Date: January 18, 2024

BSE Limited
The Listing Department
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Fort, Mumbai 400 001
Maharashtra, India

National Stock Exchange of India Limited
The Listing Department
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (East), Mumbai 400051
Maharashtra, India

Dear Madam / Sir

Sub: Proposed initial public offering of equity shares of face value of ₹ 5 each ("Equity Shares") of Rashi Peripherals Limited ("Company" or "Issuer", and such initial public offering, the "Offer")

This is in connection with the draft red herring prospectus dated January 18, 2023 ("**DRHP**"), filed by the Company with the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") on January 19, 2023, in connection with the Offer, disclosing, *inter alia*, the intention of the Company to issue such number of Specified Securities for cash consideration aggregating up to ₹ 1,500 million at its discretion in favour of such investors as permissible under applicable laws prior to filing of the Red Herring Prospectus with the RoC ("**Pre-IPO Placement**").

We wish to inform you that pursuant to resolutions of our Board and Shareholders each dated January 15, 2024 and the share subscription agreements each dated January 17, 2024 entered into by our Company with each of Volrado Ventures Partners Fund-III-BETA and Madhuri Madhusudan Kela, our Company had undertaken a Pre-IPO Placement of 4,823,151 Equity Shares aggregating up to ₹1,500.00 million and, pursuant to a Board resolution dated January 17, 2024, our Board has allotted Equity Shares as part of the Pre-IPO Placement in the manner as set forth below:

Date of allotment	Number of Equity Shares	Price per Equity Share (₹)	Total consideration (₹ in million)	Name of the allottee
January 17, 2024	3,215,434	311.00	1,000.00	Volrado Ventures Partners Fund-III-BETA
January 17, 2024	1,607,717	311.00	500.00	Madhuri Madhusudan Kela

Further, the abovementioned allottees are not connected to our Company, Promoters, Promoter Group, Directors, KMPs, Subsidiaries or Group Companies and the directors or key managerial personnel of such Subsidiaries and Group Companies, in any manner.

The disclosures regarding the Pre-IPO Placement shall be updated in the RHP and Prospectus, as applicable.

All capitalised terms used, but not defined herein, shall have the meanings ascribed to such terms in the DRHP.

This information is provided in accordance with SEBI's correspondence dated July 4, 2023, for dissemination on your website and for your records.

Thank you.

Yours sincerely,

For Rashi Peripherals Limited

Mr. Suresh Kumar Pansari
Director
DIN 00215712

RASHI PERIPHERALS LIMITED MUMBAI

(Please scan the QR code to view the DRHP)

DRAFT RED HERRING PROSPECTUS
Dated January 18, 2023
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

RASHI PERIPHERALS LIMITED

CORPORATE IDENTITY NUMBER: U30007MH1989PLC051039

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
Ariisto House, 5th Floor, Corner of Telli Galli, Andheri (E), Mumbai 400 069, Maharashtra, India	Hinal Tejas Shah Company Secretary and Compliance Officer	E-mail: investors@rptechindia.com Tel: +91 22 6177 1771/72	www.rptechindia.com

NAME OF PROMOTERS OF OUR COMPANY: KRISHNA KUMAR CHOUDHARY, SURESHKUMAR PANSARI, KAPAL SURESH PANSARI, KESHAV KRISHNA KUMAR CHOUDHARY, CHAMAN PANSARI, KRISHNA KUMAR CHOUDHARY (HUF) AND SURESH M PANSARI HUF

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATION
Fresh Issue	Up to [●] Equity Shares aggregating up to ₹ 7,500 million	[●] Equity Shares aggregating up to ₹ 7,500 million	The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For details of share reservation among QIBs, NIBs and RIBs, see "*Offer Structure*" on page 448.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 5 each. The Floor Price, Cap Price and the Offer Price determined by our Company in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in "*Basis for Offer Price*" on page 135 should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 35.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. For the purposes of this Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 481.

BOOK RUNNING LEAD MANAGERS

Name of Book Running Lead Manager and logo	Contact Person	Telephone and E-mail
JM Financial Limited	Prachee Dhuri	**Tel.**: +91 22 6630 3030 **E-mail:** rplipo.2022@jmfl.com
ICICI Securities Limited	Ashik Joisar/Gaurav Mittal	**Tel:** +91 22 6807 7100 **E-mail:** rptech.ipo@icicisecurities.com

REGISTRAR TO THE OFFER

Name of Registrar	Contact Person	Telephone and E-mail
Link Intime India Private Limited	Shanti Gopalkrishnan	Tel.: +91 22 4918 6200 E-mail: rptechindia.ipo@linkintime.co.in

BID/ OFFER PERIOD

ANCHOR INVESTOR BID/OFFER PERIOD	[●]*	BID/OFFER OPENS ON	[●]*	BID/OFFER CLOSES ON	[●]**

* *Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.*

** *Our Company may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

DRAFT RED HERRING PROSPECTUS
Dated January 18, 2023
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

RASHI PERIPHERALS LIMITED

Our Company was incorporated as "Rashi Peripherals Private Limited" at Mumbai, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 15, 1989 issued by the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). Our Company became a deemed public limited company under Section 43A of the Companies Act, 1956 and the word 'private' was deleted with effect from July 1, 1997, and then the Company once again became a private limited company with effect from October 29, 2001. Subsequently, our Company changed its name and was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of our Shareholders held on July 29, 2022 and consequently, a fresh certificate of incorporation dated August 4, 2022 was issued by the RoC to our Company under its present name, Rashi Peripherals Limited. For details of changes in the name and the registered office address of our Company, see '*History and Certain Corporate Matters*' on page 249.

Corporate Identity Number: U30007MH1989PLC051039
Registered and Corporate Office: Ariisto House, 5th Floor, Corner of Telli Galli, Andheri (E), Mumbai 400 069, Maharashtra, India
Tel: +91 22 6177 1771/72
Contact Person: Hinal Tejas Shah, Company Secretary and Compliance Officer
Website: www.rptechindia.com; **E-mail**: investors@rptechindia.com

PROMOTERS OF OUR COMPANY: KRISHNA KUMAR CHOUDHARY, SURESHKUMAR PANSARI, KAPAL SURESH PANSARI, KESHAV KRISHNA KUMAR CHOUDHARY, CHAMAN PANSARI, KRISHNA KUMAR CHOUDHARY (HUF) AND SURESH M PANSARI HUF

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH ("EQUITY SHARES") OF RASHI PERIPHERALS LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹ 7,500 MILLION (THE "OFFER"). THE OFFER WILL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A PRIVATE PLACEMENT OF SUCH NUMBER OF SPECIFIED SECURITIES FOR CASH CONSIDERATION AGGREGATING UP TO ₹ 1,500 MILLION, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). THE PRE - IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS, AND WILL BE COMPLETED PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE AMOUNT RAISED FROM THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO THE OFFER COMPLYING WITH RULE 19(2)(B) OF THE SCRR.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 5 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER [●], ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER [●], AND THE [●] EDITION OF THE MARATHI DAILY NEWSPAPER [●] (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHEREIN THE REGISTERED OFFICE OF OUR COMPANY IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar circumstances, our Company may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries, and Sponsor Bank(s), as applicable.

This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"), provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"). One-third of the Anchor Investor Portion shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders, out of which a) one third of such portion shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and (b) two-third of such portion shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID (as defined hereinafter) in the case of UPI Bidders (as defined hereinafter) using the UPI Mechanism (as defined hereinafter), as applicable, pursuant to which their corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of their respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 451.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 5 each. The Floor Price, Cap Price and Offer Price as determined by our Company in consultation with the Book Running Lead Managers, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "*Basis for Offer Price*" on page 135 should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 35.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of this Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 481.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
JM Financial Limited 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi, Mumbai – 400 025 Maharashtra, India **Tel:** +91 22 6630 3030 **E-mail:** rplipo.2022@jmfl.com **Investor Grievance E-Mail:** grievance.ibd@jmfl.com **Website:** www.jmfl.com **Contact person:** Prachee Dhuri **SEBI Registration No.:** INM000010361	**ICICI Securities Limited** ICICI Venture House Appasaheb Marathe Marg Prabhadevi, Mumbai – 400 025 Maharashtra, India **Tel:** +91 22 6807 7100 **E-mail:** rptech.ipo@icicisecurities.com **Investor Grievance E-Mail:** customercare@icicisecurities.com **Website:** www.icicisecurities.com **Contact person:** Ashik Joisar/Gaurav Mittal **SEBI Registration No.:** INM000011179	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli West Mumbai 400 083 Maharashtra, India **Tel:** + 91 22 4918 6200 **E-mail:** rptechindia.ipo@linkintime.co.in **Investor Grievance E-mail:** rptechindia.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Contact Person:** Ms. Shanti Gopalkrishnan **SEBI Registration No.:** INR000004058

BID/ OFFER PERIOD

BID/ OFFER OPENS ON: *	[●]
BID/ OFFER CLOSES ON: **	[●]

* *Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/ Offer Opening Date.*

** *Our Company may, in consultation with the BRLMs, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

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TABLE OF CONTENTS

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, policies, circulars, notifications, directions or clarifications shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms in the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined below). In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

Notwithstanding the foregoing, the terms used in the sections titled "Industry Overview", "Statement of Possible Special Tax Benefits", "Restated Consolidated Financial Information", "Basis for Offer Price", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Main Provision of the Articles of Association" on pages 160, 152, 290, 135,414,451, *and* 471 *respectively, shall have the meaning ascribed to such terms in the relevant sections.*

General Terms

Term	Description
"the Company", "Our Company", or "the Issuer"	Rashi Peripherals Limited, a public limited company incorporated under the Companies Act, 1956, and having its registered and corporate office at Ariisto House, 5th Floor, Corner of Telli Galli, Andheri (E), Mumbai 400 069, Maharashtra, India.
"We", "Our" or "Us"	Unless the context otherwise indicates or implies, our Company together with its Subsidiaries as applicable, as at and during the relevant period / Fiscal/ Financial Year.

Company Related Terms

Term	Description
"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, as described in "*Our Management*" on page 264.
"Board" or "Board of Directors"	The board of directors of our Company.
Chairman	Chairman of the Board, as described in "*Our Management*" on page 254.
Chief Financial Officer/CFO	Chief financial officer of our Company, as described in "*Our Management*" on page 278.
"Company Secretary" and "Compliance Officer"	Company secretary and compliance officer of our Company, as described in "*Our Management*" on page 278.
Director(s)	The director(s) on our Board.
ESOP Scheme	The employee stock option scheme of our Company, namely the Rashi Peripherals Employee Stock Option Scheme, 2022 described in "*Capital Structure*" on page 118**.**
Equity Shares	The equity shares of our Company of face value of ₹ 5 each.
Group Companies	The group companies of our Company in terms of the SEBI ICDR Regulations and described in "*Our Group Companies*" on page 286**.**
Independent Director(s)	Independent director(s) on our Board.
IPO Committee	The committee constituted by our Board for the Offer, as described in "*Our Management*" on page 273.
"Joint Statutory Auditors"	The current joint statutory auditors of our Company, namely, Deloitte Haskins & Sells LLP, Chartered Accountants and Pipara & Co LLP, Chartered Accountants.
Key Managerial Personnel/KMP	Key managerial personnel of our Company in terms of the SEBI ICDR Regulations and as disclosed in "*Our Management – Key Managerial Personnel*" on page 278.
Managing Director	Managing Director of our Company, as described in "*Our Management*" on page 254.

Term	Description
Materiality Policy	Policy for identification of Group Companies, material outstanding civil litigations proceedings of our Company, our Subsidiaries, our Promoters and our Directors and material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board through its resolution dated December 21, 2022.
"Memorandum" or Memorandum of Association 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, as described in "*Our Management*" on page 267.
Promoters	Krishna Kumar Choudhary, Sureshkumar Pansari, Kapal Suresh Pansari, Keshav Krishna Kumar Choudhary, Chaman Pansari, Krishna Kumar Choudhary (HUF), and Suresh M Pansari HUF.
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see "*Our Promoters and Promoter Group*" on page 280.
"Registered Office" or "Registered and Corporate" Office	The registered and corporate office of our Company is located at Ariisto House, 5^{th} Floor, Corner of Telli Galli, Andheri (E), Mumbai 400 069, Maharashtra, India.
"Registrar of Companies" or "RoC"	The Registrar of Companies, Maharashtra, at Mumbai.
"Restated Consolidated Financial Information"	The restated consolidated financial information of our Company and its subsidiaries, comprising the restated consolidated Statements of Assets and Liabilities as at September 30, 2022, March 31, 2022, 2021 and 2020 and the restated consolidated Statements of Profit and Loss (including other comprehensive income), the restated consolidated Statements of Cash Flows, the restated consolidated Statements of Changes in Equity for the six month period ended September 30, 2022 and for the years ended March 31, 2022, 2021 and 2020, the Summary Statement of Significant Accounting Policies, and other explanatory information prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI, as amended from time to time.
Risk Management Committee	The risk management committee of our Company, described in "*Our Management*" on page 271.
Shareholders	The holders of the Equity Shares from time to time.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board as described in "*Our Management*" on page 269.
Subsidiaries	The subsidiaries of our Company, namely ZNet Technologies Private Limited and Rashi Peripherals Pte. Ltd.
Technopak	Technopak Advisors Private Limited.
Technopak Report	The industry report titled "Industry Report on ICT Distribution in India" dated January 5, 2023, which is exclusively prepared for the purpose of the Offer and issued by Technopak and is commissioned and paid for by our Company. Technopak was appointed by our Company on September 23, 2022. This report will be available on the website of our Company at https://rptechindia.com/page/investor until the Bid / Offer Closing Date.
Whole-time Director(s)	Whole-time director(s) of our Company, as described in "*Our Management*" on page 254.
Vice-Chairman	Vice-Chairman of our Company, as described in "*Our Management*" on page 254.
ZNet	ZNet Technologies Private Limited.

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary (ies) to the Bidder as proof of registration of the Bid cum Application Form.
'Allot' or 'Allotment' or 'Allotted'	Allotment of Equity Shares pursuant to the Offer to the successful Bidders.
Allotment Advice	Advice or intimation of Allotment sent to the Bidders who have Bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom an Allotment is made.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations and the Red Herring Prospectus, and who

Term	Description
	has Bid for an amount of at least ₹ 100 million.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the BRLMs.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/ Offer Period or Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLMs.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
'ASBA' or 'Application Supported by Blocked Amount'	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB and will include amounts blocked by UPI Bidders using the UPI Mechanism.
ASBA Account	Account maintained with an SCSB in which the Bid Amount may be blocked by such SCSB or the account of the UPI Bidder in which the Bid Amount may be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidder(s)	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, described in "*Offer Procedure*" on page 451.
Bid(s)	An indication by a Bidder (other than an Anchor Investor) to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
'Bidder' or 'Applicant'	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, *i.e.*, Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Lot	[●] Equity Shares.

Term	Description
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of the English national daily newspaper [●], and all editions of the Hindi national daily newspaper [●], and the [●] edition of Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located) each with wide circulation, and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Members of the Syndicate and communicated to the designated intermediaries and the Sponsor Bank(s), as required under the SEBI ICDR Regulations. Our Company in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date.
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of the English national daily newspaper [●], and all editions of the Hindi national daily newspaper [●], and the [●] edition of Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Bank(s), as required under the SEBI ICDR Regulations.
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereto in accordance with the SEBI ICDR Regulations and in accordance with the terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. Our Company may, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for the QIB Category, one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. The Bid/Offer Period will comprise Working Days only.
Book Building Process	The book building process provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
'Book Running Lead Managers' or 'BRLMs'	The book running lead managers to the Offer, being JM Financial, and ICICI Securities.
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
'CAN' or 'Confirmation of Allocation Note'	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, and which shall be at least 105% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	The agreement dated [●] amongst our Company, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Bank(s), and the Refund Bank(s) for among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
'CDP' or 'Collecting Depository Participant'	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Compliance Officer	Compliance officer for the Offer in terms of the SEBI ICDR Regulations.
Cut-Off Price	The Offer Price, which shall be any price within the Price Band, finalised by our Company in consultation with the BRLMs. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including

Term	Description
	Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfers funds from the Escrow Accounts, and instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank(s) for the transfer of the funds blocked by the SCSBs in the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after finalisation of the Basis of Allotment, in terms of the Red Herring Prospectus following which the Equity Shares will be Allotted in the Offer.
Designated Intermediary(ies)	Collectively, the Syndicate, Sub-Syndicate Members/ agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the Bidders in the Offer.
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated January 18, 2023 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto.
Eligible NRI	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to, or purchase the Equity Shares.
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid.
Escrow Collection Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Escrow Account(s) will be opened, in this case being [●].
First or sole Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI, suitably modified and updated pursuant to, among others, the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 issued by SEBI and the UPI Circulars. The General Information Document shall be made available on the websites of the

Term	Description
	Stock Exchanges and the BRLMs
ICICI Securities	ICICI Securities Limited.
JM Financial	JM Financial Limited.
Mutual Fund Portion	[●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Proceeds	Proceeds of the Offer less the Offer expenses.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares allocated to the Anchor Investors.
NBFC-SI or Systemically Important Non- Banking Financial Company	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Non-Institutional Bidders or NIBs	Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 0.20 million.
Non-Institutional Portion	The portion of this Offer being not more than 15% of the Offer, being [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price, subject to the following and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Non-Institutional Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Non-Institutional Bidders with an application size of more than ₹ 1.00 million. Provided that the unsubscribed portion in either of the sub-categories specified in (i) and (ii) above may be allocated to applicants in the other sub-category of Non-Institutional Bidders.
‘Non-Resident’ or ‘NR’	A person resident outside India, as defined under FEMA and includes FPIs, VCFs, FVCIs and NRIs.
Offer	The initial public offering of the Equity Shares by way of a fresh issue of up to [●] Equity Shares of our Company aggregating up to ₹ 7,500 million. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Specified Securities for cash consideration aggregating up to ₹ 1,500 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre–IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs and will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer complying with Rule 19(2)(b) of the SCRR.
Offer Agreement	The agreement dated January 18, 2023 among our Company and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company in consultation with the BRLMs on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus and the Prospectus.
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company.
Pre-IPO Placement	Issue of such number of Specified Securities for cash consideration aggregating up to ₹ 1,500 million which may be undertaken by our Company, in consultation with the BRLMs, at its discretion in favour of such investors as permissible under applicable laws, to be completed prior to filing the Red Herring Prospectus with the RoC and the details of which, if completed, will be included in the Red Herring Prospectus. The Pre–IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs, and will be completed prior to filing

Term	Description
	of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer complying with Rule 19(2)(b) of the SCRR.
Price Band	The price band ranging from the Floor Price of ₹ [●] per Equity Share to the Cap Price of ₹ [●] per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot, as decided by our Company in consultation with the BRLMs will be advertised in all editions of the English national daily newspaper [●], and all editions of the Hindi national daily newspaper [●], and the [●] edition of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company in consultation with the BRLMs, finalise the Offer Price.
Prospectus	The Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date.
Public Offer Account Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) will be opened, in this case being [●].
'QIBs' or 'Qualified Institutional Buyers'	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bidders	QIBs who Bid in the Offer.
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer, consisting of [●] Equity Shares which shall be allocated to QIBs, including the Anchor Investors (which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors).
QIB Bid/ Offer Closing Date	In the event our Company in consultation with the BRLMs, decide to close Bidding by QIBs one day prior to the Bid/Offer Closing Date, the date one Working Day prior to the Bid/Offer Closing Date; otherwise it shall be the same as the Bid/Offer Closing Date.
'Red Herring Prospectus' or 'RHP'	The Red Herring Prospectus dated [●] to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made.
Refund Bank	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being [●].
Registrar Agreement	The agreement dated September 30, 2022, entered into between our Company and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI.
'Registrar to the Offer' or 'Registrar'	Link Intime India Private Limited.
'RTAs' or 'Registrar and Share Transfer Agents'	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Resident Indian	A person resident in India, as defined under FEMA.
'Retail Individual Bidder(s)' or 'Retail Individual Investor(s)' or	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs

Term	Description
'RII(s)' or 'RIB(s)'	applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs).
Retail Portion	The portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Offer Price.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.
'Self-certified Syndicate Bank(s)' or 'SCSB(s)'	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https:/www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders.
Specified Securities	Specified securities in terms of Regulation 2(1)(eee) of the SEBI ICDR Regulations.
Sponsor Bank(s)	Bank(s) registered with SEBI which are appointed by the issuer to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the UPI Bidders into the UPI, the Sponsor Bank(s) in this case being [●] and [●].
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement dated [●] between our Company, the BRLMs and the Syndicate Members in relation to the procurement of Bid cum Application Forms by the Syndicate.
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [●].
'Syndicate' or 'Members of the Syndicate'	The BRLMs and the Syndicate Members.
Underwriters	[●]
Underwriting Agreement	The agreement dated [●] between the Underwriters and our Company to be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC.
UPI Bidders	Collectively, individual investors applying as Retail Individual Investors in the Retail Portion, and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 500,000 in the Non-Institutional Portion. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	Collectively, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated

Term	Description
	April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payments Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI application and by way of a SMS directing the UPI Bidders to such UPI application) to the UPI Bidders initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a UPI Bidder to make a Bid in the Offer in accordance with UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter or a Fraudulent Borrower	Wilful defaulter or a Fraudulent Borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Day	All days on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) the announcement of Price Band; and (b) the Bid/ Offer Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI, including the UPI Circulars.

Technical/ Industry Related Terms/ Abbreviations

Term	Description
3PL	Third party logistics provider
AMC	Annual maintenance cost
B2B	Business to business
Channel Partner	Collectively, Hybrid Resellers who sell to online market places and retail channels, RDs, stockist partners or sub-distributors, retailers, brand stores, SIs, OEMs and corporate resellers who sell to corporate customers
CPU	Central processing unit
CSP	Cloud service provider
DaaS	Device as a service
EBO	Exclusive Brand Outlet
EMC	Electronics Manufacturing Clusters
EPR	Extended Producer Responsibility
ERP	Enterprise resource planning
ESDM	Electronics System Design and Manufacturing
GPU	Graphics Processing Units
ICT	Information and Communications Technology
IoT	Internet of things
IT	Information technology
LFR	Large format retail
LIT	Lifestyle and IT essentials
MeitY	Ministry of Electronics and Information Technology
MFR	Multi-format retail
MW	Megawatt
NMZ	National Manufacturing Zones
NPE	National Policy on Electronics
OEM	Original equipment manufacturer

Term	Description
PC	Personal computer
PES	Personal Computing, Enterprise and Cloud Solutions
PLI	Production-linked incentive schemes
RD	Regional distributor
ROCE	Return on Capital Employed
ROE	Return on Equity
SFR	Small format retail
SKU	Stock keeping unit
SI	System integrator
UPS	Uninterruptible Power Supply
ZB	Zettabytes

Conventional and General Terms or Abbreviations

Term	Description
'Mn' or 'mn'	Million.
AGM	Annual General Meeting.
AIF	An alternative investment fund as defined in, and registered with SEBI under, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
BSE	BSE Limited.
Category I FPI	FPIs registered as "Category I foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
Category II FPI	FPIs registered as "Category II foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
CDSL	Central Depository Services (India) Limited.
CEO	Chief executive officer
CIN	Corporate Identity Number.
CIT	Commissioner of Income Tax.
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable.
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder.
Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended.
Contract Labour Act	The Contract Labour (Regulation and Abolition) Act, 1970.
Control	Control as defined under the Takeover Regulations, and the term "**Controlled**" shall be construed accordingly
CPC	Code of Civil Procedure, 1908
CSR	Corporate Social Responsibility.
Debt to Equity Ratio	Debt equity ratio is calculated as total borrowings divided by total equity.
Depositories	NSDL and CDSL.
Depositories Act	The Depositories Act, 1996, read with regulations framed thereunder.
DIN	Director Identification Number.
DP ID	Depository Participant's Identity Number.
DP or Depository Participant	A depository participant as defined under the Depositories Act.
EBITDA	EBITDA is calculated as Restated Profit before tax (Before Exceptional items) plus finance costs and depreciation and amortization expenses.
EBITDA Margin	EBITDA Margin is the percentage of EBITDA divided by revenue from operations.
EBITDA Growth Rate	EBITDA Growth Rate (%) is calculated as a percentage of EBITDA of the relevant period minus EBITDA of the preceding period, divided by EBITDA of the preceding period.
EGM	Extraordinary General Meeting.
Employees Provident Fund Act	Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
EPS	Earnings Per Share.
FAQs	Frequently asked questions.
FCNR	Foreign currency non-resident account.
FDI	Foreign Direct Investment.
FDI Circular	The Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.

