
<b>CALLS</b>		
<b>35.</b>	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	<b>Directors may make calls</b>
<b>36.</b>	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	<b>Notice of Calls</b>
<b>37.</b>	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<b>Calls to date from resolution.</b>
<b>38.</b>	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	<b>Calls on uniform basis.</b>
<b>39.</b>	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	<b>Directors may extend time.</b>
<b>40.</b>	If a sum called in respect of the shares is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest upon the sum at such rate not exceeding 12% per annum or at such lower rate, if any, as the Board may determine, but the Board of Directors shall be at liberty to waive payment of that interest wholly or in part.	<b>Calls to carry interest.</b>
<b>41.</b>	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	<b>Sums deemed to be calls.</b>
<b>42.</b>	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of	<b>Proof on trial of suit for money due</b>

	his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	<b>on shares.</b>
<b>43.</b>	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>
<b>44.</b>	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	<b>Payments in Anticipation of calls may carry interest</b>
	<b>LIEN</b>	
<b>45.</b>	<p>The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.</p> <p>Provided that the fully paid shares shall be free from all lien, while in the case of partlypaid shares, the company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares.</p>	<b>Company to have Lien on shares.</b>
<b>46.</b>	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	<b>As to enforcing lien by sale.</b>
<b>47.</b>	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to 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.	<b>Application of proceeds of sale.</b>

<b>FORFEITURE AND SURRENDER OF SHARES</b>		
<b>48.</b>	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	<b>If call or installment not paid, notice maybe given.</b>
<b>49.</b>	The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	<b>Terms of notice.</b>
<b>50.</b>	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	<b>On default of payment, shares to be forfeited.</b>
<b>51.</b>	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	<b>Notice of forfeiture to a Member</b>
<b>52.</b>	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	<b>Forfeited shares to be property of the Company and maybe sold etc.</b>
<b>53.</b>	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>
<b>54.</b>	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	<b>Effect of forfeiture.</b>
<b>55.</b>	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles 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 shares.	<b>Evidence of Forfeiture.</b>
<b>56.</b>	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	<b>Title of purchaser and allottee of Forfeited shares.</b>
<b>57.</b>	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person	<b>Cancellation of share certificate in respect of forfeited shares.</b>

	or persons entitled thereto.	
<b>58.</b>	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	<b>Forfeiture may be remitted.</b>
<b>59.</b>	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	<b>Validity of sale</b>
<b>60.</b>	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	<b>Surrender of shares.</b>
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
<b>61.</b>	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	<b>Execution of the instrument of shares.</b>
<b>62.</b>	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. Provided that the company shall use a common form of transfer.	<b>Transfer Form.</b>
<b>63.</b>	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	<b>Transfer not to be registered except on production of instrument of transfer.</b>
<b>64.</b>	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. 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 Company on any account whatsoever;	<b>Directors may refuse to register transfer.</b>
<b>65.</b>	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	<b>Notice of refusal to be given to transferor and transferee.</b>
<b>66.</b>	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	<b>No fee on transfer.</b>

67.	The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	<b>Closure of Register of Members or debentureholder or other security holders..</b>
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	<b>Custody of transfer Deeds.</b>
69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	<b>Application for transfer of partly-paid shares.</b>
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	<b>Notice to transferee.</b>
71.	<p>(a) 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 person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	<b>Recognition of legal representative.</b>
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72of the Companies Act.	<b>Titles of Shares of deceased Member</b>
73.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	<b>Notice of application when to be given</b>
74.	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	<b>Registration of persons entitled to share otherwise than by transfer. (transmission clause).</b>
75.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right	<b>Refusal to register</b>

	to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	<b>nominee.</b>
<b>76.</b>	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	<b>Board may require evidence of transmission.</b>
<b>77.</b>	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	<b>Company not liable for disregard of a notice prohibiting registration of transfer.</b>
<b>78.</b>	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	<b>Form of transfer Outside India.</b>
<b>79.</b>	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>
<b>NOMINATION</b>		
<b>80.</b>	<ul style="list-style-type: none"> <li>i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</li> <li>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</li> <li>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</li> <li>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</li> </ul>	<b>Nomination</b>
<b>81.</b>	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <ul style="list-style-type: none"> <li>(i) to be registered himself as holder of the security, as the case may be; or</li> <li>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</li> <li>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</li> <li>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</li> </ul> <p>Provided further 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 or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	<b>Transmission of Securities by nominee</b>
<b>DEMATERIALISATION OF SHARES</b>		
<b>82.</b>	Subject to the provisions of the Act and Rules made thereunder the Company may offer its	<b>Dematerialisation</b>