Term	Description
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
‘Financial Year’ or ‘Fiscal’ or ‘Fiscal Year’ or ‘FY’	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations.
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
GDP	Gross domestic product.
GoI or Government or Central Government	The Government of India.
Growth in Revenue from Operations	Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
GST	Goods and services tax.
HUF	Hindu undivided family.
ICAI	The Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards of the International Accounting Standards Board.
Income Tax Act	Income-tax Act, 1961, read with the rules framed thereunder.
Income Tax Rules	Income-tax Rules, 1962.
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013.
Indian GAAP	Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.
Inventory Days	Inventory days have been calculated as average inventory divided by cost of goods sold multiplied by 182 (to annualize) for the six-month period ended September 30, 2022 and 365 days for the complete fiscal years.
IPO	Initial public offering.
IST	Indian Standard Time.
JPC	Joint parliamentary committee
MBA	Master’s degree in business administration.
MCA	Ministry of Corporate Affairs, Government of India.
N.A.	Not applicable.
NAV	Net asset value.
Net Debt to EBITDA Ratio	Net Debt to EBITDA Ratio is a measurement of leverage, calculated as a company's interest-bearing liabilities minus cash or cash equivalents, divided by its EBITDA.
NEFT	National Electronic Fund Transfer.
NRE Account	Non-Resident External account.
NRI	A non-resident Indian, as defined under FEMA.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
‘OCB’ or ‘Overseas Corporate Body’	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
p.a.	Per annum.
P/E Ratio	Price/earnings ratio.
PAN	Permanent account number.
PAT	Profit after tax.
RBI	Reserve Bank of India.
Regulation S	Regulation S under the U.S. Securities Act.
Restated Profit after Tax	Restated Profit after Tax means the Restated Profit after Tax as appearing in the Restated Consolidated Financial Information.
Restated Profit after Tax Margin	Restated Profit after Tax Margin (%) is calculated as Profit after tax for the year/period as a percentage of Revenue from Operations.
Restated Profit after Tax - Growth	Restated Profit after Tax - Growth Rate (%) is calculated as a percentage of Restated

Term	Description
Rate	Profit after Tax of the relevant period minus Restated Profit after Tax of the preceding period, divided by Restated Profit after Tax of the preceding period.
Return on Capital Employed	Return on Capital Employed (%) is calculated as earnings before interest and taxes (EBIT) divided by Capital Employed. Capital Employed is Tangible Net Worth (excluding Intangible Assets) plus total borrowings plus deferred tax liability. Tangible Net worth is calculated as equity attributable to owners of the company reduced by revaluation surplus, intangible assets and goodwill.
'Return on Equity' of 'RoE'	Return on Equity (%) refers to Restated profit for the year/period attributable to owners of the company divided by Average Equity for the year/period. Average Equity is calculated as average of the total equity attributable to the owners of the Company at the beginning and ending of the year/period.
Revenue from Operations	Revenue from Operations as appearing in the Restated Consolidated Financial Information.
RTGS	Real time gross settlement.
Rule 144A	Rule 144A under the U.S. Securities Act.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
SEBI SBEB and Sweat Equity Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
State Government	The government of a state in India.
Stock Exchanges	Together, the BSE and NSE.
STT	Securities transaction tax.
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
TAN	Tax deduction account number.
TDS	Tax deducted at source.
Trade Payable Days	Trade Payables days have been calculated as average Trade Payables divided by purchases multiplied by 182 (to annualize) for the six-month period ended September 30, 2022 and 365 days for the complete fiscal years.
Trade Receivable Days	Trade Receivables days have been calculated as average Trade Receivables divided by revenue from operations multiplied by 182 (to annualize) for the six-month period ended September 30, 2022 and 365 days for the complete fiscal years.
U.S./United States	The United States of America, together with its territories and possessions, any state of the United States of America and the District of Columbia.
U.S. GAAP	Generally accepted accounting principles of the United States of America.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
VAT	Value added tax.
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI AIF Regulations.
Working Capital Days	Working Capital Days refers to trade receivables days plus inventory days minus trade payables days. It defines the number of days taken by the company for converting the purchases to collections.
Year/ Calendar Year	The 12-month period ending December 31.

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

Certain Conventions

All references to "India" in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references herein to the "US", the "U.S." or the "United States" are to the United States of America and its territories and possessions.

Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a Fiscal or a Fiscal Year are to the year ended on March 31, of that calendar year.

Page Numbers

Unless otherwise stated, all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Currency and Units of Presentation

All references to *"Rupee(s)," "Rs."* or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to *"US$"* or *"USD"* or *"U.S. Dollars"* are to United States Dollar, the official currency of the United States of America.

All the figures in this Draft Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal. 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 figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

This Draft Red Herring Prospectus may contain conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

(in ₹)

Currency	Exchange rate as on			
	September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
1 US$	81.55	75.81	73.50	75.39
1 SGD	56.72	56.06	54.43	53.01

Source: Foreign exchange reference rates as available on www.fbil.org.in, www.x-rates.com.
Note: Exchange rate is rounded off to two decimal point.

Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated above or at all.

Time

Unless otherwise specified, all references to time in this Draft Red Herring Prospectus are to Indian Standard

Time.

Financial and Other Data

Unless otherwise stated or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus are derived from our Restated Consolidated Financial Information. For further information, see *"Financial Information"* on page 290.

The restated consolidated financial information of our Company and its subsidiaries, comprising the restated consolidated Statements of Assets and Liabilities as at September 30, 2022, March 31, 2022, 2021 and 2020 and the restated consolidated Statements of Profit and Loss (including other comprehensive income), the restated consolidated Statements of Cash Flows, the restated consolidated Statements of Changes in Equity for the six month period ended September 30, 2022 and for the years ended March 31, 2022, 2021 and 2020, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "**Restated Consolidated Financial Information**") restated in accordance with the requirements of Section 26 of Part I of Chapter III of Companies Act 2013, as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the Institute of Chartered Accountants of India, as amended. The Restated Consolidated Financial Information are compiled from our audited special purpose consolidated interim financial statements of as at and for the six month period ended September 30, 2022, our audited consolidated Ind AS financial statements as at and for the year ended March 31, 2022 (along with comparative consolidated Ind AS financial statements as at and for the year ended March 31, 2021), and audited special purpose consolidated Ind AS financial statements as at and for the year ended March 31, 2021 and March 31, 2020 prepared in accordance with Ind AS.

There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year. Accordingly, all references to a particular fiscal year (referred to herein as "**Fiscal**," "**Fiscal Year**" or "**FY**") are to the 12 month period ended March 31 of that particular year, unless otherwise specified. Certain other financial information pertaining to our Group Companies are derived from their respective audited financial information.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*," "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 35, 215 and 375, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Consolidated Financial Information.

Non-Generally Accepted Accounting Principles Financial Measures ("Non- GAAP Measures")

This Draft Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA margin, debt equity ratio, return on equity, return on capital employed, PAT margin, return on net worth, restated net asset value per Equity Share, inventory level days, among others, relating to our operations and financial performance that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS (together, "**Non-GAAP Measures**"). These Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. We compute and disclose such non-Indian GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS, Indian GAAP, IFRS or U.S. GAAP and may not be comparable to similarly titled measures presented by other companies. See also "*Risk Factors – We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the Indian information technology distribution industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.*" on page 67.

Industry and Market Data

The industry and market data set forth in this Draft Red Herring Prospectus have been obtained or derived from a report titled "*Industry Report on ICT Distribution in India*" dated January 5, 2023, which is exclusively prepared for the purpose of the Offer and issued by Technopak and is commissioned and paid for by our Company. Technopak was appointed by our Company on September 23, 2022. This report will be available on the website of our Company at https://rptechindia.com/page/investor until the Bid / Offer Closing Date. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

Although the industry and market data used in this Draft Red Herring Prospectus is reliable, industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. Further, industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" on page 35.

Technopak has, through its letter dated January 10, 2023("**Letter**") accorded its consent to use the Technopak Report in this Draft Red Herring Prospectus. Technopak has also confirmed in the Letter that it does not have any direct/indirect interest in or relationship with our Company, our Directors, our Promoters, or members of the Promoter Group.

In accordance with the SEBI ICDR Regulations, the section "*Basis for Offer Price*" on page 135 includes information relating to our peer group. Such information has been derived from publicly available sources.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED STATES

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to U.S. QIBs in transactions exempt from the registration requirements of the U.S. Securities Act and (b) outside the United States in "offshore transactions" (as defined under Regulation S) in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

NOTICE TO PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA

This Draft Red Herring Prospectus has been prepared on the basis that all offers of Equity Shares in Member States of the European Economic Area ("**EEA**") (each a "**Member State**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of Equity Shares. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 of the European Parliament and Council EC (and amendments thereto). Accordingly, any person making or intending to make an offer within the EEA of Equity Shares which are the subject of the placement contemplated in this Draft Red Herring Prospectus should only do so in circumstances in which no obligation arises for the Company or any of the Book Running Lead Managers to produce a prospectus for such offer. None of the Company or the Book Running Lead Managers have authorized, nor do they authorize, the making of any offer of Equity Shares through any financial intermediary, other than the offers made by the Book Running Lead Managers which constitute the final placement of Equity Shares contemplated in this Draft Red Herring Prospectus.

Information To Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**") and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements and/or any equivalent requirements elsewhere to the extent determined to be applicable) may otherwise have with respect thereto, the Equity Shares, the subject of the Offer, have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Book Running Lead Managers will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Equity Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED KINGDOM

In the United Kingdom, this document is being distributed only to, and is directed only at, persons: (A) (i) who have professional experience in matters relating to investments and who are investment professionals falling within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (the "**FSMA Order**"), (ii) falling within Article 49(2)(a) to (d) of the FSMA Order, and (iii) to whom it may otherwise lawfully be communicated; and (B) who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018 (all such persons together being referred to as "**relevant persons**"). This document must not be acted on or relied on in the United Kingdom, by persons who are not relevant persons. Any investment or investment activity to which the document relates is available only to, in the United Kingdom, relevant persons. The communication of this Draft Red Herring Prospectus to any person who is not a relevant person is unauthorized and may contravene the Financial Services and Markets Act 2000, as amended.

Information to Distributors

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**") and/or any equivalent requirements elsewhere to the extent determined to be applicable, and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements and/or any equivalent requirements elsewhere to the extent determined to be applicable) may otherwise have with respect thereto, the Equity Shares the subject of the Offer have been subject to a product approval process, which has determined that such Equity Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in chapter 3 of the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all permitted distribution channels (the "**UK Target Market Assessment**"). Notwithstanding the UK Target Market Assessment, "distributors" (for the purposes of the UK Product Governance Requirements) should note that: the price of the Equity Shares may decline and investors could lose all or part of their investment; the Equity Shares offer no guaranteed income and no capital protection; and an investment in the Equity Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The UK Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Book Running Lead Managers will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the UK Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Equity Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Equity Shares and determining appropriate distribution channels.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements" which are not statements of historical fact and may be described as "forward-looking statements." These forward-looking statements include statements which can generally be identified by words or phrases such as "aim," "anticipate", "believe", "can", "could" "goal", "expect", "estimate", "intend", "objective", "plan", "project", "should" "will", "will continue", "shall" "seek to", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our present plans, estimates and expectations and actual results may differ materially from those suggested by such 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. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company and Subsidiaries have businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes and changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- our dependency on various vendors, who are global technology brands, for the products we distribute and any delay or failure on part of such global technology brands to supply products;
- our dependency on global technology brands effectively maintaining, promoting or developing their brands and maintaining standard quality products including launching new information and communications technology products at regular intervals;
- our potential inability to maintain our relationships with our Channel Partners or customers or if any of these parties change the terms of their arrangements with us;
- our reliance on our relationships with certain online marketplaces and disruptions to such relationships or changes in their business practices;
- potential product liability claims;
- restrictive covenants in our contracts or distribution agreements, including right of the other party to terminate without cause;
- increasing competition in the information and communications technology products distribution industry;
- our potential inability to maintain or enhance the popularity of our brand among other brands;
- our significant credit exposure to our Channel Partners and other customers, and negative trends in their business; and
- our low gross margins.

For a discussion of factors that could cause our actual results to differ from our expectations, see "*Risk Factors*," "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 35, 215, 375, respectively. By their nature, certain market risk disclosures are estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus 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 the currently available information. Although we believe that the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, Directors, the BRLMs or 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 the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of Allotment.

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of certain disclosures and terms of the Offer included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Restated Consolidated Financial Information", "Outstanding Litigation and Material Developments", and "Offer Procedure" on pages 35, 77, 96, 122, 160, 215, 290, 414 *and* 451, *respectively.*

Summary of our primary business	We are among the leading value-added national distribution partners for global technology brands in India for information and communications technology ("**ICT**") products in terms of revenues and distribution network in Fiscal 2022. We are also one of the fastest growing national distribution partners for global technology brands in India in terms of revenue growth between Fiscal 2020 and Fiscal 2022. (*Source: Technopak Report*) We offer end-to-end value-added services such as pre-sale activities, solutions design, technical support, marketing services, credit solutions and warranty management services.
Summary of the Industry in which we operate	Globally, the electronics and ICT products market is expected to grow at a CAGR of 14% between 2020 and 2025 and is projected to cross USD 350 billion in sales by 2025. IT spending in India is projected to reach a value of approximately USD 145 billion by 2025 growing at a CAGR of 10%. Non-metro cities and other rural geographies are becoming centre of consumptions for IT products like personal computers, smartphones, internet devices, networking devices and hence there is requirement for ICT distributors and resellers having pan India presence. (*Source: Technopak Report*).
Our Promoters	Krishna Kumar Choudhary, Sureshkumar Pansari, Kapal Suresh Pansari, Keshav Krishna Kumar Choudhary, Chaman Pansari, Krishna Kumar Choudhary (HUF), and Suresh M Pansari HUF
Offer size	(see below)

Offer	Fresh Issue of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share), aggregating up to ₹ 7,500 million

Note:

(1) *The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on September 23, 2022 and by our Shareholders pursuant to their resolution dated September 23, 2022.*

(2) *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Specified Securities for cash consideration aggregating up to ₹ 1,500 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*

The Offer shall constitute [●] % of the post-Offer paid-up equity share capital of our Company. For further details, see "*The Offer*" on page 77.

Objects of the Offer

The objects for which the Net Proceeds from the Offer shall be utilized are as follows:

Particulars	Amount (₹ in million)
Prepayment or scheduled re-payment of all or a portion of certain outstanding borrowings availed by our Company	4,000
Funding working capital requirements of our Company	2,000
General corporate purposes(1)	[●]
Total (1)	[●]

(1) *To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

For further details, see "*Objects of the Offer*" on page 122.

<table>
<tr><td>Aggregate pre-Offer shareholding of our Promoters, and the Promoter Group</td><td>The aggregate pre-Offer shareholding of our Promoters and Promoter Group as a percentage of the pre-Offer paid-up share capital of the Company is set out below:

<table>
<tr><th>Name of the Shareholder</th><th>Number of Equity Shares</th><th>Percentage of the pre-Offer Equity Share capital (%)</th></tr>
<tr><td colspan="3">Promoter</td></tr>
<tr><td>Krishna Kumar Choudhary</td><td>1,296,750</td><td>3.10%</td></tr>
<tr><td>Sureshkumar Pansari</td><td>5,223,750</td><td>12.50%</td></tr>
<tr><td>Kapal Suresh Pansari</td><td>3,087,000</td><td>7.39%</td></tr>
<tr><td>Keshav Krishna Kumar Choudhary</td><td>7,392,000</td><td>17.69%</td></tr>
<tr><td>Chaman Pansari</td><td>2,394,000</td><td>5.73%</td></tr>
<tr><td>Krishna Kumar Choudhary (Karta of Krishna Kumar Choudhary (HUF))</td><td>5,772,753</td><td>13.82%</td></tr>
<tr><td>Sureshkumar Pansari (Karta of Suresh M Pansari HUF)</td><td>1,652,532</td><td>3.95%</td></tr>
<tr><td colspan="3">Promoter Group</td></tr>
<tr><td>Manju Suresh Pansari</td><td>5,887,329</td><td>14.09%</td></tr>
<tr><td>Meena Choudhary</td><td>6,430,242</td><td>15.39%</td></tr>
<tr><td>Priyanka Kapal Pansari</td><td>67,200</td><td>0.16%</td></tr>
<tr><td>Gazal Pansari</td><td>2,579,934</td><td>6.17%</td></tr>
<tr><td>Total</td><td>41,783,490</td><td>99.99%</td></tr>
</table>
</td></tr>
<tr><td>Summary of selected financial information</td><td>The following information has been derived from the Restated Consolidated Financial Information:

(₹ in million, except per share data)

<table>
<tr><th>Particulars</th><th>As at and for the six months ended September 30, 2022</th><th>As at and for the Year ended March 31, 2022</th><th>As at and for the Year ended March 31, 2021</th><th>As at and for the Year ended March 31, 2020</th></tr>
<tr><td>(A) Equity share capital</td><td>208.92</td><td>208.92</td><td>9.95</td><td>9.95</td></tr>
<tr><td>(B) Total equity*</td><td>6,470.89</td><td>5,783.29</td><td>3,970.02</td><td>2,599.11</td></tr>
<tr><td>(C) Revenue from operations</td><td>50,238.09</td><td>93,134.38</td><td>59,250.48</td><td>39,344.82</td></tr>
<tr><td>(D) Restated profit/(loss) for the period/ year</td><td>673.75</td><td>1,825.11</td><td>1,363.50</td><td>382.31</td></tr>
<tr><td>(E) Restated earnings per equity share (Basic, in ₹)**</td><td>16.90</td><td>43.57</td><td>31.20</td><td>9.48</td></tr>
<tr><td>(F) Restated earnings per equity share (Diluted, in ₹)***</td><td>16.90</td><td>43.57</td><td>31.20</td><td>9.48</td></tr>
<tr><td>(G) Net Asset Value per Equity Share (₹)****</td><td>155.03</td><td>137.63</td><td>94.34</td><td>62.88</td></tr>
<tr><td>(H) Total borrowings (as per balance sheet)*****</td><td>10,012.71</td><td>8,817.39</td><td>4,889.93</td><td>3,252.65</td></tr>
</table>

Notes:
* Total equity = Equity share capital + Other equity + Non-controlling interest.
** Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the year/period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period.
*** Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the year/period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year/period.
**** Net Asset Value per Equity Share = Net worth as per the Restated Consolidated Financial Information/ weighted average number of Equity Shares outstanding as at the end of the respective year/period.
***** Total Borrowings include Non-current Liabilities - Borrowings and Current Liabilities – Borrowings
For further details, see “Restated Consolidated Financial Information” on page 290.</td></tr>
<tr><td>Auditor qualifications which have not been given effect to in the Restated Consolidated</td><td>There are no auditor qualifications which have not been given effect to in the Restated Consolidated Financial Information.</td></tr>
</table>

Financial Information	

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, Subsidiaries, Directors and Promoters, as of the date of this Draft Red Herring Prospectus, as also disclosed in "*Outstanding Litigation and Material Developments*" on page 414, in terms of the SEBI ICDR Regulations and the materiality policy adopted by our Board pursuant to a resolution dated December 21, 2022, is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved* (₹ million)
Company						
By the Company	80	NIL	NIL	NIL	3	445.42(2)
Against the Company	NIL	70**	NIL***	NIL	1	1,796.86(3)
Directors						
By the Directors	NIL	NIL	NIL	NIL	NIL	NIL
Against the Directors	NIL	2	2#	NIL	NIL	1.33(4)
Promoters						
By the Promoters	NIL	NIL	NIL	NIL	NIL	NIL
Against the Promoters	NIL	3	3#	NIL	NIL	1.36(5)
Subsidiaries						
By the Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
Against the Subsidiaries(1)	1	NIL	NIL	NIL	1	Not quantifiable

** To the extent quantifiable*

*** Tax matters involving our Company. The Company has received two notices intimating certain discrepancies in the returns filed and seeking certain clarifications in this regard. As the financial impact of notices intimating discrepancies are not ascertainable, these two notices have not been included here*

**** While not a statutory or a regulatory proceeding, our Company has received two notices from the CCI in the past with requests for information. For further information, see "Legal and Other Information - Outstanding Litigation and Material Developments –Regulatory notices received by our Company" on page 417.*

(1) Our Subsidiary is also a party to a trademark infringement related matter which is not quantifiable at this stage. For further information, see "Legal and Other Information - Outstanding Litigation and Material Developments – Other Civil Litigation against our Subsidiaries" on page 419.

(2) Inclusive of an aggregate of ₹230.75 million involved in the 76 cases filed by our Company under Negotiable Instruments Act, 1881. For further information, see "Legal and Other Information - Outstanding Litigation and Material Developments – 'Criminal Proceedings initiated by our Company' on page 415.

(3) Inclusive of an aggregate of ₹ 1,776.85 million involved in the 70 tax matters to which our Company is a party.

(4) ₹1.33 million involved in the 2 tax litigations to which our directors are a party.

(5) ₹1.36 million includes the number of cases and amount involved for cases against Promoters, who are also the Directors of the company.

#Including three show cause notices issued by SEBI against three of our Promoters, namely, Krishna Kumar Choudhary, Keshav Krishna Kumar Choudhary and Krishna Kumar Choudhary (HUF). As on date of this DRHP, applications have been made by Krishna Kumar Choudhary, Keshav Krishna Kumar Choudhary and Krishna Kumar Choudhary (HUF) to settle these matters. The final confirmatory orders in this connection are awaited. For further information, see "Legal and Other Information - Outstanding Litigation and Material Developments – Pending action by statutory or regulatory authorities against our Promoters" on page 418.

None of our Group Companies are currently party to any pending litigations which would have a material impact on our Company.

Risk Factors

Specific attention of investors is invited to the section titled "*Risk Factors*" on page 35. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of contingent liabilities

The following is a summary table of our contingent liabilities and commitments as at September 30, 2022, as indicated in our Restated Consolidated Financial Information:

(₹ in million)

Contingent liabilities (to the extent not provided for)	
Particulars	**As at September 30, 2022**
Bank guarantees	1,458.32
Letters of Credit	1,101.83
Bills pending for collection	183.49
Claims not acknowledged as debts	15.23
Disputed Tax demands	
-Direct Tax	15.77
-Indirect Tax	1,276.15
Total of Contingent Liabilities	**4,050.79**

Notes:

1. No Provision have been made for disputed claims against the Company (on a consolidated basis) not acknowledged as debts, as the management is hopeful of successfully contesting the same in appeal.

2. Future cash outflows In respect of the above matters are determinable only on receipt of Judgements/decisions pending at various forums/authorities. The Group does not expect the outcome of the matters stated above to have material adverse impact on the Group's financial condition, results of operation or cash flows. The Group doesn't envisage any likely reimbursement In respect of the above.

For details of contingent liabilities, see "*Restated Consolidated Financial Information - Contingent Liabilities*" on Note 38 on page 352.

Summary of related party transactions

Details of related party transactions entered into by our Company for the six month period ended September 30, 2022 and for the year ended March 31, 2022, for the year ended March 31, 2021 and for the year ended March 31, 2020, and derived from the Restated Consolidated Financial Information are as set out in the table below:

Details of related party transactions

(₹ in million)

Nature of Transactions	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Transactions				
Sales				
PV Lumens LLP	0.48	5.00	5.96	2.11
Elmack Engg Services Private Limited	0.12	0.11	-	-
Elmack Engg Services	0.42	0.11	0.40	0.26
Sanwaria Texpro Private Limited	74.39	-	-	-
Unique Compusoft Private Limited	60.85	-	-	-
Navin Agarwal	0.04	-	-	-
Himanshu Shah	0.01	-	-	-
Shivam Agarwal*	0.00	-	-	-
Membership fee expenses				
Technology Distribution Association of India	0.01	0.01	0.01	0.01
Purchases/Services				
PV Lumens LLP	0.11	0.24	0.57	0.19
Unique Compusoft Private Limited*	0.00	-	-	-
Uni Products India	1.65	-	-	-
Corporate Social Responsibility Expenses				
Shri Ashok Singhal Memorial Trust	0.50	6.20	-	0.50
Ramgarh Parishad	-	0.70	-	-
Shri Radhakishan Mahaveerprasad Pansari Charitable Trust	1.00	1.50	0.50	-
Vidya Vinay Sabha	-	6.50	10.50	-
Rotary Royales Foundation	0.10	0.25	0.05	0.08
Om Foundation	-	-	0.10	0.07
Rajasthan Vidyarthi Gruh	-	-	0.11	-
Shri Krishna Gaushala, Ramgarh	0.10	-	-	-

Salaries, Wages & Bonus to KMP				
Krishna Kumar Choudhary	7.12	10.02	10.32	9.62
Sureshkumar Pansari	39.00	51.75	34.25	35.71
Kapal Pansari	26.93	33.33	28.06	19.35
Munesh Singh Jadon	2.10	6.00	3.50	5.00
Sabrinathan Sampath	1.50	2.40	2.40	2.40
Keshav Choudhary	3.36	2.63	2.70	2.55
Himanshu Kumar Shah	4.63	7.75	6.43	5.27
Navin Agarwal	0.59	-	-	-
Rajesh Goenka	26.79	-	-	-
Richa Kedia	0.05	-	-	-
Hinal Shah	0.52	-	-	-
Salaries, Wages & Bonus to Relatives of KMP				
Chaman Pansari	11.12	14.66	10.29	9.32
Manju Pansari	1.10	2.64	1.88	1.50
Meena Choudhary	1.02	1.75	1.75	1.76
Gazal Pansari	1.38	3.31	2.72	2.42
Priyanka Pansari	1.74	4.18	1.64	0.35
Richa Vohra	1.00	1.22	1.22	1.22
Rashi Choudhary	1.20	1.65	1.65	1.65
Rishabh Goenka	0.55	-	-	-
Shivam Agarwal	0.08	-	-	-
Employer's Contribution to Provident Fund and other funds				
Krishna Kumar Choudhary	0.38	0.75	0.75	2.11
Sureshkumar Pansari	0.38	0.75	0.75	4.29
Kapal Pansari	0.38	0.75	2.09	2.28
Chaman Pansari	0.38	0.75	1.04	1.07
Manju Pansari	0.08	0.18	0.18	0.18
Meena Choudhary	0.36	0.33	0.33	0.33
Gazal Pansari	0.12	0.29	0.29	0.29
Priyanka Pansari	0.13	0.32	0.11	0.04
Keshav Choudhary	0.38	0.53	0.53	0.53
Richa Vohra	0.36	0.27	0.27	0.27
Rashi Choudhary	0.38	0.36	0.36	0.36
Himanshu Kumar Shah	0.14	0.53	0.27	0.26
Navin Agarwal	0.24	-	-	-
Rajesh Goenka	0.06	-	-	-
Hinal Shah	0.01	-	-	-
Shivam Agarwal*	0.00	-	-	-
Interest Expenses				
Krishna Kumar Choudhary	4.04	4.70	2.14	3.72
Kapal Pansari	1.05	1.35	0.30	0.24
Sureshkumar Pansari	7.00	16.74	0.72	0.35
Meena Choudhary	1.82	3.40	2.83	1.44
Chaman Pansari	2.13	4.00	0.16	0.70
Manju Pansari	0.09	0.80	-	0.24
Krishna Kumar Choudhary HUF	-	-	1.63	0.07
Keshav Choudhary	1.43	2.90	0.87	-
Rashi Choudhary	0.53	1.26	0.04	-
Richa Vohra	0.61	1.18	0.40	-
Radheyshyam Choudhary	0.62	1.17	-	-
Munesh Singh Jadon	0.52	0.98	-	-
Rent Expenses				
Cee Pee Consultants	0.30	0.60	0.60	0.60
CeePee Pharma Private Limited	17.63	1.93	-	-

	Krishna Kumar Choudhary	10.29	13.17	1.80	1.80
	Sureshkumar Pansari	10.64	14.37	3.00	2.53
	Choudhary Chemicals Industries Private Limited	0.91	1.71	1.55	1.10
	Uni Product India	0.35	0.60	0.60	0.60
	Chaman Pansari	0.30	1.20	1.20	0.73
	Gazal Pansari	0.30	1.20	1.20	0.73
	Manju Pansari	0.30	1.20	1.20	0.73
	Suresh Pansari HUF	0.30	1.20	1.20	0.73
	International Ribbon Manufacturing Company	0.21	-	-	-
	Sanwaria Texpro Private Limited	1.59	-	-	-
	Rent Received				
	PV Lumens LLP	3.01	6.02	-	-
	Security Deposit Given				
	Suresh Pansari HUF	-	-	-	1.20
	Manju Pansari	-	-	-	1.20
	Gazal pansari	-	-	-	1.20
	Krishna Kumar Choudhary	-	28.50	6.50	-
	Chaman Pansari	-	-	-	1.20
	Gazal Pansari	-	-	-	1.20
	Manju Pansari	-	-	-	1.20
	Suresh Pansari HUF	-	-	-	1.20
	Sureshkumar Pansari	-	28.50	6.50	1.20
	Cee Pee Pharma Private Limited	-	15.00	-	-
	Security Deposit Repaid				
	Choudhary Chemicals Industries Private Limited	0.40	-	-	-
	Chaman Pansari	1.20	-	-	-
	Gazal Pansari	1.20	-	-	-
	Manju Pansari	1.20	-	-	-
	Suresh Pansari HUF	1.20	-	-	-
	Sureshkumar Pansari	1.20	-	-	-
	Borrowings (Loans taken)				
	Sureshkumar Pansari	375.00	924.50	119.00	23.50
	Krishna Kumar Choudhary	13.56	54.40	8.10	7.70
	Kapal Pansari	10.70	19.00	3.20	11.20
	Meena Choudhary	1.00	-	19.50	0.50
	Chaman Pansari	-	51.00	-	32.10
	Krishna Kumar Choudhary HUF	-	-	25.40	4.40
	Keshav Choudhary	-	4.20	30.50	-
	Rashi Choudhary	-	6.90	8.46	-
	Richa Vohra	-	2.10	15.76	-
	Manju Pansari	14.50	18.50	-	-
	Radheshyam Choudhary	-	15.00	-	-
	Munesh Singh Jadon	-	-	2.36	-
	Loans Repaid				
	Sureshkumar Pansari	518.50	799.64	113.20	39.10
	Krishna Kumar Choudhary	5.26	2.93	19.88	31.70
	Kapal Pansari	32.45	3.21	0.40	9.60
	Meena Choudhary	0.19	1.76	1.01	-
	Chaman Pansari	55.59	0.08	-	31.00
	Krishna Kumar Choudhary HUF	-	-	29.80	-
	Keshav Choudhary	1.82	5.81	0.31	-
	Rashi Choudhary*	16.98	0.04	0.00	-
	Richa Vohra	6.60	0.66	4.04	-

	Manju Pansari	15.70	18.02	-	-
	Radheshyam Choudhary	16.72	0.07	-	-
	Munesh Singh Jadon	2.00	-	1.70	0.39
	Advance Given				
	Uni Products India	0.50	-	-	-
	Recovery of Expenses				
	PV Lumens LLP	2.36	-	-	-
	Elmack Engg Services	0.18	-	-	-
	Sanwaria Texpro Private Limited	0.03	-	-	-
	CeePee Pharma Private Limited	0.62	-	-	-
	Choudhary Chemicals Industries Private Limited*	0.00	-	-	-
	Uni Products India	0.01	-	-	-
	Services availed				
	PV Lumens LLP	-	0.10	0.03	-
	Purchase of Electrical Fittings and Computers				
	PV Lumens LLP	0.02	0.60	0.19	-
	Closing Balance				
	Short Term Borrowings				
	Krishna Kumar Choudhary	91.14	79.20	23.50	33.00
	Sureshkumar Pansari	9.90	147.10	7.18	0.72
	Kapal Pansari	1.10	21.90	4.89	1.82
	Meena Choudhary	41.85	39.40	38.10	17.00
	Krishna Kumar Choudhary HUF	-	-	-	4.40
	Chaman Pansari	2.73	56.40	1.88	1.73
	Keshav Choudhary	31.47	32.00	31.00	-
	Rashi Choudhary	-	16.50	8.50	-
	Richa Vohra	8.55	14.60	12.10	-
	Manju Pansari	-	1.20	-	-
	Radheyshyam Choudhary	-	16.10	-	-
	Munesh Singh Jadoun	9.11	10.65	9.77	9.11
	Security Deposits				
	Choudhary Chemicals Industries Private Limited	9.60	10.00	11.35	12.60
	Krishna Kumar Choudhary	50.00	50.00	21.50	15.00
	Sureshkumar Pansari	50.00	51.20	22.70	16.20
	Chaman Pansari	-	1.20	1.20	1.20
	Gazal Pansari	-	1.20	1.20	1.20
	Manju Pansari	-	1.20	1.20	1.20
	Suresh Pansari HUF	-	1.20	1.20	1.20
	CeePee Pharma Private Limited	15.00	15.00	-	-
	Trade Receivables				
	PV Lumens LLP*	10.69	5.51	0.00	-
	Elmack Engg Services	0.24	0.19	0.09	0.07
	Elmack Engg Services Private Limited*	0.00	-	-	-
	Sanwaria Texpro Private Limited	48.37	-	-	-
	Unique Compusoft Private Limited	5.44	-	-	-
	Employee Advances				
	Navin Agarwal	0.30	-	-	-
	Trade Payable				
	PV Lumens LLP	0.12	-	-	-
	CeePee Pharma Private Limited	2.69	-	-	-

Cee Pee Consultants	0.05	-	-	-
International Ribbon Manufacturing Company	0.19	-	-	-
Sanwaria Texpro Private Limited	1.00	-	-	-
Advances				
Uni Products India	0.50	-	-	-
Salary Payables				
Kapal Pansari	2.10	2.75	1.81	0.10
Chaman Pansari	1.05	1.19	0.77	0.44
Priyanka Pansari	-	0.35	0.35	0.03
Richa Vohra	-	0.10	0.10	0.10
Krishna Kumar Choudhary	0.72	0.84	0.84	0.80
Sureshkumar Pansari	3.67	4.31	2.85	1.34
Meena Choudhary	-	0.13	0.13	0.13
Manju Pansari	-	0.22	0.22	0.13
Keshav Choudhary	0.30	0.20	0.20	0.20
Gazal Pansari	-	0.28	0.28	0.20
Rashi Choudhary	0.18	0.14	0.14	0.14
Himanshu Kumar Shah	0.43	0.57	0.59	0.44
Munesh Singh Jadoun	4.64	4.62	4.70	4.45
Sabarinathan Sampath	1.51	1.39	1.05	0.63
Navin Agarwal	0.18	-	-	-
Rajesh Goenka	0.95	-	-	-
Hinal Shah	0.09	-	-	-
Shivam Agarwal	0.04	-	-	-

Non-Cash Transaction with related parties during the year				
Nature of Transactions	**30 September 2022**	**31 March 2022**	**31 March 2021**	**31 March 2020**
Number of Bonus Shares (Face Value Rs.5 per share)				
Chaman Pansari	-	2.28	-	-
Gazal Pansari	-	2.46	-	-
Kapal Pansari	-	2.94	-	-
Keshav Choudhary	-	7.04	-	-
Krishna Kumar Choudhary HUF	-	5.50	-	-
Krishna Kumar Choudhary	-	1.24	-	-
Manju Pansari	-	5.61	-	-
Meena Choudhary	-	6.12	-	-
Manju Pansari Jt Meena choudhary*	-	0.00	-	-
Priyanka Pansari	-	0.06	-	-
Suresh Pansari HUF	-	1.57	-	-
Sureshkumar Pansari	-	4.98	-	-

**Rs. 0.00 Millions denotes amount less than Rs. 10,000.*
Note: Transactions with related parties disclosed above also include the component of goods and service tax.

For details of the related party transactions eliminated during the period/year, see "*Restated Consolidated Financial Information – Related Party Transactions*" in Note 44 on page 357.

Remuneration of Key Managerial Personnel

The remuneration of directors and other members of Key Managerial Personnel identified in the DRHP, during the years as mentioned below, was as follows:

(₹ in million)

Remuneration* to KMP	31 March 2022	31 March 2021	31 March 2020
Krishna Kumar Choudhary	10.77	11.07	11.73
Sureshkumar Pansari	52.50	35.00	40.00
Kapal Pansari	34.08	30.15	21.63
Keshav Choudhary	3.16	3.23	3.08
Himanshu Kumar Shah	8.28	6.70	5.53

**Remuneration includes, Salaries, Wages & Bonus and Employer's Contribution to Provident Fund and other funds.*

Details of financing arrangements

Our Promoters, members of the Promoter Group, our Directors and their relatives have not financed the purchase by any person of securities of our Company other than in the normal course of business of such financing entity during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which the specified securities were acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the specified securities were acquired by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of our Promoters	Number of Equity Shares acquired	Weighted average price per Equity Share (in ₹)*
Krishna Kumar Choudhary	1,235,000	Nil**
Sureshkumar Pansari	4,975,000	Nil**
Kapal Suresh Pansari	2,940,000	Nil**
Keshav Krishna Kumar Choudhary	7,040,000	Nil**
Chaman Pansari	2,280,000	Nil**
Krishna Kumar Choudhary (HUF)	5,497,861	Nil**
Suresh M Pansari HUF	1,573,840	Nil**

As certified by Pipara & Co LLP, *Chartered Accountants, by way of their certificate dated January 18, 2023.*
** Weighted average price has been arrived at by considering only the cost of shares allotted to the Promoters on account of further issue, bonus issue and transfers, i.e. cost paid by Promoter for acquisition by way of subscription, bonus issue and acquisition from another shareholder divided by the total number of equity shares acquired by the above transactions.*

The selling price of the shares transferred by the respective Promoters to others is not netted off while calculating the average cost of acquisition.

While calculating the weighted average price of the shares in the hands of the individual, the cost of shares were considered as the price paid to the transferor against such acquisition of shares.

*** No consideration has been paid as the same is acquired by way of gift or bonus shares.*

Average cost of acquisition of Equity Shares of our Promoters

The average cost of acquisition of Equity Shares for our Promoters as on the date of the Draft Red Herring Prospectus is as set out below:

S. No.	Name of the Promoter	Number of Equity Shares held on a fully diluted basis	Average cost of acquisition per Equity Shares* (in ₹)
1.	Krishna Kumar Choudhary	1,296,750	1.89
2.	Sureshkumar Pansari	5,223,750	0.48
3.	Kapal Suresh Pansari	3,087,000	Nil**
4.	Keshav Krishna Kumar Choudhary	7,392,000	Nil**
5.	Chaman Pansari	2,394,000	Nil**
6.	Krishna Kumar Choudhary (HUF)	5,772,753	0.39
7.	Suresh M Pansari HUF	1,652,532	0.39

As certified by Pipara & Co LLP, *Chartered Accountants, by way of their certificate dated January 18, 2023.*
**Average cost of acquisition has been arrived at by considering only the cost of shares allotted to the Promoters on account of further issue and bonus issue, transfers, i.e. cost paid by Promoter for acquisition by way of subscription, bonus issue and acquisition from another shareholder divided by the total number of equity shares acquired by the above transactions.*

The selling price of the shares transferred by the respective Promoters to others is not netted off while calculating the average cost of acquisition. While calculating the weighted average price of the shares in the hands of the individual, the cost of shares were considered as the price paid to the transferor against such acquisition of shares.

*** No consideration has been paid as the same is acquired by way of gift or bonus shares.*

Notes:

i. *For the purpose of calculation of average cost of acquisition, the sub-division of shares has not been considered as an acquisition but the effect of such sub-division has been given for the purpose of average cost of acquisition as appearing in the above table, the Company has multiplied the shares acquired before sub-division of shares, i.e. shares acquired before February 22, 2022 by 2 for the computation of Average cost of acquisition.*

ii. *For determining the holding of individual promoters, shareholding of the Promoters includes equity shares held as first-holders only. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any joint shareholding.*

Details of price at which specified securities were

Except as stated below, there have been no specified securities that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, and the members of the Promoter Group. The details of the prices at which these acquisitions were undertaken are stated below:

acquired by our Promoters, and the members of the Promoter Group, in the last three years preceding the date of this Draft Red Herring Prospectus

Name of the Shareholders	Date of acquisition*	Number of Equity Shares acquired	Acquisition price per Equity Share (in ₹)+
Promoters*			
Krishna Kumar Choudhary (HUF)	June 8, 2022	21	Nil**
Sureshkumar Pansari	March 31, 2022	4,975,000	Nil***
Kapal Suresh Pansari	March 31, 2022	2,940,000	Nil***
Chaman Pansari	March 31, 2022	2,280,000	Nil***
Krishna Kumar Choudhary	March 31, 2022	1,235,000	Nil***
Keshav Krishna Kumar Choudhary	March 31, 2022	7,040,000	Nil***
Suresh M Pansari HUF	March 31, 2022	1,573,840	Nil***
Krishna Kumar Choudhary (HUF)	March 31, 2022	5,497,840	Nil***
Suresh M Pansari HUF	March 31, 2021	11,648#^	10#
Suresh M Pansari HUF	March 31, 2021	27,698#^	10#
Krishna Kumar Choudhary (HUF)	March 31, 2021	121,398#^	10#
Krishna Kumar Choudhary (HUF)	March 31, 2021	4,400#^	10#
Krishna Kumar Choudhary (HUF)	March 31, 2021	11,648#^	10#
Krishna Kumar Choudhary	June 25, 2020	102,500^	10
Krishna Kumar Choudhary	June 25, 2020	23,298^	10
Sureshkumar Pansari	June 25, 2020	4,400^	10
Sureshkumar Pansari	June 25, 2020	23,298#^	10#
Promoter Group*			
Meena Choudhary	May 19, 2022	21	3,620#
Manju Suresh Pansari	May 19, 2022	21	3,620#
Manju Suresh Pansari	March 31, 2022	5,606,960	Nil***
Meena Choudhary	March 31, 2022	6,124,040	Nil***
Priyanka Kapal Pansari	March 31, 2022	64,000	Nil***
Gazal Pansari	March 31, 2022	2,457,080	Nil***
Manju Suresh Pansari	March 31, 2022	40	Nil***
Manju Suresh Pansari	June 25, 2020	34,946^	10
Manju Suresh Pansari	June 25, 2020	1^	10
Meena Choudhary	June 25, 2020	34,946^	10

+*As certified by Pipara & Co LLP, Chartered Accountants, , by way of their certificate dated January 18, 2023.*
**Our Company sub-divided 994,855 equity shares of face value of Rs.10 each into 1,989,710 Equity Shares of face value of Rs. 5 each pursuant to its shareholders resolution dated February 22, 2022. Accordingly, the shareholding of our shareholders increased to reflect such sub-division. This table does not include details of the split.*
** *Gift.*
*** *Acquired by way of bonus issuance dated March 31, 2022 by our Company.*
#*The share transfer forms for these transfers of equity shares to and from the Promoters and Promoter Group could not be traced as the relevant information was not available in the records maintained by our Company. Accordingly, we have relied on the corporate records maintained by the Company such as statutory registers, minutes of meetings of our board and shareholder, as applicable and annual returns filed by our Company. For details see "Risk Factors- Certain filings and instructions made in respect to transfer of shares of our Company are not traceable." on page 44.*
^ *The equity shares acquired in this transaction had a face value of ₹10 per share*

None of the shareholders of our Company have the right to appoint nominee directors. None of the shareholders of the Company will be offering their shares in the Offer.

Size of the pre-IPO placement and allottees, upon completion of the placement	Our Company, in consultation with the BRLMs, may consider a pre-IPO placement of such number of Specified Securities for cash consideration aggregating up to ₹ 1,500 million, at its discretion, prior to filing of the Red Herring Prospectus with the ROC ("**Pre-IPO Placement**"). The Pre–IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs, and will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer complying with Rule 19(2)(b) of the SCRR.
Any issuance of Equity Shares in the last one year for consideration	Except as disclosed in the section, "*Capital Structure*" on page 101, our Company has not issued any Equity Shares in the one year immediately preceding the date of this Draft Red Herring Prospectus, for consideration other than cash.

other than cash	
Any split or consolidation of Equity Shares in the last one year	Except as disclosed in the section, "*Capital Structure*" on page 99, in relation to the split of equity shares with face value of ₹10 each to Equity Shares of face value ₹5 each, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.
Exemption from complying with any provisions of securities laws, if any, granted by SEBI	Our Company has not made any application under Regulation 300 of the SEBI ICDR Regulations for seeking exemption from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION II – RISK FACTORS

*An investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. To the extent the novel coronavirus ("**COVID-19**") pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this section. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 160, 215, 290 and 375, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved.*

Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 22.

Unless otherwise indicated, the financial information included herein is based on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 290.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report on ICT Distribution in India" dated January 5, 2023 (the "**Technopak Report**") prepared and issued by Technopak Advisors Private Limited, appointed by us on September 23, 2022 and exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the Technopak Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the Technopak Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the Technopak Report is available on the website of our Company at https://rptechindia.com/page/investor. For more information, see "– Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Technopak Advisors Private Limited, exclusively commissioned and paid for by us for such purpose." on page 66. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 17.*

Internal Risks

Risks Relating to the Business of our Company

1. ***We are dependent on various vendors, who are global technology brands, for the products we distribute. Any delay or failure on part of such global technology brands to supply products may materially and adversely affect our business, profitability and reputation.***

We do not manufacture any of the information and communications technology ("**ICT**") products we distribute. The ICT products that we sell through general trade, modern trade and e-commerce channels, are sourced from vendors and OEMs that are global technology brands. We distribute products of a diversified base of global technology brands and as of March 31, 2020, 2021 and 2022. Set forth below are details of the global technology brands whose products we distribute, and the products purchased from our top five global technology brands:

Particular	**As of/ For the Fiscal ended March 31,**			**As of/ For the six months ended September 30, 2022**
	2020	**2021**	**2022**	
Number of global technology brands	44	45	50	48
Products purchased from our top five global technology brands (₹ million)	28,340.97	41,038.68	62,611.86	33,041.16
Products purchased from our top five global technology brands, as a percentage of our total purchases (%)	73.39%	72.69%	66.38%	61.52%

Our business is, therefore, dependent on our relationships with such global technology brands. In the event the global technology brands we serve reduce the number of products they offer through our distribution network, or are unwilling to continue to do business with us or intend to terminate or modify the terms of their contracts to our detriment, there could be an adverse effect on our business. The loss or deterioration of our relationship with any of our key global technology brands or the authorisation by global technology brands of additional distributors, the sale of products by global technology brands directly to our Channel Partners, customers and end-users (instead of using us as the distributor of products), or our failure to establish relationships with new global technology brands or to expand the distribution and supply chain services that we provide, could adversely affect our business, results of operation and financial condition. For instance, in 2018, our agreement with a global technology brand whose products we distributed was terminated owing to the decision of the global technology brand to exit from operations in India. While we were able to liquidate our inventories, collect trade receivables from Channel Partners and customers or set-them off against account payables with the global technology brand, and reduce our overheads associated with the global technology brand, we witnessed a decline in our revenue from operations during Fiscal 2018. Any similar instances or termination by a global technology brand whose products we distribute could have an adverse impact on our results of operations. Further, any delay or failure on the part of the global technology brands whose products we distribute, to supply products in a timely manner or any deterioration in the quality of products supplied by the global technology brands, may adversely affect our business, profitability and reputation.