	members facility to hold securities issued by it in dematerialized form.	<b>of Securities</b>
	<b>JOINT HOLDER</b>	
<b>83.</b>	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>
<b>84.</b>	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	<b>Joint and several liabilities for all payments in respect of shares.</b>
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	<b>Title of survivors.</b>
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	<b>Receipts of one sufficient.</b>
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	<b>Delivery of certificate and giving of notices to first named holders.</b>
	<b>SHARE WARRANTS</b>	
<b>85.</b>	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	<b>Power to issue share warrants</b>
<b>86.</b>	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	<b>Deposit of share warrants</b>
<b>87.</b>	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	<b>Privileges and disabilities of the holders of share warrant</b>
<b>88.</b>	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	<b>Issue of new share warrant coupons</b>
	<b>CONVERSION OF SHARES INTO STOCK</b>	
<b>89.</b>	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	<b>Conversion of shares into stock or reconversion.</b>
<b>90.</b>	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation 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	<b>Transfer of stock.</b>

	that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	
<b>91.</b>	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	<b>Rights of stock holders.</b>
<b>92.</b>	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.	<b>Regulations.</b>
<b>BORROWING POWERS</b>		
<b>93.</b>	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	<b>Power to borrow.</b>
<b>94.</b>	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	<b>Issue of discount etc. or with special privileges.</b>
<b>95.</b>	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	<b>Securing payment or repayment of Moneys borrowed.</b>
<b>96.</b>	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>
<b>97.</b>	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	<b>Mortgage of uncalled Capital.</b>
<b>98.</b>	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	<b>Indemnity may be given.</b>
<b>MEETINGS OF MEMBERS</b>		
<b>99.</b>	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
<b>100.</b>	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of Members made in compliance with Section	<b>Extra-Ordinary General Meeting</b>



	100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	<b>by Board and by requisition</b>
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	<b>When a Director or any two Members may call an Extra Ordinary General Meeting</b>
<b>101.</b>	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	<b>Meeting not to transact business not mentioned in notice.</b>
<b>102.</b>	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	<b>Chairman of General Meeting</b>
<b>103.</b>	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
<b>104.</b>	<p>a) 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>b) 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>c) 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>d) 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>	<b>Chairman with consent may adjourn meeting.</b>
<b>105.</b>	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	<b>Chairman's casting vote.</b>
<b>106.</b>	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	<b>In what case poll taken without adjournment.</b>
<b>107.</b>	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	<b>Demand for poll not to prevent transaction of other business.</b>
<b>VOTES OF MEMBERS</b>		
<b>108.</b>	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	<b>Members in arrears not to vote.</b>
<b>109.</b>	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of	<b>Number of votes each member entitled.</b>

	Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	
<b>110.</b>	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	<b>Casting of votes by a member entitled to more than one vote.</b>
<b>111.</b>	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor 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.	<b>Vote of member of unsound mind and of minor</b>
<b>112.</b>	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	<b>Postal Ballot</b>
<b>113.</b>	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
<b>114.</b>	<p>a) 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. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	<b>Votes of joint members.</b>
<b>115.</b>	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	<b>Votes may be given by proxy or by representative</b>
<b>116.</b>	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	<b>Representation of a body corporate.</b>
<b>117.</b>	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	<b>Members paying money in advance.</b>
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	<b>Members not prohibited if share not held for any specified period.</b>
<b>118.</b>	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
<b>119.</b>	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution	<b>No votes by proxy on show of hands.</b>

	shall be accepted by the Company as sufficient evidence of the authority of the appointment.	
<b>120.</b>	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.	<b>Appointment of a Proxy.</b>
<b>121.</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
<b>122.</b>	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	<b>Validity of votes given by proxy notwithstanding death of a member.</b>
<b>123.</b>	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.	<b>Time for objections to votes.</b>
<b>124.</b>	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>
<b>DIRECTORS</b>		
<b>125.</b>	(a) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution (b) <b>Followings are the first directors of the company:</b> 1. <b>SANJAY HARISH MOTIANI</b> 2. <b>KANCHAN SANJAY MOTIANI</b> 3. <b>ANUSHKA SANJAY MOTIANI</b>	<b>Number of Directors</b>
<b>126.</b>	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification Shares.</b>
<b>127.</b>	(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement (b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled. (c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board. (d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.	<b>Nominee Directors.</b>
<b>128.</b>	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these	<b>Appointment of alternate Director.</b>

	Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	
<b>129.</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	<b>Additional Director</b>
<b>130.</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	<b>Directors power to fill casual vacancies.</b>
<b>131.</b>	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	<b>Sitting Fees.</b>
<b>132.</b>	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	<b>Travelling expenses Incurred by Director on Company's business.</b>
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
<b>133.</b>	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	<b>Meetings of Directors.</b>
<b>134.</b>	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within Fifteen minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	<b>Chairperson</b>
<b>135.</b>	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	<b>Questions at Board meeting how decided.</b>
<b>136.</b>	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.	<b>Continuing directors may act notwithstanding any vacancy in the Board</b>
<b>137.</b>	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	<b>Directors may appoint committee.</b>
<b>138.</b>	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	<b>Committee Meeting show to be governed.</b>
<b>139.</b>	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	<b>Chairperson of Committee Meetings</b>
<b>140.</b>	a) A committee may meet and adjourn as it thinks fit. b) 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.	<b>Meetings of the Committee</b>

<b>141.</b>	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>		
<b>142.</b>	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	<b>Power to fill casual vacancy</b>
<b>POWERS OF THE BOARD</b>		
<b>143.</b>	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	<b>Powers of the Board</b>
<b>144.</b>	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	<b>Certain powers of the Board</b>
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	<b>To acquire any property , rights etc.</b>
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	<b>To take on Lease.</b>
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	<b>To erect &amp; construct.</b>
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	<b>To pay for property.</b>
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	<b>To insure properties of the Company.</b>
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	<b>To open Bank accounts.</b>
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in	<b>To secure contracts by way of mortgage.</b>

	such manner as they think fit.	
(8)	To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	<b>To accept surrender of shares.</b>
(9)	To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	<b>To appoint trustees for the Company.</b>
(10)	To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	<b>To conduct legal proceedings.</b>
(11)	To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy &amp; Insolvency</b>
(12)	To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>
(13)	Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
(14)	To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security byway of indemnity.</b>
(15)	To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	<b>To determine signing powers.</b>
(16)	To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	<b>Commission or share in profits.</b>
(17)	To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>
(18)	To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the	<b>Transfer to Reserve Funds.</b>

	full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	
(19)	To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	<b>To appoint and remove officers and other employees.</b>
(20)	At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	<b>To appoint Attorneys.</b>
(21)	Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	<b>To enter into contracts.</b>
(22)	From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	<b>To make rules.</b>
(23)	To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	<b>To effect contracts etc.</b>
(24)	To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	<b>To apply &amp; obtain concessions licenses etc.</b>
(25)	To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	<b>To pay commissions or interest.</b>
(26)	To redeem preference shares.	<b>To redeem preference shares.</b>
(27)	To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	<b>To assist charitable or benevolent institutions.</b>
(28)	To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.	
(29)	To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	

	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	<p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
	<b>MANAGING AND WHOLE-TIME DIRECTORS</b>	
<b>145.</b>	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	<b>Powers to appoint Managing/ Whole-time Directors.</b>
<b>146.</b>	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from	<b>Remuneration of Managing or</b>



	time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	<b>Whole-time Director.</b>
<b>147.</b>	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	<b>Powers and duties of Managing Director or Whole-time Director.</b>
	<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>	
<b>148.</b>	<p>a) Subject to the provisions of the Act,—</p> <ol style="list-style-type: none"> <li>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;</li> <li>A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</li> </ol> <p>b) 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.</p>	<b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b>
	<b>THE SEAL</b>	
<b>149.</b>	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	<b>The seal, its custody and use.</b>
<b>150.</b>	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 authorized 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.	<b>Deeds how executed.</b>
	<b>Dividend and Reserves</b>	
<b>151.</b>	(1) Subject to the rights of persons, if any, entitled to shares with special rights as to	<b>Division of profits.</b>

	<p>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>(2) 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>(3) 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.</p>	
<b>152.</b>	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	<b>The company in General Meeting may declare Dividends.</b>
<b>153.</b>	<p>a) 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, thinks fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	<b>Transfer to reserves</b>
<b>154.</b>	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.	<b>Interim Dividend.</b>
<b>155.</b>	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	<b>Debts may be deducted.</b>
<b>156.</b>	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	<b>Capital paid up in advance not to earn dividend.</b>
<b>157.</b>	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 dividends as from a particular date such share shall rank for dividend accordingly.	<b>Dividends in proportion to amount paid-up.</b>
<b>158.</b>	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under Articles.</b>
<b>159.</b>	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>
<b>160.</b>	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	<b>Effect of transfer of shares.</b>
<b>161.</b>	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	<b>Dividend to joint holders.</b>
<b>162.</b>	a) 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.	<b>Dividends how remitted.</b>

	b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	
<b>163.</b>	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.	<b>Notice of dividend.</b>
<b>164.</b>	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	<b>No interest on Dividends.</b>
<b>CAPITALIZATION</b>		
<b>165.</b>	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize 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</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p style="padding-left: 40px;">(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p style="padding-left: 40px;">(ii) 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; or</p> <p style="padding-left: 40px;">(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	<b>Capitalization.</b>
<b>166.</b>	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p style="padding-left: 40px;">(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p style="padding-left: 40px;">(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	<b>Fractional Certificates.</b>
<b>167.</b>	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	<b>Inspection of Minutes Books of General Meetings.</b>