We typically enter into non-exclusive distribution agreements with global technology brands whose term ranges from one to five years and some have indefinite tenures, and often contain provisions permitting termination without cause, which might be immediate, or with notice periods ranging from 10 days to 60 days. Generally, each global technology brand has the ability to modify the terms and conditions of their agreements with us, such as reducing the amount or period of price protection available and return rights or reducing the levels of purchase discounts, rebates or marketing programs available to us with prior notice which in some cases may give us the ability to re-adjust our inventories and receivables. Additionally, the global technology brands we engage with may choose to undertake direct distribution or sale of products either by themselves or they may appoint other distributors for territories in which we distribute products.

As a consequence of any delay or failure on the part of global technology brands, or termination of distribution agreements with the global technology brands, we may also lose our Channel Partners, who are Hybrid Resellers who sell to online market places and retail channels, regional distributors, stockist partners or sub-distributors, retailers, brand stores, system integrators, OEMs and corporate resellers who sell to corporate customers. Any deterioration in our relationships with our Channel Partners could have an adverse impact on our business, financial condition and results of operations. See also " - *If we are unable to maintain our relationships with our Channel Partners or end-customers or if any of these parties change the terms of their arrangements with us, our business could be materially and adversely affected.*" on page 38.

Further, any deterioration in the financial condition or business prospects of these global technology brands could reduce their ability to meet our requirements, which could in turn result in a significant decrease in our revenues. For instance, in 2009, a global technology brand whose products we distributed acquired the personal computing division of a competitor. This in turn temporarily impacted availability of products and product quality. While this did not have any material impact on our operations, there can be no assurance that similar instances in future will not adversely impact our business, financial condition and results of operation.

Certain factors affecting supply of products we source from global technology brands and thereby impeding our access to products are political and economic instability in India or globally or political instability in certain states of India in which our global technology brands are located, the financial instability of the global technology brands, labour problems experienced by our global technology brands, the availability of raw materials to the global technology brands, merchandise quality issues, transport availability and cost, transport security, inflation, and other factors. The operations of the global technology brands we serve are further subject to various operating risks, including breakdowns and failure of equipment, industrial accidents, employee unrest, severe weather conditions and natural disasters. For instance, the COVID-19 pandemic impacted global technology brands' business as a result of the nationwide lockdown imposed by the GoI. Similarly, the global shortage of semi-conductors could adversely impact the supply of certain ICT products that we distribute, which we may be unable to accurately assess owing to our limited experience in distributing semi-conductor products.

In the few preceding years, notable global technology brands have either exited the Indian market or significantly downsized their operations. For instance, Huawei pulled out its former subsidiary Honor from the Indian market in 2022. (*Source: Technopak Report*) Such action could lead to increased consolidation within global technology brands and limit the number of global technology brands whose products we distribute. Additionally, if global technology brands choose to increase their direct channels, such as through large enterprise customers, e-commerce channels, the demand for our services would decline.

These factors may result in delay of supply of products we sell, which could have an adverse impact on our business, financial condition and results of operations.

2. ***Our business is dependent on global technology brands effectively maintaining, promoting or developing their brands and maintaining standard quality products including launching new information and communications technology products at regular intervals.***

As of September 30, 2022, we were a national distribution partner for 48 global technology brands that include ASUS Global Pte. Ltd., Dell International Services India Private Limited, HP India Sales Private Limited, Lenovo India Private Limited, Logitech Asia Pacific Limited, NVIDIA Corporation, Intel Americas, Inc., Western Digital (UK) Limited, Schneider Electric IT business India Private Limited, Eaton Power Quality Private Limited, ECS Industrial Computer Co., Ltd., Belkin Asia Pacific Limited, TPV Technology India Pvt Ltd., LG Electronics India Pvt. Ltd. and Toshiba Electronic Components Taiwan Corporation. In Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, the revenue from the top five global technology brands whose products we distributed was ₹ 29,694.07 million, ₹ 42,906.45 million, ₹ 65,445.03 million and ₹ 34,647.66 million, respectively, which constituted 75.47%, 72.42%, 70.27% and 68.97% of our revenue from operations for the respective periods.

Many factors are important for maintaining, developing and enhancing brands, and retaining customers of a brand, including increasing brand awareness through brand building initiatives and ensuring customer satisfaction by providing quality customer service. In the event of further development of technology or growing popularity of alternate products which global technology brands are unable to counter, the products of such global technology brands may become obsolete. In order to remain competitive, global technology brands need to develop, test, manufacture and commercialize new products in a timely manner. Since we do not manufacture the products that we distribute, there can be no assurance that the global technology brands whose products we distribute will be able to effectively promote, develop their brands or maintain standard quality of the products. Further, if the global technology brands whose products we distribute do not launch new products or innovate to keep up with evolving requirements and demands of customers, the demand for products of such global technology brands may witness a decline. For instance, we discontinued our distribution of the consumer product line for a certain global technology brand in Fiscal 2019 due to a decrease in demand for such products. While this did not have a material impact on our business and financial condition, similar instances with one or more global technology brands in future could adversely impact our business, financial condition and results of operations. In such cases, we endeavour to pre-empt such situations and liquidate our inventory early or return products to the global technology brands to reduce write-downs. We might not be able to find customers or Channel Partners who are willing to purchase our inventory of products manufactured by such global technology brands which do not have market demand. A slowdown in demand for existing products in our inventory could result in a write-down in the value of inventory on hand relating to such products.

We are not involved in the innovation of products, or in quality control of products manufactured by the global technology brands that we distribute. However, if any of the offerings which we distribute from time to time do not meet standards for quality and performance or customers' subjective expectations, our reputation and customer retention may be impacted, and the demand for such products, which we may already have inventory of, may decrease. If we fail to maintain our reputation or increase positive awareness of ICT products, or the quality of products declines due to our global technology brand partners being unable to maintain the required quality at their end, our business, financial condition and results of operations may be adversely affected.

3. If we are unable to maintain our relationships with our Channel Partners or customers or if any of these parties change the terms of their arrangements with us, our business could be materially and adversely affected.

We distribute ICT products to Channel Partners and customers, who are B2B end-customers. Accordingly, our sales are subject to demand variability by our Channel Partners and customers. We do not enter into long-term agreements with our Channel Partners or customers for purchase of our products or provision of solutions. Since our Channel Partners or customers are generally not obliged to continue purchasing products and/or services from us, or otherwise retain their business relationships with us, there is no assurance that their purchase orders or engagements will remain constant or increase or that we will be able to maintain or add to our existing customer base. In Fiscal 2021, we were unable to retain 1,678 customers, in Fiscal 2022, we were unable to retain 2,202 customers and in the six months ended September 30, 2022, we were unable to retain 2,828 customers, based on the customers in Fiscal 2020.

While the level and timing of orders we receive vary for multiple reasons, including seasonal buying by end-users and general economic conditions, we may also witness reduced orders owing to our customers receiving better prices, terms and conditions from our competitors. In Fiscal 2022, 47.55% of our customers were repeat customers (or customers with whom we transact in each quarter of the Fiscal) and more than 90.49% of our revenue from operations were generated from such repeat customers. In the six months ended September 30, 2022, 70.45% of our customers were repeat customers and more than 97.01% of our revenue from operations were generated from such repeat customers. Customers submitting a purchase order may cancel, reduce or delay their orders. If we are unable to anticipate and respond to the demands of our Channel Partners or customers, we may lose customers because we have an inadequate supply of products to cater to their particular requirements. If there is a consolidation in the Channel Partner landscape, or Channel Partners and customers wish to change the terms of their typical contracts with us, we may not be able to negotiate terms which are beneficial to us or which are financially viable. If we are unable to negotiate mutually agreeable terms with such parties, we may lose our Channel Partners or end-customers. We may be unable to maintain or grow the size of our Channel Partner or customer base or the level of engagement of our Channel Partners. This could materially and adversely affect our business, financial condition, cash flows and results of operations.

4. We are reliant on our relationships with certain online marketplaces and disruptions to such relationships or changes in their business practices, may adversely affect our business and our financial condition, results of operations and cash flows.

We are witnessing a growth in competition from online retailers who have been able to offer products at competitive prices. E-commerce has emerged as the most preferred channel in last six – eight years owing to the availability of brands and their entire product range along with competitive pricing, when compared to any offline point of sale. E-commerce platforms have led to an increase in demand of technology products in the country by allowing ease of browsing, product availability and timely delivery. (*Source: Technopak Report*)

We are reliant on online marketplaces for the sale of a portion of the products that we distribute, and in Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, ₹ 4,549.27 million, ₹ 11,088.69 million, ₹ 12,896.05 million and ₹ 7,734.71 million or 11.56%, 18.71%, 13.85% and 15.40%, respectively, of our revenue from operations was derived from our sales to online marketplaces. If our competitors offer online marketplaces and retailers more favourable terms or have more products available to meet their needs or utilize the leverage of broader product lines to be sold through them, these online marketplaces and retailers may de-emphasize or decline to offer products that we supply. Additionally, global technology brands may directly sell their products in the online marketplace, and eliminate the requirement for our services. Further, we cannot assure you that we will be able to secure promotions on online marketplaces, and our inability to do so may affect visibility of the global technology brands whose products we distribute on these online marketplaces. Once we fulfil the purchase orders, we do not have control over the prices at which our products are sold by the online marketplaces. Accordingly, online marketplaces may sell products distributed by us at larger discounts than what we offer, making purchases from such marketplaces more lucrative than purchasing directly from us.

Purchase orders made by online marketplaces may also be amended or cancelled prior to finalization. Further, the online marketplaces and distributors have the right to verify and determine whether the products supplied by us are in accordance with the specifications stated in purchase orders. In the event the products are not as per the specifications of the purchase orders, the customers may reject the entire consignment at the time of the delivery. We are also responsible for collecting the damaged or defective products. In addition, the online retail channels of online marketplaces may be disrupted due to technological disruptions. Should such amendments, cancellations or disruptions occur, it may adversely impact our supply schedules and inventories. In addition, in certain possible scenarios, the online marketplaces or distributors may have the right to return the products to us, and in certain situations where there are a high number of returns, we may be required to re-purchase the entire quantity of products at the original price we sold them for. For certain of such purchase orders, the purchase orders may be terminated by the relevant online marketplace or distributor if there are delays in the delivery of products.

The online marketplaces could change their business practices, such as inventory levels, or seek to modify their trading terms, such as payment terms. While we have not had instances of significant delays in collecting payment from online marketplaces in the past three Fiscals and the six months ended September 30, 2022, we cannot assure you that we will not face such instances in the future. Further, delays in scheduling deliveries may result in cancellation of orders or delayed payments. We may face the pressure to modify our trading terms if the online marketplaces are unable or unwilling to continue observing our distribution model. Additionally, unexpected changes in inventory levels or other practices by the online marketplaces or other customers could negatively affect our business, cash flows and results of operations. We intend to maintain or further develop our existing relationships with online marketplaces that retail products distributed by us, and continue to jointly promote our global technology brands and products on their platforms. Any such potential increase in collaboration and information sharing could render us more susceptible to the risks stated above.

We cannot assure you that we will be able to effectively offset the advantages that our competitors in the online business may have and grow our business in a similar fashion like our online competitors, or that the competition we face would not drain our financial or other resources. If we are unable to adequately address such competitive pressures, our business, financial condition, results of operations and cash flows may be adversely affected.

5. We could be subject to product liability claims, which may have a material adverse impact on us.

Due to the nature of our business, we face a risk of the products that we distribute containing quality issues or undetected errors or defects. These may result from the design or manufacture of the product, or from the software or other parts used in the product, over which we have no control. We may face the risk of legal proceedings and claims being brought against us by our customers on account of sale of any defective or misbranded products.

We may also sell certain ICT components at prices that are significantly lower than the cost of the equipment or other goods in which such components are incorporated. As a result, we may face claims for damages (such as consequential damages) that are disproportionate to the revenues and profits we receive from the components involved in the claims. Certain products that we distribute may be found to be defective, and in some cases, we may be made party to proceedings where the end-product is defective, and not the components that we have distributed.

While we typically have provisions in our agreements with global technology brands that hold the global technology brands accountable for defective products, our ability to avoid such liabilities may be limited as a result of differing factors, such as the inability to exclude such damages due to applicable laws of the specific jurisdiction where the business is conducted. For instance, in our contracts with a global technology brand, we are required to indemnify the global technology brand for any product liability claims by end customers. While we have not been subject to any product liability or defect claims in the past three Fiscals and the six months ended September 30, 2022, we cannot assure you that we will not be subject to such claims in the future. Our business and reputation may be adversely affected as a result of a significant quality or performance issue in the products sold by us, if we are required to pay for the associated damages. Further, when relying on contractual liability exclusions, we could lose customers if their claims are not addressed to their satisfaction.

In addition, serious quality issues can expose us to product liability or recall claims in the event that the products we distribute fail to meet the required quality standards, or are alleged to cause harm to customers. While we are generally not held accountable for such claims, we may face the risk of legal proceedings and product liability claims being brought against us, legitimate or otherwise, by various entities including consumers, redistributors and government agencies for various reasons including for defective products sold. There can be no assurance that we will be able to recover cost of such liability or recall from the global technology brands of such products, in a timely manner, and without initiating legal proceedings. Enforcement of provisions in our agreements that hold global technology brands liable for defective products can be a time-consuming and expensive legal process. For further information, see "*-Our international operations expose us to complex management, legal, tax and economic risks. Our purchase and supply arrangements may be governed by the laws of foreign jurisdictions and disputes arising from such arrangements may be subject to the exclusive jurisdiction of foreign courts*" on page 59. A product recall or a product liability claim may also adversely affect our reputation and brand image, as well as entail significant costs in excess of our available insurance coverage, which may adversely affect our reputation, business and results of operations.

6. Certain of our contracts or distribution agreements may have restrictive covenants and can typically be terminated without cause, which could negatively impact our business, results of operation and financial condition.

We have entered into distribution agreements with certain of the global technology brands for distribution of ICT products. These agreements may contain restrictive covenants that prevent us from selling competing products without the approval of the global technology brand, or may require us to mandatorily purchase a certain volume of the products for distribution. In the event of default or breach of covenants, our suppliers have the right to take action, including initiation of legal proceedings, against us. There can be no assurance that we will be able to comply with these covenants or that we will be able to obtain consents that are necessary for us to take actions we believe are required for the growth and expansion of our business.

Majority of the global technology brands we serve typically retain us on a non-exclusive basis. These global technology brands may terminate their contracts with us with or without cause. Additionally, our contracts with such global technology brands are typically without any commitment to a specific volume of business or future work. Our business is dependent on the decisions and actions of the global technology brands we serve, and there exist a number of factors relating to the global technology brands we serve that are outside our control that might result in the termination of a contract or the loss of a global technology brand, including change in global technology brands' business strategies, including by way of moving distribution assignments to our competitors, or directly distributing products to end-users. In the past, we have experienced one instance where our distribution agreement with a global technology brand which contributed a significant portion of our revenues in Fiscal 2018 was terminated during the period without cause. Termination of a contract or distribution agreement, or termination of multiple such agreements, due to any of the aforesaid factors could affect our business, results of operation and financial condition.

7. Increasing competition in the information and communications technology products distribution industry may create certain pressures that may adversely affect our business, prospects, results of operations, cash flows and financial condition.

The ICT products distribution industry is highly competitive in India, with our main competitors being Savex Technologies Private Limited, Ingram Micro India Private Limited, and Redington (India) Limited (*Source: Technopak Report*). We also compete with other large multinational and national enterprise computing solutions distributors, as well as numerous other smaller, specialized competitors who generally focus on narrower market sectors, products, or industries. We compete mainly in the re-selling and distribution of ICT products market, where the factors on which distributors compete include, among others:

- Product offerings;
- Service offerings;
- Supply chain, infrastructure and retail network capabilities including channel partner and distribution network, and warehouse, sales offices and service centres network;
- Relationship with retail channel partners;
- Relationship with brands;

- Associated brand names of vendors and products;
- Availability of skilled resources in sales and marketing, servicing, training, customer management and channel partner onboarding;
- Timeliness of delivery, including distribution network and quality; and
- Ability to meet working capital requirements.

The size of our competitors varies across market sectors, as do the resources allocated by competitors to sectors in which we operate. We may face competition from larger competitors with significant resources and which benefit from economies of scale and scope, in addition to consolidation in the industry which may create larger players that we are unable to compete with. Our larger competitors may have a more extensive customer or supplier base than us in one or more of its market sectors. If our competitors develop and implement certain cost efficient business strategies, they may be able to offer products similar to ours at lower prices without adversely affecting their profit margins. Even if our offerings address industry and customer needs, our competitors may be more successful at selling their products. If we are unable to provide our customers with products that suit their tastes and preferences at competitive prices or successfully market those products to current and prospective customers, our business, results of operations and financial condition may suffer. We may face competition in states and countries where we currently operate, as well as in states and countries in which we expect to expand our operations and may have limited or no experience. There is significant competition within each market sector and geography that creates pricing and margin pressure and the need for constant attention to improve service and product offerings and increase market share. Other competitive factors include rapid technological changes, product availability, credit availability, speed of delivery, ability to tailor solutions to changing customer needs, and quality and depth of product lines and training, as well as service and support provided by the distributor to the customer. For instance, the effect of tariffs imposed by India or foreign countries on the components required in the manufacture of products we distribute, may drive up the prices of such products. While we attempt to pass on price increases to our customers, our competitors may be able to absorb the impact of tariff hikes better, without requiring to pass them on to the customers. This would provide our competitors an advantage in pricing, leading to lower demand for products that we supply.

Our Company also faces competition from companies in the logistics and product fulfilment, catalogue distribution, and e-commerce supply chain services markets. As we continue to expand our business into new areas in order to stay competitive in the market, we may encounter increased competition from our current or new competitors, making it difficult to retain our market share. Additionally, we believe that our ability to compete also depends in part on factors outside of our control, such as our competitors' processes, and the extent of our competitors' responsiveness to their customers' needs. Our inability to compete adequately and effectively may have a material adverse effect on our business prospects, financial condition and results of operations. We cannot assure you that our Company will be able to successfully compete within this increasingly competitive industry.

8. The reputation and consumer goodwill associated with our brand name is critical to the success of our business. An inability to maintain or enhance the popularity of our brand among brands and customers may adversely impact our business prospects and financial performance.

Our brand is critical to our business success, and affects our ability to maintain and enhance the popularity of our Company. Our ability to develop our brand name and retain goodwill is dependent on the perception the brands we serve or Channel Partners have of us, and recognition of product quality, variety of products, market penetration, accessibility of products that we distribute, and our marketing and business promotional initiatives. We have undertaken brand-building initiatives to increase our brand recall and brand preference. We conduct in-house events with our Channel Partners such as 'Partner Connect', a platform that connects brands with target Channel Partners and helps them increase visibility in different markets, launch public relations initiatives including product launches, partner interview series and media engagement, and engage in advertising on digital and traditional media. Any negative publicity or perception of Channel Partners or customers relating to the quality of products that we supply, range of the portfolio of products supplied by us, pricing strategy, among others, may adversely impact public perception of the products that we distribute. Customers may initiate proceedings in consumer courts against us and such allegations of low-quality products or misbranding, even when false or unfounded, could tarnish the image of products supplied by us and our partner global technology brands.

An inability to manage any of the above factors or an inability of our marketing and business promotional initiatives to distinguish and strengthen our brand may adversely impact the value and perception of our Company and our goodwill and consequently our business prospects and financial performance. They may also limit our

Company's ability to successfully obtain new licences or authorisations from global technology brands and manufacturers to distribute technology products. Due to the extremely competitive nature of the industry in which we operate, further enhancing the popularity of our brand as a distributor as compared to Channel Partners or customers purchasing directly from the manufacturers of such products or from our competitors, may require us to make investments, including market penetration, and increase our marketing, advertising and sales promotion expenses. In Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, our advertisement and sales promotion expenses amounted to ₹ 107.04 million, ₹ 84.27 million, ₹ 195.81 million and ₹ 38.17 million, respectively, and accounted for 0.27%, 0.14%, 0.21% and 0.08% of our revenue from operations, respectively. However, there can be no assurance that any such investments in the future may be adequate or successful. While we have been developing and promoting our brand name since inception and will continue to invest in building and maintaining our brand name's value in the future to compete effectively, we may not be able to do so successfully or in a cost-effective manner.

Our Company has made an application for registration of trademark in connection with our logo. Unauthorized use of our brand name or logo by third parties could adversely affect our reputation, which could in turn adversely affect our business, financial condition, cash flows and results of operations. We have in the past encountered unauthorized usage by sellers of our maximum retail price stickers for their sales or promotions. While we have taken steps to prevent such incidents, our Company has received complaints on e-mail in June, 2022, claiming that persons representing themselves as authorised dealers of our Company have taken advance money from the complainants in relation to products sold by our Company and thereafter disappeared with the advance money, without delivering the promised products. Further, fake emails have been circulated in connection with the 30 Series NVIDIA Founder Edition graphics card through fake email ids purporting to be from our Company. While our Company has not been involved in these matters, we cannot assure you that such matters will not recur in the future or will nevertheless be associated with our Company. There can be no assurance that similar instances will not occur in future and we will be able to address all such instances effectively. As our business expands into new markets and regions and as the industry in which we operate becomes increasingly competitive, maintaining and enhancing the image of our brand name may become increasingly difficult and expensive. An inability to enhance the visibility of our brand name may adversely impact consumer goodwill and brand recall, and consequently our business prospects and financial performance.

9. ***We have significant credit exposure to our Channel Partners and other customers, and negative trends in their businesses could cause us significant credit loss and negatively impact our cash flow and liquidity position.***

We extend credit to our Channel Partners and other customers for a significant portion of our sales to them. Set forth below are details of our products that were initially sold on credit:

Particular	**As of/ For the Fiscal ended March 31,**			**As of/ For the six months ended September 30, 2022**
	2020	**2021**	**2022**	
Value of products initially sold on credit (₹ million)	35,523.48	50,733.67	81,920.14	46,501.14
Value of products initially sold on credit, as a percentage of our revenue from operations (%)	90.29%	85.63%	87.96%	92.56%

Resellers have a period of time, generally 30 to 60 days after the date of invoice, to make payment. As a result, we are susceptible to the risk that our customers will not pay for the products they purchase. While we try to mitigate such incidents by conducting diligence on our Channel Partners and their financial condition, credit insurance and market feedback to minimize our credit exposure of any non-payments, we cannot assure you that such measures will be successful or that we will be able to recover our trade receivables and monies owed to us. In Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, we have initiated legal action to recover ₹ 41.56 million, ₹ 49.70 million, ₹ 43.54 million and ₹ 4.09 million, respectively, or 0.11%, 0.08%, 0.05% and 0.01% of our revenue from operations, respectively, of products which we had provided to customers on credit. For information regarding legal proceedings in connection with non-recovery of dues from customers, see "*Outstanding Litigation and Material Developments*" on page 414. Our credit exposure risk may increase due to liquidity or solvency issues experienced by our Channel Partners or customers as a result of an economic downturn, including the current downturn, or a decrease in ICT spending by end-users. If we are unable to collect payment for products distributed by us to customers or if such customers are unable to pay for the products in a timely manner, it will be more difficult or costly to utilize receivable-based financing, which could negatively impact our cash flow and liquidity position.

10. Our gross margins are low, which magnifies the impact of variation in revenue, operating costs, bad debts and interest expense on our operating results.

The ICT products industry witnesses intense price competition, owing to which gross margins are typically low (*Source: Technopak Report*). In Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, our gross margins, defined as revenue from operations less purchases of stock-in-trade and changes in inventory of stock-in-trade, were ₹ 2,244.78 million, ₹ 3,473.02 million, ₹ 5,077.53 million and ₹ 2,474.60 million, and were 5.71%, 5.86%, 5.45% and 4.93%, respectively, of our revenue from operations. Owing to *inter alia* increased competition arising from industry consolidation, overcapacity, price reduction and low demand for certain ICT products, we may be unable to maintain or improve our gross margins. These low gross margins magnify the impact of variations in revenue, operating costs, bad debts and interest expense on our operating results. A portion of our operating expenses is relatively fixed, and planned expenditures are based in part on anticipated orders that are forecasted with limited visibility of future demand. As a result, we may not be able to reduce our operating expenses as a percentage of total income to mitigate any further reductions in gross margins in the future. We may need to offer customers more credit or extended payment terms or need to reduce our prices in order to remain competitive. If we cannot proportionately decrease our cost structure in response to competitive price pressures, our business and operating results could suffer.

We also receive purchase discounts and rebates from certain of the global technology brands we serve based on various factors, including sales or purchase volume and breadth of customers. A decrease in net sales could negatively affect the level of volume rebates received from the global technology brands we serve and thus, our gross margins. Because some purchase discounts and rebates from the global technology brands we serve are based on percentage increases in sales of products, it may become more difficult for us to achieve the percentage growth in sales required for larger discounts due to the current size of our revenue base. A decrease or elimination of purchase discounts and rebates from the global technology brands we serve could adversely affect our business and operating results.

11. *Our Company, Directors, Promoters and Subsidiaries are or may be involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows and results of operations.*

There are outstanding legal and regulatory proceedings involving our Company, Directors, Promoters and Subsidiaries which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert the management's time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition and results of operations. Further, three of our Promoters, namely Krishna Kumar Choudhary, Keshav Krishna Kumar Choudhary and Krishna Kumar Choudhary (HUF) and a member of our Promoter Group, Meena Choudhary, have received show cause notices from SEBI in relation to dealing in illiquid stock options at BSE Limited. Pursuant to the SEBI Settlement Scheme, these Promoters and the member of the Promoter Group have paid the settlement amounts and await confirmatory orders from SEBI. The summary of such outstanding material legal and regulatory proceedings as on the date of this Draft Red Herring Prospectus is set out below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved* (₹ million)
Company						
By the Company	80	NIL	NIL	NIL	3	445.42[(2)]
Against the Company	NIL	70**	NIL***	NIL	1	1,796.86[(3)]
Directors						

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved* (₹ million)
By the Directors	NIL	NIL	NIL	NIL	NIL	NIL
Against the Directors	NIL	2	2#	NIL	NIL	1.33[(4)]
Promoters						
By the Promoters	NIL	NIL	NIL	NIL	NIL	NIL
Against the Promoters	NIL	3	3#	NIL	NIL	1.36[(5)]
Subsidiaries						
By the Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
Against the Subsidiaries[(1)]	1	NIL	NIL	NIL	1	Not quantifiable

** To the extent quantifiable*

*** Tax matters involving our Company. The Company has received two notices intimating certain discrepancies in the returns filed and seeking certain clarifications in this regard. As the financial impact of notices intimating discrepancies are not ascertainable, these two notices have not been included here*

**** While not a statutory or a regulatory proceeding, our Company has received two notices from the CCI in the past with requests for information. For further information, see "Legal and Other Information - Outstanding Litigation and Material Developments –Regulatory notices received by our Company" on page 417.*

[(1)] Our Subsidiary is also a party to a trademark infringement related matter which is not quantifiable at this stage. For further information, see "Legal and Other Information - Outstanding Litigation and Material Developments – Other Civil Litigation against our Subsidiaries" on page 419.

[(2)] Inclusive of an aggregate of ₹230.75 million involved in the 76 cases filed by our Company under Negotiable Instruments Act, 1881. For further information, see "Legal and Other Information - Outstanding Litigation and Material Developments – 'Criminal Proceedings initiated by our Company' on page 415.

[(3)] Inclusive of an aggregate of ₹ 1,776.85 million involved in the 70 tax matters to which our Company is a party.

[(4)] ₹1.33 million involved in the 2 tax litigations to which our directors are a party.

[(5)] ₹₹1.36 million includes the number of cases and amount involved for cases against Promoters, who are also the Directors of the Company.

#Including three show cause notices issued by SEBI against three of our Promoters, namely, Krishna Kumar Choudhary, Keshav Krishna Kumar Choudhary and Krishna Kumar Choudhary (HUF). As on date of this DRHP, applications have been made by Krishna Kumar Choudhary, Keshav Krishna Kumar Choudhary and Krishna Kumar Choudhary (HUF) to settle these matters. The final confirmatory orders in this connection are awaited. For further information, see "Legal and Other Information - Outstanding Litigation and Material Developments – Pending action by statutory or regulatory authorities against our Promoters" on page 418.

None of our Group Companies are currently party to any pending litigations which would have a material impact on our Company.

Further, as a consumer facing business, we also receive customer complaints on various platforms. While these are not currently outstanding litigation, we cannot assure you that they will not be in the future. Further, we also cannot assure you that any of these on-going matters will be settled in favour of our Company, Promoters, Directors or Subsidiaries, respectively, or that no additional liability will arise out of these proceedings. Further, we cannot assure you that there will be no new legal and regulatory proceedings involving our Company, Promoter, Subsidiaries and Directors in the future. An adverse outcome in any such proceedings may have an adverse effect on our business, financial position, prospects, results of operations and our reputation and divert the time and attention of our management. For further information, see "*Outstanding Litigation and Material Developments*" on page 414.

12. Certain filings and instructions made in respect to transfer of shares of our Company are not traceable.

Neither we nor our Promoters have been able to trace share transfer forms in relation to shares transferred by and to our Promoters, except for (i) transfer of 102,500 equity shares from Krishna Kumar Choudhary (HUF) to Krishna Kumar Choudhary, (ii) transfer of 23,298 equity shares to Krishna Kumar Choudhary from Meena Choudhary, Manju Suresh Pansari, Krishna Kumar Choudhary (HUF) and Suresh M Pansari HUF, (iii) transfer of 4,400 Equity Shares from Suresh M Pansari HUF to Sureshkumar Pansari, each dated June 25, 2020. For information regarding share transfer by and to our Promoters, see "*Capital Structure – Build-up of Promoter's shareholding in our Company*" on page 108. Despite having conducted an extensive search of their records, they have not been able to retrieve the aforementioned documents, and accordingly, we have relied on other documents, including minutes of meetings of our board of directors and shareholders, as applicable, annual returns filed by our Company, gift deeds and statutory registers (including share transfer registers) for such matters.

13. ***The current and continuing impact of the COVID-19 pandemic on our business and operations, including its impact on the ability or desire of consumers to purchase products that we distribute, may have an adverse effect on our business, results of operations, financial condition and cash flows.***

The outbreak of the COVID-19 pandemic and its continuing impact, as well as government measures to reduce the spread of COVID-19 pandemic, have had a substantial impact on our operations. The impact of the pandemic on our business, operations and financial performance have included and may continue to include the following:

- Temporary shutdown of our branches, service centres (including warehouses) for several weeks in March and April 2020. In particular, the period of national lockdown mandated by the GoI between March 23, 2020 to May 23, 2020, resulted in complete ban on distribution operations, which significantly impacted our business, revenue from operations and cash flows. Further future regulatory restrictions relating to the pandemic interrupting our operations may also affect our ability to effectively manage our sales and product inventory.

- Disruptions of the services we receive from third-parties including our suppliers and transportation and logistics partners, due to sporadic availability of manufactured goods, fluctuating and unpredictable demands, and disruptions in supply chain. As of March 31, 2020, 2021, 2022 and as of September 30, 2022, our trade receivables were ₹ 4,182.59 million, ₹ 7,923.76 million, ₹ 11,521.47 million and ₹ 12,143.44 million, and accounting for 10.63%, 13.37%, 12.37% and 24.17%, respectively, of our revenue from operations.

- Compliance with evolving government regulations, including with respect to social distancing measures and sanitization practices. For instance, we instituted multiple staggered shifts for employees and limited physical interactions with our Channel Partners. Although we are currently in compliance with such guidelines, any failure in the future to fully comply or adhere to the measures and guidelines or any other similar regulations could lead to the imposition of penalties, fines or other sanctions, which could have an adverse impact on our business.

We were among the first distribution companies to resume business operations under the safety norms of respective state governments while majority of the businesses halted their operations temporarily, especially during the first phase of COVID-19. (*Source: Technopak Report*)

In response to the COVID-19 pandemic, the RBI allowed banks and lending institutions to offer moratoriums to their customers to defer payments under loan agreements until August 31, 2020. However, we did not avail moratoriums offered by banks and lending institutions. We have availed of facilities under the Emergency Credit Guarantee Loan schemes, amounting to ₹ 632.00 million, of which ₹ 555.28 million was outstanding as of September 30, 2022.

Additionally, there can be no assurance that we will be able to successfully achieve our business plan or expansion strategies in the event of subsequent waves of the COVID-19 pandemic or any other pandemic in India that lead to additional restrictive measures or hamper overall economic recovery. We cannot assure you that in the event of another COVID-19 wave additional restrictions will be put back in place or if another lockdown would be re-imposed to control the spread of COVID-19.

In addition, if our Key Managerial Personnel or a significant percentage of our workforce is unable to work due to COVID-19 illness, quarantine, limitations on travel or other government restrictions in connection with the COVID-19 pandemic, our operations may be negatively impacted. An outbreak or perceived outbreak of the COVID-19 pandemic connected to one or more of our branches, service centres and warehouses could also cause negative publicity directed at any of our customers and cause them to avoid products distributed by us, which could have a material adverse effect on our business, results of operations, financial condition, cash flows, reputation and prospects. Also see "*Financial Information*" on page 290.

14. ***We purchase inventory in anticipation of sales, and if we fail to manage our inventory effectively during that period or if the inventory value declines, our business and results of operations could be adversely affected.***

We purchase inventory from global technology brands on projected sales and demand forecasts and if we fail to manage our inventory effectively, our business and results of operations may be adversely affected. As such, we provide partial payments to global technology brands in order to secure our inventory. In Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, our purchases of stock-in-trade amounted to ₹ 38,618.96 million, ₹ 56,460.97 million, ₹ 94,324.56 million and ₹ 53,708.62 million, and accounted for 98.16%, 95.29%, 101.28% and 106.91%, respectively, of our revenue from operations. We acquire products through a combination of purchase orders, supplier contracts, and open orders, in each case based on projected demand. In the event that there is an abrupt and substantial decline in demand for one or more of the products that we supply, a change in product development plans, or an unanticipated change in technological requirements for any of the products that we distribute, we may be required to record additional accruals for cancellation fees that may be payable with respect to such orders, which would adversely affect our results of operations. The products we source may become obsolete or less relevant if we fail to predict accurately future development trends or adapt to the evolving market demand. Our reputation and results of operations will continue to depend on our ability to anticipate these changes accurately and to expand our product portfolio and solution offerings to meet our customers' evolving needs.

We are under several price revision programs and sales acceleration programs, and are able to postpone payment due dates and cancel backlog orders to reduce excess inventory. We also have a stock rotation policy that allows us to readjust our aging inventory arising out of unanticipated changes in technological requirements. While we are generally able to mitigate against excess inventory procurement to prevent interest costs and also liquidation cost or loss of sales, markdowns or write-offs, we cannot assure you that our measures will be effective or that we will not experience excess inventory. Further, while we strive to predict technological trends, market dynamics and changes in product demand, we cannot assure you that we will successfully do so each time or that we will be able to maintain the most optimal inventory in the future. In addition, in situations that the inventory does not have the stock that the customer is looking for, we face the risk of our customer opting to buy the product from our competitor. Further, any damage or destruction to our merchandising at our warehouses may impact our operating results.

We estimate our sales based on the forecast, demand and requirements for the forthcoming season. In general, the orders are placed a few days before the actual delivery of products. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively and to maintain a full range of products at our warehouses, for speedy supply to our customers. We currently function on a low inventory level model. We typically maintain inventory levels that are sufficient for almost one month of operation and two to three weeks of transit inventory. The inventories as of March 31, 2020, 2021, 2022 and as of September 30, 2022 was ₹ 4,890.08 million, ₹ 5,725.32 million, ₹ 11,993.03 million and ₹ 17,938.16 million, respectively, which amounts to 41 days, 35 days, 37 days and 57 days of inventory level for the corresponding periods.

We may fail to accurately predict order quantities, and may experience significant inventory overhang in the event demand for a particular product or global technology brand whose products we distribute declines. While we perform a detailed review of our inventory based on multiple factors including demand forecasts, product life cycle status, product development plans, current sales levels and component cost trends, certain of our inventories may lose value in the future due to circumstances including future demand or market conditions for our products being less favourable than forecasted, unforeseen technological changes or changes to the product development plans of the global technology brands whose products we distribute, that negatively impact the utility of any of our inventories, or significant deterioration in the financial condition of one or more of our global technology brands to whom we have made an inventory prepayment. While we have not had significant inventory overhang, write-downs or pricing markdowns in the past three Fiscals and the six months ended September 30, 2022, we cannot assure you that this will continue to be the case in the future. Further, we are exposed to the risk that our inventory value may decline, and protective terms under our brand agreements may not adequately cover the decline in value, which in turn may affect our business, results of operation and financial condition.

We might also underestimate the demand for certain products, and be unable to supply such products in the required quantities, leading our customers to purchase these products from our competitors. Natural disasters such as earthquakes, extreme climatic or weather conditions such as floods or droughts, or natural conditions may adversely impact the supply of the products and local transportation. Should our supply of products be disrupted, we may not be able to procure an alternate source of supply of products in time to meet the demands of our customers, or we may not be able to procure products of equal quality or on equally competitive terms, or at all. While we have not experienced any material supply disruptions in the past three Fiscals and the six months ended

September 30, 2022, we cannot assure you that this will continue to be the case in the future, including due to a shortage of semi-conductor chips. Such disruption to supply would mean that our customer does not get the product he/she wants which would allow the customer to go to our competitors and this would materially and adversely affect our business, profitability and reputation. In addition, disruptions in the delivery of products to our warehouses may occur for reasons such as poor handling, transportation bottlenecks, or labour strikes, which could lead to delayed or lost deliveries or damaged products and disrupt supply of these products. Any or all of these factors could reduce availability of products that are in demand, thereby reducing our sales, which in turn could adversely affect our reputation and business prospects, thereby impacting our profitability and financial performance.

15. Any disruption or shutdown of our warehouse facilities, or failure to achieve optimal capacity utilisation at such facilities could adversely affect our business, results of operations and financial condition

We store our inventory in our warehouses across India, from where products are distributed. As of September 30, 2022, we had 62 warehouses, which are typically located in proximity to our branches. We store our inventory at our warehouses, and transport ICT products from warehouses to our customers, based on orders received. While we monitor the inventory at our warehouses through an ERP system, and closely track capacity and utilisation of our warehouses, if there is any disruption to the operations at our warehouses, or if we experience any shutdowns of our warehouses due to factors beyond our control, our supply chain and operations will be adversely affected, impacting our ability to honour our contractual obligations, which may expose us to legal claims. We have witnessed two major instances in the past three Fiscals and the six months ended September 30, 2022, in Secunderabad and Delhi, where our warehouses had temporarily been seized in connection with ongoing tax proceedings.

In addition, we plan our operations and take on distribution obligations factoring in the capacity of our warehouses, our delivery network and other factors. Failure to achieve optimal capacity utilisation of our warehouses would lead to inefficiencies in our operations, which may materially and adversely affect our cash flows, business, future financial performance and results of operations.

16. Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, cash flows and results of operations.

We are required to obtain certain approvals, registrations, permissions and licenses from regulatory authorities, to carry out/ undertake our operations. These approvals, licenses, registrations and permissions may be subject to numerous conditions. If we fail to obtain some or all of these approvals or licenses, or renewals thereof, in a timely manner or at all, or if we fail to comply with applicable conditions or it is claimed that we have breached any such conditions, our license or permission for carrying on a particular activity may be suspended or cancelled and we may not be able to carry on such activity, which could adversely affect our business, results of operations, cash flows and financial condition. Some of our approvals may have expired in the ordinary course of business, for which we have made applications with the relevant authorities which are pending as of the date of this Draft Red Herring Prospectus. These include renewal of certain registrations under the relevant shops and establishments legislations in certain states, corporation licence and other miscellaneous labour registrations. For further information on the nature of approvals and licenses required for our business and details of approvals and licenses yet to be renewed, see "*Government and Other Approvals*" on page 424. We have further applied for change in the registered address of some of our branches in their respective registrations under professional tax laws, shops and establishments laws, and other applicable labour laws, pursuant to them shifting to new locations within the same city, which are currently pending with relevant issuing authorities. In addition, we have, and may need to in the future, apply for certain additional approvals, including the renewal of approvals, which may expire from time to time in the ordinary course.

There is no assurance that such approvals and licenses will be granted or renewed in a timely manner or at all by the relevant governmental authorities. Failure to obtain or renew such approvals and licenses in a timely manner would make our operations non-compliant with applicable laws and may result in imposition of penalties by relevant authorities, and may also prevent us from carrying out our business. Our licenses and approvals are subject to various conditions, including periodic renewal and maintenance standards. Any actual or alleged failure on our part to comply with the terms and conditions of such regulatory licenses and registrations could expose us to legal action, compliance costs or liabilities, or could affect our ability to continue to operate at the locations or in the manner in which we have been operating thus far.

17. Our business requires working capital. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.

Our business is working capital intensive. We have high working capital requirements to maintain sufficient inventory of products for steady supply. In addition, we require working capital for certain costs such as employee benefits expense, lease payments, domestic logistics costs. We may meet part of the working capital requirements through additional borrowings in future. A significant amount of our working capital is required for meeting operating expenses of our business, which is the purchase of ICT products from global technology brands, before payment is received for the sale of such products to our customers. Our working capital requirements may increase if the payment terms in our agreements with customers include reduced advance payments or longer payment schedules. These factors may result in increases in the amount of our receivables, short-term borrowings and the cost of availing such working capital funding.

Growth in our operations may result in increase in the quantum of current assets, particularly trade receivables. Our inability to obtain adequate amount of working capital at such terms which are favourable to us, in a timely manner or at all, may also have an adverse effect on our financial condition. Continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations. We cannot assure you that we will be successful in arranging adequate working capital through borrowings or cash flows from operations. Our inability to maintain sufficient cash flows, credit facilities and other sources of funds, in a timely manner or at all, to meet our working capital requirements may adversely affect our operations and financial condition.

18. We are dependent on third-party transportation providers for the delivery of products distributed by us, and for warehousing services in Chennai, Tamil Nadu.

Our success depends on the uninterrupted supply and transportation of products that we distribute. We rely on the global technology brands we serve to deliver products to our warehouses. We further deliver products from our warehouses to our customers and Channel Partners. For the purposes of delivery of products to and from our warehouses, we rely on third-party transportation and logistics providers. We typically enter into non-exclusive agreements with such transportation providers for the delivery of products. We are therefore dependent on transportation and logistics companies that we engage. Although we have not encountered any significant disruption to the supply and transportation of products in the past three Fiscals and the six months ended September 30, 2022, the operating restrictions/ lockdowns consequent to the outbreak of the COVID-19 pandemic temporarily affected our ability to transport products in the first quarter of Fiscal 2021. There can be no assurance that any such disruptions will not occur in the future as a result of these or other factors and that such disruptions will not be material. In Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, our freight and forwarding expenses were ₹ 61.27 million, ₹ 75.56 million, ₹ 107.73 million, ₹ 72.89 million, representing 0.16%, 0.13%, 0.12% and 0.15% of our revenue from operations, respectively.

Although we do not rely on limited operators for transportation of our products, transportation strikes may have an adverse effect on supplies and deliveries. In addition, products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. A failure to deliver our products in an efficient and reliable manner could have an adverse effect on our business, financial condition and results of operations. Any recompense received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers.

Further, we have sub-contracted our warehousing requirements in Chennai, Tamil Nadu to a third party. Any failure of such sub-contractor to provide warehouse services adequately, or cause damage to goods stored at the warehouse, or failure to ship goods from the warehouse as required, could adversely affect our services. While we factor interruptions resulting in cost increase as variable margin increases in our contracts with our third-party service providers, we may nonetheless be required to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products.

19. ***A portion of our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.***

We intend to use the Net Proceeds for the purposes described in "*Objects of the Offer*" on page 122. As on the date of this Draft Red Herring Prospectus, our funding requirements are based on management estimates in view of past expenditures, and have not been appraised by any bank or financial institution. Our funding requirements and proposed deployment of the Net Proceeds are based on current conditions and are subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies. While we will use the Net Proceeds for (i) prepayment or scheduled re-payment of a portion or all of certain outstanding borrowings availed by our Company; (ii) funding working capital requirements of our Company; and (iii) general corporate purposes in the manner specified in "*Objects of the Offer*" on page 122, the amount of Net Proceeds to be actually used will be based on our management's discretion. Owing to the nature of the Objects for which we propose to use the Net Proceeds, we have not entered into any definitive agreements to use the Net Proceeds. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. Our internal management estimates may exceed fair market value or the value that would have been determined by third-party appraisals, which may require us to reschedule or reallocate our capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations and other financial and operational factors. Accordingly, prospective investors in the Offer will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations.

20. The objects of the Offer include funding working capital requirements of our Company, which is based on certain assumptions and estimates.

The Objects of the Offer include funding working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, see "*Objects of the Offer- Funding working capital requirements of our Company*" on page 128. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

21. Our success depends on employees with technical knowledge and reliable sales teams, who are able to maintain quality and consistency in customer service. Our inability to attract or retain sales personnel or employees with technical knowledge could adversely affect our business, financial condition and results of operations.

Our business is manpower intensive and the success of our business depends on maintaining skilled sales personnel and employees with technical knowledge, who are able to liaise with the global technology brands we serve, as well as our customers. This is dependent on our ability to attract, hire, train, and retain skilled personnel particularly for sales and technical functions, monitor them continuously on key service parameters and guide them regularly. We had 1,322 employees as of September 30, 2022, including 501 employees in our sales and marketing team and 58 employees in our technical support team. Across our operations, we experienced attrition (calculated as employees who have left/ total employees) of 19.56%, 14.47%, 18.25% and 11.42% in Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, respectively. We may not always be able to retain our personnel or find and hire personnel with the necessary experience or expertise. In addition, we may need to increase the overall compensation and other benefits in order to attract and retain personnel in the future and that may affect our costs and profitability. There can be no assurance that we will be able to recruit and retain the right personnel and functional experts or will be successful in delivering consistent services.