<b>168.</b>	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) 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>	<b>Inspection of Accounts</b>
<b>FOREIGN REGISTER</b>		
<b>169.</b>	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	<b>Foreign Register.</b>
<b>DOCUMENTS AND SERVICE OF NOTICES</b>		
<b>170.</b>	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	<b>Signing of documents &amp; notices to be served or given.</b>
<b>171.</b>	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	<b>Authentication of documents and proceedings.</b>
<b>WINDING UP</b>		
<b>172.</b>	<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 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.</p>	
<b>INDEMNITY</b>		
<b>173.</b>	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	<b>Directors' and others right to indemnity.</b>
<b>174.</b>	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	<b>Not responsible for acts of others</b>

	<b>SECRECY</b>	
<b>175.</b>	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	<b>Secrecy</b>
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	<b>Access to property information etc.</b>

## **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 Draft 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 registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the registered office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Prospectus until the Issue Closing Date.

#### **Material Contracts**

1. Agreement dated August 05, 2022 between our Company and the Lead Manager to the Issue.
2. Agreement dated August 08, 2022 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] among our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Lead Manager and Underwriter.
6. Tripartite Agreement dated July 15, 2022 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated July 15, 2022 among NSDL, the Company and the Registrar to the Issue.

#### **Material Documents**

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated January 28, 2016 issued by the Registrar of Companies, Mumbai.
3. Fresh Certificate of Incorporation dated July 22, 2022 issued by the Registrar of Companies, Mumbai consequent upon conversion of Company into Public Limited.
4. Copy of the Board Resolution dated August 01, 2022 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated August 02, 2022 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for financial year ended March 31, 2022, 2021 and 2020.
7. Statutory Auditors Report dated August 05, 2022 on the Restated Financial Information of our Company for the financial years ended March 31, 2022, 2021 and 2020.
8. Copy of the Statement of Special Tax Benefits dated August 05, 2022 from the Statutory Auditor.
9. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Advisor to the Issue, Statutory Auditor of the Company, Bankers to our Company, Promoter of our Company, Directors of our Company, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
10. Board Resolution dated September 01, 2022 for approval of Draft Prospectus and dated [●] for approval of Prospectus
11. Due Diligence Certificate from Lead Manager dated September 01, 2022.
12. Approval from BSE vide letter dated [●] to use the name of BSE in the Prospectus for listing of Equity Shares on the BSE SME Platform.

### **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 Draft 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 Draft Prospectus are true and correct.

#### **SIGNED BY THE DIRECTOR OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Sanjay Harish Motiani Chairman & Managing Director DIN: 07314538	Sd/-

Date: September 01, 2022  
Place: Mumbai

### **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 Draft 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 Draft Prospectus are true and correct.

#### **SIGNED BY THE DIRECTOR & CFO OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Kanchan Sanjay Motiani Whole-time Director & CFO DIN: 07314480	Sd/-

Date: September 01, 2022  
Place: Mumbai



### **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 Draft 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 Draft Prospectus are true and correct.

#### **SIGNED BY THE DIRECTOR OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Anushka Sanjay Motiani Whole-time Director DIN: 07395256	Sd/-

Date: September 01, 2022  
Place: Mumbai

### **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 Draft 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 Draft Prospectus are true and correct.

#### **SIGNED BY THE DIRECTOR OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Nikhil Sanjay Motiani Non-Executive Director DIN: 07570586	Sd/-

Date: September 01, 2022

Place: Hong Kong

### **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 Draft 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 Draft Prospectus are true and correct.

#### **SIGNED BY THE DIRECTOR OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Rajesh Krishna Vyas Independent Director DIN: 00259086	Sd/-

Date: September 01, 2022  
Place: Mumbai

### **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 Draft 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 Draft Prospectus are true and correct.

#### **SIGNED BY THE DIRECTOR OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Manish Sehgal Independent Director DIN: 01193550	Sd/-

Date: September 01, 2022  
Place: Mumbai

### **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 Draft 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 Draft Prospectus are true and correct.

**SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Himanshi Tiwari Company Secretary & Compliance Officer (M. No. A65997)	Sd/-

Date: September 01, 2022

Place: Mumbai