22. ***Any failure to maintain quality of customer service and deal with customer complaints could materially and adversely affect our business and operating results.***

Our business is significantly affected by the overall size of our customer base which range from corporates to individuals, and this customer base is determined by our ability to provide quality customer service. As of September 30, 2022, we had 134 employees involved in customer support, including our after-sales services. We provide customer support at all stages to our customers, through e-mail and telephone support via a dedicated customer care number. If we fail to provide quality customer service, our customers may be less inclined to buy our products or recommend us to new customers, and may channel their purchase through our competitors. Our ability to ensure a satisfactory customer experience for a large part depends on our suppliers' ability to provide high-quality products and services. Customer complaints also typically relate to the miscommunication or misunderstanding on quality of products, as well as matters which do not involve any default or deficiency on our part. However, failure to maintain the quality of customer services or satisfactorily resolving customer complaints, could harm our reputation and our ability to retain existing customers and attract new customers, which may materially and adversely affect our business, financial condition, cash flows and results of operations. Further, negative customer feedback, complaints or claims against us in consumer forums or otherwise, can result in diversion of management attention and other resources, which may adversely affect our business operations. We may, from time to time, be involved in litigation involving customer claims against our products.

23. ***Our past performance may not be indicative of our future growth. An inability to effectively manage our growth and expansion may have a material adverse effect on our business prospects and future financial performance.***

We have experienced stable growth over the past three Fiscals and the six months ended September 30, 2022. Our revenue from operations has increased at a CAGR of 53.85% from ₹ 39,344.82 million in Fiscal 2020 to ₹ 93,134.38 million in Fiscal 2022, and was ₹ 50,238.09 million in the six months ended September 30, 2022. However, there can be no assurance that our growth strategy will be successful or that we will be able to continue to expand further, or at the same rate. Since inception, we have added additional sub-segments of products we distribute, implemented additional distribution channels and grown our employee base to include individuals with domain knowledge and familiarity with the nature of business.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our ability to achieve our growth strategies will be subject to a range of factors, including our ability to identify market opportunities and demands in the industry, obtaining new licences and authorisations to distribute third-party brand products, compete with existing companies in our markets, consistently exercise effective quality control, hire and train qualified personnel to upsell or cross sell our distributed products. Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategies. We may face increased risks when we enter new product markets in India and internationally, and may find it more difficult to hire, train and retain qualified employees in new regions. Further, our General Trade channel historically also included certain sales done through our website. However, as of the date of this Draft Red Herring Prospectus, we have discontinued sales through our website. Accordingly, our results of operations for subsequent periods may not be comparable to our performance prior to the discontinuation of sales done through our website.

Our business growth could strain our managerial, operational and financial resources. Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial and management information systems on a timely basis and to expand, train, motivate and manage our workforce. There can be no assurance that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategy could have a material adverse effect on our business, financial condition and profitability.

24. ***Our Company's business relies on the reliable performance of its information technology systems and any interruption or abnormality in the same may have an adverse impact on our business operations and profitability.***

Our Company has an ERP system which integrates and collates data of purchase, sales, reporting, accounting, inventory, shipping etc. from across our branches, service centres and our warehouses. Our Company also relies on third party providers for providing data hosting services (partially cloud) and internet links. A downtime in services of any of these providers or if any of these software, hardware or applications become unavailable due to extended outages, interruptions or because they are no longer available on commercially reasonable terms, it could result in delays. Delays in order processing are reduced as our Company utilizes the physical billing procedure in case there is a downtime in the information technology systems. The physical billing procedure is subject to human errors and frauds, which may affect our reputation and profitability.

Our Company utilises its information technology systems to monitor all aspects of its businesses and relies to a significant extent on such systems for the efficient operation of its business, including, the monitoring of inventory levels, the allocation of products to warehouses and branches and budget planning. Our Company's information technology systems may not always operate without interruption and may encounter temporary abnormality or become obsolete, which may affect its ability to maintain connectivity with our branches and warehouses. We cannot assure you that we will be successful in developing, installing, running and migrating to new software systems or systems as required for its overall operations. Even if our Company is successful in this regard, significant capital expenditures may be required, and we may not be able to benefit from the investment immediately. Sales also may be affected if our customers are unable to access our price and product availability information. We also rely on the internet, and in particular electronic data interchange, for a large portion of our orders and information exchanges with the global technology brands we serve and our customers. Disruptions or slowdowns of the internet could impair our order processing or timely exchange of information with the global technology brands we serve and our customers. All of these may have a material adverse impact on our Company's operations and profitability.

Also, our Company cannot guarantee that the level of security it presently maintains is adequate or that its systems can withstand intrusions from or prevent improper usage by third parties. Also, our computer networks may be vulnerable to unauthorised access, computer hackers, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by third parties or employees. For further information on cyber-attacks we have witnessed, see "- *Our Subsidiary, ZNet Technologies Private Limited, is engaged in providing cloud computing services, and its technology and practices may face data privacy and security concerns. Software bugs, security breaches, and attacks on the systems of ZNet Technologies Private Limited could result in the improper disclosure and use of user data and interference with its users and customers' ability to use its products and services, harming our business operations and reputation*" on page 52. we cannot assure you that our security systems in place can prevent any such attacks in the future or that we will be able to handle such attacks effectively. Our Company's failure to continue its operations without interruption due to any of these reasons may adversely affect our Company's results of operations.

25. We rely on revenue generated from our lifestyle and IT essentials vertical and our Personal Computing, Enterprise and Cloud Solutions vertical for our sales revenue. Any sudden fall in the revenues from either of these verticals may adversely affect our financial condition and profitability.

We primarily operate the following two business verticals: (i) Personal Computing, Enterprise and Cloud Solutions ("**PES**"): Under this vertical we distribute personal computing devices, enterprise solutions, embedded designs/ products and cloud computing; and (ii) Lifestyle and IT essentials ("**LIT**"): This includes the distribution of products such as (i) components that include graphic cards, central processing units ("**CPUs**") and motherboards; (ii) storage and memory devices; (iii) lifestyle peripherals and accessories that include keyboard, mice, web cameras, monitors, wearables, casting devices, fitness trackers and gaming accessories; (iv) power equipment such as UPS and invertors; and (v) networking and mobility devices.

The table below sets forth details of our revenues across our business verticals for the periods indicated:

Vertical	Fiscal 2020		Fiscal 2021		Fiscal 2022		Six months ended September 30, 2022	
	Revenue from Operations as (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations as (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
PES – Personal computi	19,271.68	48.98%	33,460.58	56.47%	53,530.07	57.48%	28,477.28	56.68%

Vertical	Fiscal 2020		Fiscal 2021		Fiscal 2022		Six months ended September 30, 2022	
	Revenue from Operations as (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations as (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
ng, enterprise and cloud solutions								
LIT – Lifestyle and IT essentials	20,073.14	51.02%	25,789.90	43.53%	39,604.31	42.52%	21,760.81	43.32%
Total	**39,344.82**	**100.00%**	**59,250.48**	**100.00%**	**93,134.38**	**100.00%**	**50,238.09**	**100.00%**

We command significant market share in India in product categories such as processors (40%), pendrives (50%), hard drives (27%), keyboards and mice (20%), monitors (25%), UPS (10%), laptops (10%), desktops (15%), routers (30%), and switches (5%), in Fiscal 2022. (*Source: Technopak Report*) We believe we have been successful in these verticals due to our deep knowledge of product assortment, pricing dynamics and strong supplier relationships. Any changes in customer preferences, increased competition, change in margin by global technology brands, changing trends or any other reason, could decrease our revenue and profitability from these verticals and may result in an adverse effect on our business, financial condition and results of operations. In addition, any unforeseen circumstances that we may not be able to accurately identify to present, could lead to a similar fluctuation in our revenue and operating results.

26. Our Subsidiary, ZNet Technologies Private Limited, is engaged in providing cloud computing services, and its technology and practices may face data privacy and security concerns. Software bugs, security breaches, and attacks on the systems of ZNet Technologies Private Limited could result in the improper disclosure and use of user data and interference with its users and customers' ability to use its products and services, harming our business operations and reputation.

There are significant concerns about practices adopted by cloud computing services with regard to the collection, use, disclosure, or security of personal information or other data-privacy-related matters. The products and services provided by our Subsidiary involve the storage and transmission of proprietary and other sensitive information, and bugs, theft, misuse, defects, vulnerabilities in such products and services, and security breaches expose us to a risk of loss of this information, improper use and disclosure of such information, litigation, and other potential liability. Systems and control failures, security breaches, failure to comply with privacy policies set out by our Subsidiary, and/or inadvertent disclosure of user data could result in government and legal exposure, seriously harm our reputation and brand and, therefore, our business, and impair our Subsidiary's ability to attract and retain users or customers. We expect to continue to expend significant resources to maintain security protections that shield against bugs, theft, misuse, or security vulnerabilities or breaches.

Our Subsidiary may experience cyber-attacks and other attempts to gain unauthorized access to its systems. It may also experience future security issues, whether due to employee error or malfeasance or system errors or vulnerabilities in our or other parties' systems, which could result in significant legal and financial exposure. Government inquiries and enforcement actions, litigation, and adverse press coverage could harm our business. We may be unable to anticipate or detect attacks or vulnerabilities or implement adequate preventative measures. Attacks and security issues could also compromise trade secrets and other sensitive information, harming our business. In addition to our efforts to mitigate cyber-attacks, our Subsidiary makes significant investments in safety, security, and efforts to combat misuse of its services and unauthorized access to user data by third parties, including investigations and review of platform applications that could access the information of users of its services. While we have witnessed instances of attempted cyber-attacks in December 2022 and January 2023 which have been blocked by our firewalls, we cannot assure you that such attacks or security breaches will not occur or be successful in future. In addition, while we have dedicated significant resources to privacy and security incident response capabilities, including periodic cyberattack drills and security audits, our response process, particularly during times of a natural disaster or pandemic (including COVID-19), may not be adequate, may fail to accurately assess the severity of an incident, may not respond quickly enough, or may fail to sufficiently remediate an incident.

While we strive to comply with the relevant laws and regulations, and factor the costs for compliance into our budget and working capital requirements, the cost of compliance may be high and increase as laws and regulations become increasingly complex, or as we expand our nationwide network and distribution channels. Any failure to comply with laws and regulations can result in negative publicity and diversion of management time and effort and may subject us to significant liabilities and other penalties. As a result, we may suffer significant legal, reputational, or financial exposure, which could harm our business, financial condition, and operating results.

27. We enter into certain related party transactions in the ordinary course of our business and we cannot assure you that such transactions will not have an adverse effect on our results of operation and financial condition.

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. These transactions among others include sales, purchases, services, membership fee expenses, corporate social responsibility donations, salaries, wages and bonus to KMPs, salaries, wages and bonus to relatives of KMPs, contribution to provident fund and other funds, interest expenses, rent expenses, rent received, security deposit provided, borrowings availed, loans repaid, services availed, assets purchased, security deposits, other receivables and salary payables. All such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and have not been prejudicial to the interests of our Company. All related party transactions that we may enter into post-listing, will be subject to an approval by our Audit Committee, Board, or Shareholders, as required under the Companies Act and the SEBI Listing Regulations. 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, results of operations, cash flows and prospects. For instance, a member of our Promoter Group uses property that has been leased by our Company, and our Company uses certain properties that are leased from members of our Promoter Group, see *"Our Management—Interest in Property"* on page 261. Further, certain Promoter Group entities are beneficiaries of insurance policies that our Company pays for.

Vertical	**Fiscal 2020**		**Fiscal 2021**		**Fiscal 2022**		**Six months ended September 30, 2022**	
	Revenue from Operations (₹ million)	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**
Aggregate amount of related party transactions	330.46	0.84%	571.24	0.96%	2,251.91	2.42%	1,438.01	2.86%

For further information, see "*Summary of the Offer Document - Summary of Related Party Transactions*" and "*Restated Consolidated Financial Information - Related Party Disclosure – Note 44*" on pages 27 and 357 respectively.

28. Our growth strategy to expand into new geographic areas exposes us to certain risks, which if we are unable to manage, may have a material adverse effect on our operations.

We have a multi-channel pan-India distribution network and support our logistics and supply operations with our in-house infrastructure. Our pan-India distribution network includes 50 branches, 50 service centers and 62 warehouses covering 730 locations in India through an ecosystem of 8,657 Channel Partners, as of September 30, 2022. As a part of our strategy, we intend to deepen our penetration in the markets in which we currently participate and also enter into emerging markets. As part of our growth strategy, we may be exposed to risks, which may arise due to lack of familiarity and understanding of the economic conditions, demography, trends, consumer tastes and preference and culture of such areas. For further information, see "*Our Business - Strategies - Deepen penetration across India and widen channel network*" on page 231. The risks involved in entering new markets and expanding operations, may be higher than expected, and we may face significant competition in such markets.

The table below sets out information on the length of our agreements with certain key global technology brands we served, as of September 30, 2022.

Brands	**ASUS Global Pte. Ltd.**	**Logitech Asia Pacific Limited**	**Lenovo India Private Limited**	**HP India Sales Private Limited**	**Dell International Services India Private Limited**	**NVIDIA Corporation**	**Western Digital (UK) Limited**	**Intel Americas, Inc.**
No of Years of Relationship	24	10	12	11	6	6	6	9

Any potential expansions into new geographical regions, could subject us to additional risks associated with establishing and conducting operations, including:

- compliance with a wide range of laws, regulations and practices, including uncertainties associated with changes in laws, regulations and practices and their interpretation in that region;
- ability to understand consumer preferences and local trends in such new regions;
- exposure to expropriation or other government actions; and political, economic and social instability; and
- right location for setting up our branch, service centre or warehouse.

Further, there can be no assurance that even if we are able to successfully implement our plan to deepen geographical penetration, we may be able to effectively manage our expanded operations. If we are not able to manage the risk of such expansion it could have a material adverse effect on our operations.

29. We have branches, services centres, warehouses located across India and any adverse development affecting such regions may have an adverse effect on our business, prospects, financial condition and results of operations.

As of September 30, 2022, we had one of the largest ICT products distribution networks in India. (*Source: Technopak Report*) with 50 branches and 50 service centres across 50 cities in 28 States and Union Territories in India covering 730 locations. Further, as of September 30, 2022, our 62 warehouses have stored and distributed 10,195 SKUs. We may, in the future, purchase, operate or acquire more branches, service centres and warehouses depending on the utilisation and demand. We may also be required to cease operations at or close down branches in the event of reduced activity or under-utilization of our existing branches. For instance, we have closed two branches in the last three Fiscals and in the six months ended September 30, 2022, owing to reduced transactions at such branches. In effective utilization of our operational capabilities and ineffective utilization of our capacities could impact our business and performance. Any materially adverse social, political or economic development, natural calamities, civil disruptions, or changes in the policies of the state or local governments in the regions where we operate, or where we may in future purchase, operate or acquire service centres and warehouses, could adversely affect operations at our warehouses. Natural disasters such as earthquakes, extreme climatic or weather conditions such as floods or droughts, or diseases heightened or particular to the region, may adversely impact the supply of products and local transportation.

Any such adverse development affecting continuing operations at our warehouses could result in significant loss from inability to meet inventory schedules and service sales orders appropriately, which could materially affect our business reputation within the industry. Should our supply of products be disrupted, we may not be able to procure an alternate source of supply of products in time to meet the demands of our customers, or we may not be able to procure products of equal quality or on equally competitive terms, or at all. Such disruption to supply would materially and adversely affect our business, market share, profitability and reputation.

30. We may seek to expand our product portfolio and target emerging product areas. If such products do not witness demand that we expect them to, our business and results of operations may be adversely affected.

We plan to target emerging IT product segments in their developmental stages and establish product expertise allowing us to keep our broad product line current with emerging trends. For further information, see "*Our Business – Business Strategies*" on page 229. We expect that this will enable us to effectively introduce new technology to our reseller customers while simultaneously allowing us to establish a preferred position in servicing emerging global technology brands. We also intend to expand further in our embedded segment, and enter into new sub-segments such as printing and scanning solutions and associated software, and endpoint security. Our focus on such product diversification may expose us to new operational, regulatory and market risks as well as risks associated with additional capital requirements as well as other considerable risks, including:

- our inability to integrate new operations, personnel, products, services and technologies;
- unforeseen or hidden liabilities, including exposure to lawsuits associated with new product quality and sales;
- the diversion of resources from our existing businesses;
- failure to comply with laws and regulations as well as industry or technical standards of product categories into which we seek to diversify;
- our inability to generate sufficient revenues to offset the costs and expenses behind focussing our resources on the new product categories; and
- potential loss of, or harm to employees or customer relationships.

Any of these events could disrupt our ability to manage our business, which in turn could have a material adverse effect on our financial condition and results of operations. Such risks could also result in our failure to derive the intended benefits of the product diversification, and we may be unable to benefit from such expansion initiatives, which may adversely impact our growth and prospects.

31. We may be subject to employee unrest, slowdowns and increased wage costs, which may have an adverse effect on our business, operations, our cash flow and financial condition.

As of September 30, 2022, we have 1,322 employees, with 501 employees being dedicated sales and marketing personnel. In Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, we incurred employee benefits expense of ₹ 753.06 million, ₹ 787.41 million, ₹ 1,142.80 million and ₹ 664.51 million, respectively, amounting to 1.91%, 1.33%, 1.23% and 1.32% of our revenue from operations in the corresponding periods. As on the date of this Draft Red Herring Prospectus, our employees are not unionised. However, in the event that employees seek to unionise, it may become difficult for us to maintain flexible labour policies, which may increase our costs and adversely affect our business. We believe our employees and personnel are critical to maintain our competitive position. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. Although we have not experienced any labour unrest, we cannot assure you that we will not experience disruptions in our work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any employee unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. Due to the nature of our business, we need to hire temporary and contractual labourers which makes our operations vulnerable to regional labour unions. Further, our third-party suppliers may experience strikes or other labour disruptions and shortages that could affect our operations, possibly for a significant period of time, result in increased wages, shortage in manpower and other costs and otherwise have a material adverse effect on our business, results of operations or financial condition. These actions are very difficult for us to predict or control and any such event could adversely affect our business, results of operations and financial condition. A potential increase in the salary scale of our employees as a result of organisation or unrest, or a disruption in services from our employees or contract manufacturers due to potential strikes, could adversely affect our business operations and financial condition.

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

Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during stocking or delivery. Our industry typically encounters some inventory loss on account of employee theft, fraud and general administrative error. We have in the past experienced such incidents, including certain minor instances of theft. For further information, see "*Outstanding Litigation and Material Developments – Litigation involving our Company – Outstanding Criminal Litigation involving our Company – Criminal Proceedings by our Company*" on page 415. There can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition. In addition, while we have implemented safety measures such as CCTV cameras in key product handling vicinities to monitor the movement of inventory, instituting in-out systems and policies for employees, we cannot assure you that such measures will be effective or that we will not experience such incidents in the future.

Additionally, in case of losses due to theft, fire, breakage or damage caused by other casualties, there can be no assurance that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have an adverse effect on our business, results of operations and financial condition. In addition, if we file claims under an insurance policy it could lead to increases in the insurance premiums payable by us or the termination of coverage under the relevant policy.

33. Non-compliance with, and changes in, safety, health, environmental, labour and other laws could adversely affect our business, results of operations and cash flows.

We are, and may be, subject to a broad range of safety, health, environmental and labour laws in the jurisdictions in which we operate in the ordinary course of our business. Such laws often impose such liability without regard to whether the owner or operator knew of, or was responsible for, any environmental damage or pollution and the presence of such substances or materials. Failure to comply with these laws can result in penalties or other sanctions. Finally, future laws, ordinances or regulations and future interpretations of existing laws, ordinances or regulations may impose additional material environmental liability. While we believe we are in compliance in all material respects with all applicable safety, health and environmental laws and regulations, the discharge hazardous substances or other pollutants as a result of us disposing of goods or waste, particularly electronic waste, into the air, soil or water may nevertheless cause us to be liable to the Government of India or to third parties. In addition, we may be required to incur costs to remedy the damage caused by such discharges, pay fines or other penalties for non-compliance, which may adversely affect our financial condition and results of operations. Similarly, we may be subject to penalties if we are not in compliance with labour legislations and fail to make appropriate contributions as required by law. Accordingly, compliance with, and changes in, safety, health, environmental and labour laws may increase our compliance costs and as a result adversely affect our financial condition and results of operations.

34. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.

The following table sets forth certain information relating to our restated consolidated statements of cash flows for the periods indicated:

Particulars	**Fiscal 2020**	**Fiscal 2021**	**Fiscal 2022**	**Six month period ended September 30, 2022**
	(₹ million)			
Net cash generated/ (used) in operating activities	816.62	(1,094.69)	(3,148.21)	(998.00)

For the six months ended September 30, 2022, our restated profit before tax was ₹ 894.08 million, which was primarily adjusted for finance costs of ₹ 398.36 million, foreign exchange loss of ₹ 40.68 million and depreciation and amortization expense of ₹ 72.68 million. Our working capital adjustments to our net cash flows used in operating activities for the six months ended September 30, 2022 primarily comprised an increase in inventories of ₹ 5,945.13 million and an increase in trade and other receivables of ₹ 629.41 million, partially offset by an increase in trade payables and other liabilities of ₹ 5,492.83 million. In Fiscal 2022, our restated profit before tax was ₹ 2,398.47 million, which was primarily adjusted for finance costs of ₹ 536.84 million, foreign exchange loss of ₹ 81.67 million and depreciation and amortization expense of ₹ 116.86 million. Our working capital adjustments to our net cash flows used in operating activities in Fiscal 2022 primarily comprised an increase in inventories of ₹ 6,267.71 million and an increase in trade and other receivables of ₹ 3,627.66 million, partially offset by an increase in trade payables and other liabilities of ₹ 4,977.57 million. For further information, see "*Restated Consolidated Financial Information*" on page 290.

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows*" on page 375.

35. As of September 30, 2022, we had contingent liabilities which have not been provided for in our financial statements and could adversely affect our financial condition.

As of September 30, 2022, our contingent liabilities that have not been accounted for in the Restated Consolidated Financial Information, were as follows:

Particulars	As of September 30, 2022 (₹ million)
(i) Bank guarantees	1,458.32
(ii) Letters of Credit	1,101.83
(iii) Bills pending for collection	183.49
(iv) Claims not acknowledged as debts	15.23
(v) Disputed Tax demands	
-Direct Tax	15.77
-Indirect Tax	1,276.15
Total	**4,050.79**

1. No Provision have been made for disputed claims against us not acknowledged as debts, as the management is hopeful of successfully contesting the same in appeal.
2. Future cash outflows in respect of the above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities. We do not expect the outcome of the matters stated above to have material adverse impact on our financial condition, results of operation or cash flows. We do not envisage any likely reimbursement in respect of the above.

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. For further information, see "*Restated Consolidated Financial Information – Note 38*" on page 352.

36. Some of our branches, service centres and warehouses are located on premises held by us on a leasehold basis. We cannot assure you that the lease deeds governing these premises will be renewed upon termination or that we will be able to obtain other premises on same or similar commercial terms.

While our Registered and Corporate Office is located on our owned property, certain of our branches, services centres and warehouses are located on leasehold premises, and the agreements governing the premises may expire in the ordinary course. The respective leases for our branches, service centres and warehouses have a term ranging between one year and nine years, and certain of these lease deeds are also with related parties, on an arms' length basis. We cannot assure you that we will continue to be able to continue operating out of our existing premises or renew our existing leases on acceptable terms or at all. Any such event may adversely impact our operations and cash flows and may divert management attention from our business operations. In case of any deficiency in the title of the owners from whose premises we operate, breach of the contractual terms of any lease deed, or leave and license agreements, or if any of the owners of these premises do not renew the agreements under which we occupy the premises, or if they seek to renew such agreements on terms and conditions unfavorable to us, or if they terminate our agreements, we may suffer a disruption in our operations and will have to look for alternate premises. For instance, we have received a legal notice on December 28, 2022 in connection with our branch in Jabalpur claiming that our tenancy of the relevant plot is illegal since the lessor did not have authorization to lease out the plot and was restrained from doing so by an order of a city civil court.

In addition, certain of our lease deeds include provisions specifying fixed increases in rental payments over the respective terms of the lease deeds. While these provisions have been negotiated and are specified in the lease deeds, they will increase our costs of operation and therefore may materially and adversely affect our results of operation if we are not able to consistently increase our sales for the subsequent years.

Where we do not have an option to renew a lease deed, we must negotiate the terms of renewal with the lessor, who may insist on a significant modification to the terms and conditions of the lease deed. If a lease deed is renewed at a rate substantially higher than the existing rate, or if any existing favourable terms granted by the lessor are not extended, we must determine whether it is desirable to renew on such modified terms. If we are unable to renew leases for our sites on acceptable terms or at all, we will have to close or relocate the relevant facility, which would eliminate the sales/services that those facilities would have contributed to our revenues during the period of closure, and could subject us to construction, renovation, relocation and other costs and risks.

We may be delayed or be unable to enter a definitive lease deed for various reasons, some of which are beyond our control, which may result in us not being able to recover deposits placed with relevant owners. Further, in the event such letters of intent lapse or are terminated, we may have to identify suitable alternate locations for which we may have to expend significant time and resources. In addition, lease deeds are required to be duly registered and adequately stamped under Indian law and if one of our lease deeds is not duly registered and adequately stamped, we may face challenges in enforcing them and they may be inadmissible as evidence in a court in India subject to penalties along with the requisite stamp duty prescribed under applicable Indian law being paid. For instance, lease deeds for our branches in Kolkata, Chennai, Jaipur, Guwahati and Bhubaneshwar have not been registered.

37. *One of our Subsidiaries, ZNet Technologies Private Limited, has incurred losses after tax in the last three Fiscals and the six month period ended September 30, 2022.*

Our Subsidiary, ZNet Technologies Private Limited, has incurred losses after tax in the last three Fiscals and in the six month period ended September 30, 2022, as set forth in the table below:

Subsidiary	**Fiscal**			**Six month period ended September 30, 2022**
	2020	**2021**	**2022**	
	(₹ million)			
ZNet Technologies Private Limited	(27.76)	(21.89)	(22.38)	(84.35)

There can be no assurance that ZNet Technologies Private Limited or any of our Subsidiaries will not incur losses in the future which may have an adverse effect on our reputation and business. For further information regarding our Subsidiaries, see "*History and Certain Corporate Matters*" on page 249.

38. *Our previous Statutory Auditors have included matters of emphasis on the basis of preparation of special purpose consolidated financial statements.*

Our previous Statutory Auditors have included the following Emphasis of Matters in the audit reports on our special purpose consolidated financial statements:

Fiscal 2021:

"We draw attention to Note 1.2 to the 2021 Special Purpose Consolidated Ind AS Financial Statements, which describes the purpose and basis of preparation. The 2021 Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information in relation to the proposed initial public offering of the Company and to comply with the SEBI Communication. As a result, the 2021 Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any another purpose. The 2021 Special Purpose Consolidated Ind AS Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing.

Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent. Our opinion is not modified in respect of this matter."

Fiscal 2020:

"We draw attention to Note 1.2 to the 2020 Special Purpose Consolidated Ind AS Financial Statements, which describes the purpose and basis of preparation. The 2020 Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information in relation to the proposed initial public offering of the Company and to comply with the SEBI Communication. As a result, the 2020 Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any another purpose and are also not financial statements prepared pursuant to any requirements under section 129 of the Act. The 2020 Special Purpose Consolidated Ind AS Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing.

Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent. Our opinion is not modified in respect of this matter."

Other than as mentioned above, there are no adverse reservations/ qualifications/ adverse remarks/ made by our previous Statutory Auditors in their auditor's reports on the audited financial statements as of and for the years ended March 31, 2020, and 2021, or by our Statutory Auditors as of and for the year ended March 31, 2022 and the six month period ended September 30, 2022. There can be no assurance that any similar emphasis of matters will not form part of our financial statements for future periods.

39. Our international operations expose us to complex management, legal, tax and economic risks. Our purchase and supply arrangements may be governed by the laws of foreign jurisdictions and disputes arising from such arrangements may be subject to the exclusive jurisdiction of foreign courts.

We have entered, and we may in the future enter, into purchase and supply agreements that are governed by laws outside India. Accordingly, we are subject to risks inherent in operating abroad, such as exposure to foreign currencies and the attendant risks, including exchange rate volatility and translation risk arising from foreign currency transactions being translated into Indian rupees for the purposes of our consolidated financial statements. We will also be subject to laws of any other country in which we may operate in future, which may differ in various respects from similar Indian laws and may require us to expend additional resources and engage advisors in the relevant jurisdictions to ensure compliance with applicable laws and the regulatory regime at all times. We may be exposed to such risks in course of our operations in Singapore as well. We have acquired 75.74% stake in our Singapore subsidiary as of November 15, 2022 compared to our stake of 51.46% as of March 31, 2022, and consequently may be exposed to additional risks stemming from our increased control. We may not be familiar with the tax regime in the relevant countries, and may not be able to procure expert advice in a timely manner, or at all. We may be exposed to the risk of penalties for non-compliance with legal requirements in our day to day operations.

In addition, to the extent our purchase and supply arrangements are governed by laws of territories outside India, disputes arising from such arrangements are subject to the exclusive jurisdiction of courts situated in such territories. There can be no assurance that we will be able to contest such disputes effectively, or that such courts will determine disputes in accordance with Indian legal precedents which we may be more familiar with.

We may also undertake transactions in countries or with persons that are subject to international sanctions. This may in turn open us to regulatory action. As a consequence, our international operations may expose us to adverse effects on our financial condition and results of operations.

40. Grants of stock options under any employee stock option plans may result in a charge to our statement of profit and loss and, to that extent, reduce our profitability and financial condition.

As on the date of this Draft Red Herring Prospectus, we have not granted options under our ESOP plan. However, we may in future grant options or establish additional employee stock option schemes or plans, under which eligible employees may participate, subject to the requisite approvals having been obtained. Grants of stock options result in a charge to our statement of profit and loss and reduce, to that extent, our reported profits in such periods.

Under Ind AS, based on share based payments expenses recognized under Ind AS, the grant of stock options under ESOPs will result in a charge to our profit and loss account equal to the fair value of options as at the date of grant.

41. ***We are dependent on certain of our Promoters, our senior management team, and Key Managerial Personnel, and the loss of our Key Managerial Personnel or senior management may adversely affect our growth and performance.***

We are dependent on the continued contributions of certain of our Promoters, Krishna Kumar Choudhary, Sureshkumar Pansari, Kapal Suresh Pansari and Keshav Krishna Kumar Choudhary, who have spearheaded our growth. We believe that the inputs and experience of our senior management and key managerial personnel are valuable for the growth and development of business and operations and the strategic directions taken by our Company. In addition, while we remunerate our senior and key managerial personnel based on bottom line performances to maintain lower costs, we may need to increase their overall compensation and other benefits in order to attract and retain such personnel in the future and that may affect our costs and profitability. While there have not been any resignations or changes to our key managerial personnel in the past three Fiscals and in the six month period ended September 30, 2022, except as disclosed in "*Our Management - Changes in the Key Managerial Personnel during the last three years*" on page 279, we cannot assure you that we will be able to retain these individuals or find adequate replacements in a timely manner, or at all.

42. ***We have incurred indebtedness and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition. Further, certain of our financing agreements involve variable interest rates and an increase in interest rates may adversely affect our results of operations and financial condition.***

Some of the financing arrangements entered into by us include conditions that require our Company to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions. As of September 30, 2022, we had total outstanding consolidated financial indebtedness of ₹ 12,756.35 million. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from or intimations to certain lenders include, amongst others, (i) undertaking or permitting any merger, de-merger, consolidation, reorganization, scheme of arrangement or compromise with its creditors or shareholders or any class of them or effecting any scheme of amalgamation or reconstruction including creation of any subsidiary or permitting any company to become its subsidiary; (ii) making any investment whether by way of deposits, loans or investments in share capital or otherwise, in any concern; (iii) effecting any change in the capital structure in any manner whatsoever; (iv) undertaking any new business or operations or project or diversification, modernization or substantial expansion of existing businesses or operations or of any project during the currency of the facilities; (v) any change in the directors, beneficial owners, management or managerial remuneration of the borrower; (vi) any change in ownership/ control of the borrower; (vii) making any investment (excluding fixed deposits, mutual funds or similar nature investments) beyond a stipulated limit in a particular financial year; (viii) entering into any management contract or similar arrangement whereby its business or operations are managed by any other person; (ix) amending provisions of major constitutive documents or change in constitution; (x) any acquisition or investment in a company by our Subsidiaries or our Company, except where such acquisition or investment is made in the ordinary course of trading; (xi) dilution in the shareholding of promoters in our Company; (xii) availing any further loan or facility and/ or undertaking any guarantee obligations on behalf of any third party. While we have received all relevant consents required for the purposes of this Offer and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. While we have not defaulted on any covenants in financing agreements in the past three Fiscals and in the six months period ended September 30, 2022, we cannot assure you that this will continue to be the case in the future. We may avail of non-fund based bank guarantees which contain restrictive covenants, which may in turn adversely affect our business, results of operations, cash flows and financial condition.

A failure to observe the covenants under our financing arrangements or to obtain necessary consents/ waivers, constitute defaults under the relevant financing agreements and will entitle the respective lenders to declare a default against us and enforce remedies under the terms of the financing agreements, that include, among others, acceleration of amounts due under such facilities, enforcement of any security interest created under the financing agreements and taking possession of the assets given as security in respect of the financing agreements. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. A default by us under the terms of any financing agreement may also trigger a cross-default under some of our other financing agreements, or any other agreements or instruments of our containing cross-default provisions, which may individually or in aggregate, have an adverse effect on our operations, financial position and any credit ratings. For further information regarding our borrowings, see "*Financial Indebtedness*" on page 411.

Changes to government policies may create restrictions on our ability to raise capital. Further, we are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. Further, under certain of our financing agreements, the lenders are entitled to charge the applicable rate of interest, which is a combination of a base rate/MCLR rate that depends upon the policies of the RBI and a contractually agreed spread, and in the event of an adverse change in our Company's credit risk rating. Further, in recent years, the GoI has taken measures to control inflation, which included tightening the monetary policy by raising interest rates. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows, and financial condition.

43. Certain unsecured loans have been availed by us which may be recalled by lenders.

As of September 30, 2022, we had availed unsecured loans aggregating to ₹ 195.84 million, from certain of our Promoters, members of the Promoter Group and other persons. Any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to acceleration of payments under such credit facilities, which may adversely affect our Company. For further information, see "*Financial Indebtedness*" on page 411.

44. We may not be able to successfully undertake or integrate our acquisitions or investments, which may negatively affect their performance and respective contributions to our results of operations.

Changes to governmental policies may create restrictions on our ability to enter into acquisition transactions with non-Indian companies. If we undertake any strategic acquisitions or make any investments, there can be no assurance that we will be able to successfully integrate our acquisitions or anticipate and overcome the challenges arising from any acquisition and investment. In integrating the companies or businesses that we acquire, we may encounter challenges such as legal, regulatory, contractual, or labour issues; difficulties arising from the consolidation of corporate and administrative functions, and difficulties in integrating finance and accounting systems, policies and procedures. Integrating, synergising and consolidating our acquisitions and investments and managing any complementary business, assets and technologies, may take significant time and resources and, even if successful, may not yield their expected benefits. There is no assurance that we can effectively integrate new acquisitions with our current operations.

We may not be able to transfer skills and experience from one market to another, or recruit, train and retain skilled and qualified management personnel, administrative, sales and marketing personnel or be able to deliver consistent quality of service across the markets we expand into. The failure to successfully integrate any acquired businesses may result in damage to our reputation and/or lower levels of revenue, earnings or operating efficiencies than those we have achieved or might have achieved if we had not acquired such businesses. Furthermore, even if we are able to integrate the former operations of acquired businesses successfully, we may not be able to realise the potential cost savings, synergies and revenue enhancements that were anticipated from the integration, either in the amount or within the time frame that we expect, and the costs of achieving these benefits may be higher than, and the timing may differ from, our expectations. Acquired businesses may have unknown or contingent liabilities, including liabilities for failure to comply with laws and regulations or unforeseen legal, contractual, labour or other issues, and we may become liable for the past activities of such businesses.

If we fail to integrate businesses that we acquire successfully in the future, manage the growth in our business pursuant to such acquisition or realise anticipated cost savings, synergies or revenue enhancements associated with such acquisitions, our ability to compete effectively, our business, financial condition and results of operations may be materially adversely affected. Once the acquired businesses are operational, we may experience a gestational period where losses are incurred in the initial financial periods after commencing operations.

45. We rely on financing from banks or financial institutions to carry on our business operations, and inability to obtain additional financing on terms favourable to us or at all could have an adverse impact on our financial condition. If we are unable to raise additional capital, our business and future financial performance could be adversely affected.

As of September 30, 2022, we had total outstanding consolidated financial indebtedness of ₹ 12,756.35 million. Our existing operations and execution of our business strategy may require substantial capital resources and we may incur additional debt to finance these requirements in the future. However, we may be unable to obtain sufficient financing on terms satisfactory to us, or at all. If interest rates increase it will be more difficult to obtain credit. We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We cannot assure you that we will have sufficient capital for our current operations, any future expansion plans that we may have and our ability to complete such expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any unfavourable change to terms of borrowings may adversely affect our cash flows, results of operations and financial conditions. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, financial condition and cash flows could be adversely affected.

There can be no assurance that we will be able to comply with our current financing agreements or continue to access funds, including by way of short-term borrowings, on acceptable terms or at all. While we seek to mitigate against such risks by exploring favourable funding options from banks/financial institutions, there is no assurance that we will be successful in doing so. Any failure to obtain the requisite funds to meet our requirements or expand or modernize existing capabilities could result in our inability to effectively compete with other players in the healthcare industry, which could have a material adverse effect on our profitability, cash flows and results of operations.

46. Any downgrade in our credit ratings could increase our borrowing costs, affect our ability to obtain financing, and adversely affect our business, results of operations and financial condition.

The cost and availability of our capital depends on our credit ratings. Credit ratings reflects the opinion of the rating agency on our management, track record, diversified clientele, increase in scale and operations and margins, medium term revenue visibility and operating cycle. CRISIL Ratings has assigned us a long term rating of 'CRISIL A/Positive' and a short term rating of CRISIL A1 to our bank facilities *vide* its ratings rationale dated November 7, 2022.

While we have not had any downgrade in our credit ratings in the past three Fiscals and in the six month period ended September 30, 2022, we cannot assure you that this will continue to be the case in the future. Any downgrade in our credit ratings could increase borrowing costs, result in an event of default under our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business, results of operations, financial condition and cash flows. In addition, any downgrade in our credit ratings could increase the probability that our lenders impose additional terms and conditions to any financing or refinancing arrangements we enter into in the future and adversely affect our business, results of operations and financial condition.

47. Our growth and profitability depend on the level of consumer confidence and spending in India and the overseas jurisdictions in which we operate.

Our results of operations are sensitive to changes in overall economic and political conditions that impact consumer spending. The Indian ICT market, in particular, is very sensitive to broad economic changes, and retail purchases tend to decline during recessionary periods. Many factors outside of our control, including interest rates, volatility of India's and the world's stock markets, inflation, tax rates and other government policies, and unemployment rates can affect consumer confidence and spending. The domestic and international political environments, including conflicts, political turmoil or social instability, may also affect consumer confidence and reduce spending, which could affect our growth and profitability.

48. We may be subject to risks of infringement claims.

While we take care to ensure that we comply with the intellectual property rights of third parties, we cannot determine with certainty whether we are infringing upon any existing third-party intellectual property rights. We cannot assure you that we will not be involved in such intellectual property disputes in the future, including disputes relating to our pending trademark applications. We may also be exposed to claims resulting from potential infringement by global technology brands whose products we distribute. For instance, our Subsidiary is a party to a trademark infringement related matter which is not quantifiable at this stage. For further information, see "*Legal and Other Information - Outstanding Litigation and Material Developments – Other Civil Litigation against our Subsidiaries*" on page 419.

Any intellectual property claims, with or without merit, could be very time-consuming, could be expensive to settle or litigate and could divert our management's attention and other resources. These claims could also subject us to significant liability for damages, potentially including enhanced statutory damages if we are found to have wilfully infringed intellectual property rights. While such claims by third parties have not been made to us historically, the occurrence of any of the foregoing would adversely affect our business operations and financial results.

49. If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

Further, our operations are subject to anti-corruption laws and regulations. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. For instance, we rely on third party service providers and external agencies for transportation, loading and unloading of material, and for the provision of skilled personnel. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation. As we continue to grow, there can be no assurance that there will be no instances of non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

50. Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilize the Net Proceeds towards (i) prepayment or scheduled re-payment of a portion or all of certain outstanding borrowings availed by our Company; (ii) funding working capital requirements of our Company; and (iii) general corporate purposes in the manner specified in "*Objects of the Offer*" on page 122. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in the Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

51. ***Our business is subject to seasonal and cyclical volatility due to which there may be fluctuation in the sales of products which could lead to higher closing inventory position, which may adversely affect our business.***

We offer products that our consumers require and our success is dependent on our ability to meet our consumers' requirements. The corporate consumer spending is heavily dependent on the economy and, to a large extent, during festival periods and the end of the financial year, in the months of September and March. Any year also has phases of lean sales. We have historically experienced seasonal fluctuation in our sales, with higher sales volumes associated with the festive period in the third quarter of each Fiscal, owing to the culture of buying large value assets around festive seasons. These seasonal variations in consumer demand subjects our business to a considerable degree of volatility. As a result, our revenue and profits may vary during different quarters of the financial year and certain periods may not be indicative of our financial position for a full financial year or future quarters or periods and may be below market expectations. Further, any unanticipated decrease in demand for our products during our peak selling season could result into higher closing inventory position, which may lead to sale and liquidation of inventory getting delayed against the trajectory under normal course of business, which could adversely affect our financial position and business operations. Fluctuations in the technology distribution market affect the inventory owned by us, since merchandise usually must be manufactured and stored in advance of the season and frequently before the trends are evidenced by customer purchases. In addition, the cyclical nature of the technology distribution business requires us to carry a significant amount of inventory, especially prior to peak selling seasons when we build up our inventory levels. For instance, we build up inventory during the festive season, during school reopening periods, bi-annual or annual business closures.

Also, since our business is seasonal in nature, we are vulnerable to non-availability of products during the peak season when there is high demand for ICT products. Such instances may lead to our customers approaching our competitors which may, in turn, lead to a reduction in our customer base. Further, we will be vulnerable to demand and pricing shifts and to suboptimal selection and timing of merchandise production. If sales do not meet expectations, too much inventory may lower planned margins. The occurrence of these events could adversely affect our cash flows, financial condition and business operations.

52. ***Our Promoters, certain of our Directors and Key Managerial Personnel are interested in our Company's performance in addition to their remuneration and reimbursement of expenses.***

In addition to regular remuneration or benefits and reimbursement of expenses, our Promoters, certain of our Directors and KMPs of our Company are otherwise interested in our Company. This interest is to the extent of their shareholding in our Company, their rights to the extent of any dividends, bonuses or other distributions on such Equity Shares, their rights in relation to certain properties leased by them to our Company along with their rights with respect to certain unsecured loans extended by them and other related parties to our Company, certain leased by our Company to entities in which they are interested and insurance policies of our Company where certain entities in which they are interested are beneficiaries of such policies. We cannot assure you that our Promoters, Directors and our KMPs will exercise their rights as Shareholders to the benefit and best interest of our Company. As Shareholders of our Company, our Promoters, Directors or KMPs may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management*" and "*Our Promoters and Promoter Group*" on pages 254 and 280, respectively.

53. Our Promoters, Directors, Key Managerial Personnel and other key executives of our Company and Subsidiaries may enter into ventures that may lead to real or potential conflicts of interest with our business. Further, conflicts of interest may arise out of common business objects between our Company, Subsidiaries and Group Companies.

A conflict of interest may occur between our business and the business of such ventures in which our Promoters, Directors, Key Managerial Personnel and other key executives of our Company and Subsidiaries are involved with, which could have an adverse effect on our operations. Our Promoters, Directors, Key Managerial Personnel and related entities may compete with us and have no obligation to direct any opportunities to us. We cannot assure you that these or other conflicts of interest will be resolved in an impartial manner.

Some of our Subsidiaries may have common business objects with our Company. For instance, Rashi Peripherals Pte. Ltd. also distributes ICT products and has common business objects with our Company, and two of our Promoters namely, Krishna Kumar Choudhary and Sureshkumar Pansari are shareholders of Rashi Peripherals Pte. Ltd. We cannot assure you that there will not be any conflict of interest between our Company or our Subsidiaries or Group Companies. There can be no assurance that such entities will not compete with our existing business or any future business that we might undertake or that we will be able to suitably resolve such a conflict without an adverse effect on our business and financial performance.

54. Our insurance cover may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage.

Our insurance policies currently cover our inventory and our warehouses and transit of goods from our warehouses to our branches / customers. Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain business risks. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, financial condition and results of operations could be adversely affected.

We could face liabilities or otherwise suffer losses should any unforeseen incident such as fire, flood, and accidents affect our branches, warehouses, service centres or corporate offices are located. Although we maintain insurance coverage such as fire policy, burglary policy for our inventory, and insurance for our employees, there are possible losses, which we may not have insured against or covered or wherein the insurance cover in relation to the same may not be adequate. We have also obtained liability insurance for our directors. We may face losses in the absence of insurance and even in cases in which any such loss may be insured, we may not be able to recover the entire claim from insurance companies. While there have not been any such instances in the past three Fiscals and in the six month period ended September 30, 2022 where our claims have exceeded the coverage amount, any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us. As of March 31, 2020, 2021 and 2022 and as of September 30, 2022, the aggregate coverage of the insurance policies on property plant and equipment obtained by us was ₹ 100.24 million, ₹ 91.31 million, ₹ 174.05 million and ₹ 169.17 million, which constituted 19.16%, 16.51%, 29.95% and 31.00% of our net block of property, plant and equipment and capital work-in-progress, respectively.

While we believe that we have obtained insurance against losses which are most likely to occur in our line of business, there may be certain losses which may not be covered by the Company, which we have not ascertained as on the date. Therefore, we cannot assure you that we will continue to accurately ascertain and maintain adequate insurance policies for losses that may be incurred in the future. For further information on the insurance policies availed by us, see "*Our Business - Insurance*" on page 242.

55. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Technopak Advisors Private Limited exclusively commissioned and paid for by us for such purpose.

We have availed the services of an independent third-party research agency, Technopak Advisors Private Limited, appointed by our Company on September 23, 2022, to prepare an industry report titled "*Industry Report on ICT Distribution in India*" dated January 5, 2023 for purposes of inclusion of such information in this Draft Red Herring Prospectus to confirm our understanding of the industry in which we operate. The Technopak Report is a paid report and is subject to various limitations and based upon certain assumptions that are subjective in nature. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. The Technopak Report uses certain methodologies for market sizing and forecasting. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. Given the scope and extent of the Technopak Report, disclosures are limited to certain excerpts and the Technopak Report has not been reproduced in its entirety in this Draft Red Herring Prospectus, but is available on the website of the Company at https://rptechindia.com/page/investor. For further information, including disclosures made by Technopak Advisors Private Limited in connection with the preparation and presentation of their report, see "*Certain Conventions, Use of Financial Information, Industry and Market Data and Currency of Presentation*" on page 17.

56. The average cost of acquisition of Equity Shares by the Promoters may be less than the Offer Price.

The average cost of acquisition of Equity Shares by the Promoters may be less than the Offer Price. The details of the average cost of acquisition of Equity Shares held by the Promoters are set out below:

S. No.	Name of the Promoter	Number of Equity Shares held on a fully diluted basis	Average cost of acquisition per Equity Shares* (in ₹)
1.	Krishna Kumar Choudhary	1,296,750	1.89
2.	Sureshkumar Pansari	5,223,750	0.48
3.	Kapal Suresh Pansari	3,087,000	Nil**
4.	Keshav Krishna Kumar Choudhary	7,392,000	Nil**
5.	Chaman Pansari	2,394,000	Nil**
6.	Krishna Kumar Choudhary (HUF)	5,772,753	0.39
7.	Suresh M Pansari HUF	1,652,532	0.39

As certified by Pipara & Co LLP, Chartered Accountants, by way of their certificate dated January 18, 2023.
**Average cost of acquisition has been arrived at by considering only the cost of shares allotted to the promoters on account of further issue and bonus issue, transfers, i.e. cost paid by promoter for acquisition by way of subscription, bonus issue and acquisition from another shareholder divided by the total number of equity shares acquired by the above transactions.*

The selling price of the shares transferred by the respective promoters to others is not netted off while calculating the average cost of acquisition. While calculating the weighted average price of the shares in the hands of the individual, the cost of shares were considered as the price paid to the transferor against such acquisition of shares.
*** No consideration has been paid as the same is acquired by way of gift and bonus shares.*

Notes:
(i) For the purpose of calculation of average cost of acquisition, the sub-division of shares has not been considered as an acquisition but the effect of such sub-division has been given for the purpose of average cost of acquisition as appearing in the above table The Company has multiplied the shares acquired before sub-division of shares, i.e. shares acquired before February 22, 2022 by two for the computation of average cost of acquisition
(ii) For determining the holding of individual promoters, shareholding of the Promoters includes equity shares held as first-holders only. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any joint shareholding.

57. Our Promoters and Promoter Group will continue to exercise significant influence over us after completion of the Offer.

As on the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group held 99.99% of the issued and outstanding equity share capital of our Company. Post listing, our Promoters and Promoter Group will continue to exercise significant influence over us through their shareholding after the Offer. In accordance with applicable laws and regulations, our Promoters will have the ability to exercise, directly or indirectly, a significant influence over our business.

58. ***We face foreign exchange risks that could adversely affect our results of operations and cash flows.***

We have foreign currency payables for and the sale of our products, and are therefore, exposed to certain foreign exchange risk between the Indian Rupee and U.S. dollars and other foreign currencies. We have not adopted a formal hedging policy. Any significant fluctuation in the value of the Indian Rupee against such currencies including as noticed recently in the case of the US Dollar, may adversely affect our results of operations. While we may pass on foreign exchange risks to our corporate customers in terms of pricing, we cannot assure you that we will successfully be able to do so to a sufficient degree, if at all, or that our financial condition will not be negatively impacted by any adverse foreign exchange fluctuations. Any appreciation of foreign currencies against the Indian Rupee may result in reduction of our margins and consequently have an adverse effect on business and result of operations. Also see, "*Financial Information – Note 42: Financial Risk Management*" on page 355.

59. Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures and the terms of our financing arrangements.

Any dividends to be declared and paid in the future are required to be recommended by our Company's Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We have paid dividends of ₹ 2.40 million, ₹ nil, ₹ 0.99 million and ₹ 1.05 million in Fiscal 2020, 2021, 2022 and the six month period ended September 30, 2022. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Shareholders in future consistent with our past practices, or at all. For information pertaining to dividend declared by our Company in the past, see "*Dividend Policy*" on page 289 of this Draft Red Herring Prospectus.

60. ***We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the Indian information technology distribution industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.***

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of Indian information technology distribution industry, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Draft Red Herring Prospectus.

These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on page 397.

External Risks

Risks Related to India

61. ***Recent global economic conditions have been challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our equity shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

62. ***Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.***

Natural disasters (such as typhoons, flooding, and/or earthquakes), epidemics, pandemics such as COVID-19, and man-made disasters, including acts of war, terrorist attacks, and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, and results of operations. Recent developments in the ongoing conflict between Russia and Ukraine has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. Our operations may be adversely affected by fires, natural disasters, and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity, and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic, and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares. A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1, and H1N1 strains of influenza in birds and swine and more recently, the SARS-CoV-2 virus and the monkeypox virus. A worsening of the current outbreak of the COVID-19 pandemic or future outbreaks of SARS-CoV-2 virus or a similar contagious disease could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

63. ***Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business and results of operations.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

64. ***Changing laws, rules or regulations and legal uncertainties including taxation laws, or their interpretation, such changes may significantly affect our financial statements.***

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect the industry in which we operate, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could lead to fluctuation of prices of raw materials and thereby increase our operational cost. For information on the laws applicable to us, see "*Key Regulations and Policies*" on page 244.

The Income Tax Act, 1961 ("**IT Act**") was amended to provide domestic companies an option to pay corporate income tax at the effective rate of approximately 25.17% (inclusive of applicable surcharge and health and education cess), as compared to effective rate of 34.94% (inclusive of applicable surcharge and health and education cess), provided such companies do not claim certain specified deductions or exemptions. Further, where a company has opted to pay the reduced corporate tax rate, the minimum alternate tax provisions would not be applicable. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. Due to the COVID -19 pandemic, the GoI had also passed the Taxation and Other Laws (Relaxation of Certain Provisions) Act, 2020, implementing relaxations from certain requirements under, amongst others, the Central Goods and Services Tax Act, 2017 and Customs Tariff Act, 1975.

Further, with the implementation of GST, we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer thereby limiting our benefits. In order for us to utilise input credit under GST, the entire value chain has to be GST compliant, including us. While we are and will continue to adhere to the GST rules and regulations, there can be no assurance that our suppliers and dealers will do so. Any such failure may result in increased cost on account of non-compliance with the GST and may adversely affect our business and results of operations.

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and health and education cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, the GoI has amended the IT Act to abolish the DDT regime. Accordingly, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

Further, the GoI has notified the Finance Act, 2022 ("**Finance Act**"), which has introduced various amendments to the IT Act. As such, there is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations, and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Similarly, changes in other laws may require additional compliances and/or result in us incurring additional expenditure. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

65. ***Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, United States, United Kingdom, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

66. ***If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate thereby reducing our margins.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

67. We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows, and prospects.

68. ***Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Book Running Lead Managers or any of their directors and executive officers in India respectively, except by way of a law suit in India.***

Our Company is a company incorporated under the laws of India and all of our Directors are located in India. All of our Company's assets, our Key Managerial Personnel and officers are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Code of Civil Procedure, 1908 ("**CPC**"). The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

Risks Relating to the Equity Shares and this Offer

69. ***The trading volume and market price of the Equity Shares may be volatile following the Offer.***

Conditions in the Indian securities market may affect the price or liquidity of the Equity Shares. Further, the market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

70. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.*

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

71. *Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

The Finance Act, 2020 ("**Finance Act 2020**") had stipulated that the sale, transfer and issue of certain securities through exchanges, depositories or otherwise to be charged with stamp duty. The Finance Act 2020 also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of certain securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified under the Finance Act 2020 at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Further, the Finance Act, 2021 ("**Finance Act 2021**"), which followed, removed the requirement for DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

More recently, we cannot predict whether the amendments made pursuant to the Finance Act 2022 would have an adverse effect on our business, financial condition, future cash flows and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

72. There is no guarantee that our Equity Shares will be listed on the BSE and NSE in a timely manner or at all. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid/ Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within six Working Days of the Bid/ Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

73. ***Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by shareholders with significant shareholding may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares including to comply with minimum public shareholding norms applicable to listed companies in India or, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

74. ***Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.***

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), 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 falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Rules, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 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 of India.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 470.

75. ***Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.***

Our Restated Consolidated Financial Information for Fiscal 2020, 2021, 2022 and the six month period ended September 30, 2022, have been prepared and presented in conformity with Ind AS. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

76. ***The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices.***

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for the Offer Price*" on page 135 and may not be indicative of the market price for the Equity Shares after the Offer.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further information, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 436. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to block the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of equity shares or the Bid Amount) at any stage after submitting a Bid. Similarly, Retail Individual Bidders can revise or withdraw their Bids at any time during the Bid/Offer Period and until the Bid/ Offer Closing date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within six Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment.

We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Bidders will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

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

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

79. The requirements of being a publicly listed company may strain our resources.

We are not a listed company and have historically not been subjected to the compliance requirements and increased scrutiny of our affairs associated with being a listed company by shareholders, regulators and the public at large. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations or cash flows as promptly as other listed companies.

Furthermore, as a listed company, we will be required to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition, results of operations and cash flows. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

80. *A third-party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian law.*

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.

81. ***Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.***

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder of our Company than as a shareholder of an entity in another jurisdiction.

82. ***Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.***

The U.S. "Foreign Account Tax Compliance Act" (or "**FATCA**") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries). If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered "foreign passthru payments". The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as "foreign passthru payments". Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

83. ***U.S. holders should consider the impact of the passive foreign investment company rules in connection with an investment in our Equity Shares.***

A foreign corporation will be treated as a passive foreign investment company ("**PFIC**") for U.S. federal income tax purposes for any taxable year in which either: (i) at least 75% of its gross income is "passive income" or (ii) at least 50% of its gross assets during the taxable year (based on of the quarterly values of the assets during a taxable year) are "passive assets," which generally means that they produce passive income or are held for the production of passive income.

No assurance can be given that our Company will or will not be considered a PFIC in the current or future years. The determination of whether or not our Company is a PFIC is a factual determination that is made annually after the end of each taxable year, and there can be no assurance that our Company will not be considered a PFIC in the current taxable year or any future taxable year because, among other reasons, (i) the composition of our Company's income and assets will vary over time, and (ii) the manner of the application of relevant rules is uncertain in several respects. Further, our Company's PFIC status may depend on the market price of its Equity Shares, which may fluctuate considerably.

SECTION III – INTRODUCTION

THE OFFER

The following table summarises details of the Offer.

Offer of Equity Shares(1)(2)	Up to [●] Equity Shares aggregating up to ₹ 7,500 million
The Offer consists of:	
A. QIB Portion(3) (4)	Not more than [●] Equity Shares
Of which	
(i) Anchor Investor Portion	Up to [●] Equity Shares
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares
Of which:	
(a) Mutual Fund Portion (i.e., 5% of the Net QIB Portion)	Up to [●] Equity Shares
(b) Balance of Net QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares
B. Non-Institutional Portion(4)(5)(6)(7)	Not less than [●] Equity Shares
C. Retail Portion(4)(5)(7)	Not less than [●] Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	41,783,910 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds of this Offer	See "*Objects of the Offer*" on page 122 for information about the use of the proceeds from the Fresh Issue.

(1) *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Specified Securities for cash consideration aggregating up to₹1,500 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre–IPO Placement, if undertaken, will be at a price to be decided by our Company in consultation with the BRLMs and will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer complying with Rule 19(2)(b) of the SCRR.*

(2) *The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on September 23, 2022 and by our Shareholders pursuant to their resolution dated September 23, 2022.*

(3) *Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 451. Allocation to all categories shall be made in accordance with SEBI ICDR Regulations.*

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. For further details, please see section "Offer Procedure" on page 451.*

(5) *Allocation to Bidders in all categories, except the Retail Portion, Bidders Bidding in the Non-Institutional Portion with an application size up to ₹1.00 million and Anchor Investor Portion, if any, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The Allocation to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis.*

(6) *The Equity Shares available for Allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Non-Institutional Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Non-Institutional Bidders with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the subcategories specified above may be allocated to applicants in the other sub-category of Non-Institutional*

Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

(7) *SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 and up to ₹500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.*

For further details, see "*Offer Procedure*" on page 451. For details, including in relation to grounds for rejection of Bids, please see *"Offer Structure"* and *"Offer Procedure"* on pages 448 and 451, respectively. For details of the terms of the Offer, please see *"Terms of the Offer"* on page 442.

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 290 and 375.

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Restated Consolidated Statement of Assets and Liabilities

(Rupees in millions)

Particulars			As at September 30, 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
I	**ASSETS**					
1	**NON-CURRENT ASSETS**					
	(a)	Property, plant and equipment	524.64	580.15	521.46	515.56
	(b)	Right of use assets	33.54	36.25	8.88	13.55
	(c)	Capital work-in-progress	3.02	0.92	31.58	7.69
	(d)	Intangible assets	33.84	43.51	51.23	59.33
	(e)	Goodwill	41.08	41.08	41.08	12.41
	(f)	Financial assets				
		(i) Investments (others)	146.63	73.34	0.03	23.10
		(ii) Other financial assets	125.82	279.97	220.97	172.31
	(g)	Non current tax assets (net)	66.17	19.04	-	-
	(h)	Deferred tax assets (net)	74.88	44.33	17.10	12.72
	(i)	Other non-current assets	70.81	63.57	79.31	56.95
	SUB-TOTAL (A)		**1138.43**	**1182.16**	**971.64**	**873.62**
2	**CURRENT ASSETS**					
	(a)	Inventories	17,938.16	11,993.03	5,725.32	4,890.08
	(b)	Financial assets				
		(i) Trade receivables	12,143.44	11,521.47	7,923.76	4,182.59
		(ii) Cash and cash equivalents	378.17	451.94	289.47	49.69
		(iii) Loans	0.04	20.97	60.00	0.07
		(iv) Other financial assets	13.80	1.13	2.49	30.53
	(c)	Other current assets	2,549.22	1,526.87	971.22	822.54
	SUB-TOTAL (B)		**33,022.83**	**25,515.41**	**14,972.26**	**9,975.50**
	TOTAL ASSETS (A+B)		**34,161.26**	**26,697.57**	**15,943.90**	**10,849.12**
II	**EQUITY AND LIABILITIES**					
1	**EQUITY**					
	(a)	Equity share capital	208.92	208.92	9.95	9.95
	(b)	Other equity	6269.69	5,542.50	3,932.63	2,617.54
	EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY		**6478.61**	**5,751.42**	**3,942.58**	**2,627.49**
	Non-Controlling interest		(7.72)	31.87	27.44	(28.38)
	SUB-TOTAL (A)		**6470.89**	**5,783.29**	**3,970.02**	**2,599.11**
2	**LIABILITIES**					
2.1	**NON-CURRENT LIABILITIES**					
	(a)	Financial liabilities				
		(i) Borrowings	404.95	607.79	651.06	131.73
		(ii) Lease liabilities	16.22	21.47	5.18	8.44
		(iii) Other financial liabilities	-	-	-	3.45
	(b)	Provisions	15.38	25.64	7.93	6.97
	(c)	Contract liabilities	12.22	12.14	6.38	2.56
	(d)	Deferred tax liabilities (net)	104.93	99.03	113.83	112.00
	SUB-TOTAL (B)		**553.70**	**766.07**	**784.38**	**265.15**
2.2	**CURRENT LIABILITIES**					
	(a)	Financial liabilities				
		(i) Borrowings	9,607.76	8,209.60	4,238.87	3,120.92
		(ii) Lease liabilities	19.63	17.24	4.21	8.91

Particulars				As at September 30, 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
		(iii) Trade Payables					
			Total outstanding dues of micro enterprises and small enterprises	0.74	3.00	2.52	-
			Total outstanding dues of creditors other than micro enterprises and small enterprises	16,846.48	11,273.47	6,633.53	4,507.27
		(iv) Other financial liabilities		173.64	213.49	59.20	55.29
	(b)	Other current liabilities		271.25	304.70	77.89	229.28
	(c)	Provisions		35.22	29.47	23.83	16.07
	(d)	Current tax liabilities (net)		-	-	94.74	1.81
	(e)	Contract liabilities		181.95	97.24	54.71	45.31
	SUB-TOTAL (C)			**27,136.67**	**20,148.21**	**11,189.50**	**7,984.86**
	TOTAL EQUITY AND LIABILITIES (A+B+C)			**34,161.26**	**26,697.57**	**15,943.90**	**10,849.12**

Restated Consolidated Statement of Profit and Loss

(Rupees in millions)

	Particulars		For the six months period ended 30 September 2022	For the year 31 March 2022	For the year 31 March 2021	For the year 31 March 2020
I	Revenue from operations		50,238.09	93,134.38	59,250.48	39,344.82
II	Other Income		85.49	84.83	51.92	76.59
III	**Total Income (I + II)**		**50,323.58**	**93,219.21**	**59,302.40**	**39,421.41**
IV	**Expenses**					
	(a)	Purchases of stock-in-trade	53,708.62	94,324.56	56,460.97	38,618.96
	(b)	Changes in inventories of stock-in-trade	(5,945.13)	(6,267.71)	(683.51)	(1,518.92)
	(c)	Employee benefits expense	664.51	1,142.80	787.41	753.06
	(d)	Finance costs	398.36	536.84	288.51	352.78
	(e)	Depreciation and amortisation expenses	72.68	116.86	75.08	75.24
	(f)	Other expenses	530.46	967.39	585.26	629.73
	Total Expenses (IV)		**49,429.50**	**90,820.74**	**57,513.72**	**38,910.85**
V	**Restated Profit before Tax (III - IV)**		**894.08**	**2,398.47**	**1,788.68**	**510.56**
VI	**Tax Expense**					
	(a)	Current tax	258.29	633.86	441.49	142.57
	(b)	Deferred tax	(37.96)	(55.45)	(13.60)	(14.24)
	(c)	(Short)/Excess provision for earlier years	-	(5.05)	(2.71)	(0.08)
	Total tax expense		**220.33**	**573.36**	**425.18**	**128.25**
VII	**Restated Profit after tax (V-VI)**		**673.75**	**1,825.11**	**1,363.50**	**382.31**
VIII	**Restated Other comprehensive income**		**14.90**	**(8.57)**	**(22.45)**	**(3.13)**
	A	Items that will not be reclassified to profit or loss				
	(a)	(i) Remeasurement of defined benefits plan - (loss)/gain	(8.22)	(38.73)	(17.94)	(9.63)
		(ii) Income tax (expenses)/benefits on remeasurement of defined benefits plan	(1.87)	(9.73)	(4.51)	(2.43)
	(b)	(i) Net fair value gain/(loss) on investments in equity shares through OCI	53.29	53.31	-	11.93
		(ii) Income tax (expenses)/benefits on net fair value gain on investments in equity shares through OCI	(13.41)	(13.42)	-	(3.00)
	B	Items that may be reclassified subsequently to profit or loss				
		(i) Foreign exchange differences on translation of foreign operations	(14.89)	-	-	-
IX	**Restated Total comprehensive income for the period/year (VII + VIII)**		**688.65**	**1,816.54**	**1,341.05**	**379.18**
	Restated Profit for the period/ year attributable to:					
	Owners of the Company		705.97	1,820.70	1,303.75	395.91
	Non controlling interests		(32.22)	4.41	59.75	(13.60)
			673.75	**1,825.11**	**1,363.50**	**382.31**
	Restated Other comprehensive income for the period/ year attributable to:					
	Owners of the Company		22.27	(8.59)	(22.45)	(2.92)
	Non controlling interests		(7.37)	0.02	-	(0.21)

Particulars			For the six months period ended 30 September 2022	For the year 31 March 2022	For the year 31 March 2021	For the year 31 March 2020
			14.90	**(8.57)**	**(22.45)**	**(3.13)**
	Restated Total comprehensive income for the period/ year attributable to:					
	Owners of the Company		728.24	1,812.11	1,281.30	392.99
	Non controlling interests		(39.59)	4.43	59.75	(13.81)
			688.65	**1,816.54**	**1,341.05**	**379.18**
XI	**Restated Earnings per equity share of Rs. 5 each (FY 2021-22 Rs. 5 each, FY 2020-21 Rs. 10 each and FY 2019-20 Rs. 10 each)**					
	(a)	Basic (Rs.)	16.90	43.57	31.20	9.48
	(b)	Diluted (Rs.)	16.90	43.57	31.20	9.48

Restated Consolidated Statements of Cash Flows

(Rupees in millions)

Particulars	For the six months period ended 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
I. Cash flows from operating activities				
Restated Profit before tax	**894.08**	**2,398.47**	**1,788.68**	**510.56**
Adjustments for:				
Interest income	(71.60)	(45.25)	(30.70)	(53.62)
Dividend income*	0.00	0.00	-	0.00
Liabilities written back	-	(4.71)	-	(0.81)
Allowance for doubtful trade receivables	7.44	29.94	18.83	23.31
Finance costs	398.36	536.84	288.51	352.78
Foreign exchange (Gain)/ loss (net)	40.68	81.67	(16.38)	16.53
(Gain)/ Loss on sale of Property, plant & equipment (net)	(0.24)	0.19	(0.86)	0.51
Rent expense (Security deposit Ind AS 109 effect)	0.23	0.39	0.17	0.17
Depreciation and amortization expense	72.68	116.86	75.08	75.24
Operating profit before working capital changes	1,341.63	3,114.40	2,123.33	924.67
Movements in working capital:				
(Increase)/decrease in trade and other receivables	(629.41)	(3,627.66)	(3,478.32)	822.12
(Increase)/decrease in other financial assets	23.84	(52.57)	(0.57)	13.14
(Increase)/decrease in inventories	(5,945.13)	(6,267.71)	(686.84)	(1,518.92)
(Increase)/decrease in other assets	(974.37)	(539.90)	(171.04)	(80.10)
Increase /(decrease) in trade payable and other liabilities	5,492.83	4,977.57	1,469.11	800.63
Cash generated/(used in) from operations	(690.61)	(2,395.87)	(744.33)	961.54
Income taxes paid (net)	(307.39)	(752.34)	(350.36)	(144.92)
Net cash generated/(used) in operating activities	**(998.00)**	**(3,148.21)**	**(1,094.69)**	**816.62**
II. Cash flows from investing activities				
Investment in Equity shares	-	(20.00)	-	3.30
Acquisition of subsidiary (net off cash acquired as on date of acquisition)	-	-	78.36	-
Loans given	(0.62)	(91.17)	(202.17)	-
Loans repaid	0.60	130.21	142.24	0.01
Interest received	16.38	38.54	26.70	53.62
Dividend received*	0.00	0.00	-	0.00
Refund of Security deposit	-	-	(3.45)	-
Purchase of property, plant and equipment	(18.55)	(122.57)	(59.51)	(23.47)
Proceeds from sale of property, plant and equipment	0.26	0.62	8.00	0.56
Net cash generated/(used) in investing activities	**(1.93)**	**(64.37)**	**(9.83)**	**34.02**
III. Cash flows from financing activities				
Proceeds/ (repayment) from/ of borrowings (net)	1,313.91	3,927.36	1,637.28	(444.99)
Payment of lease liabilities	(10.56)	(15.30)	(5.31)	(9.58)
Dividend paid	(1.05)	(1.00)	-	(2.40)
Share issue expenses	-	(2.28)	-	-
Interest paid on borrowings	(376.14)	(533.73)	(287.67)	(351.24)
Net cash generated/(used in) from financing activities	**926.16**	**3,375.05**	**1,344.30**	**(808.21)**
Net increase/(decrease) in cash and cash equivalents (I + II + III)	**(73.77)**	**162.47**	**239.78**	**42.43**
Cash and cash equivalents at the beginning of the period/ year	**451.94**	**289.47**	**49.69**	**7.26**

Particulars	For the six months period ended 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Cash and cash equivalents at the end of the period/ year	**378.17**	**451.94**	**289.47**	**49.69**

Significant accounting policies and notes forming part of the Restated Consolidated Financial Information

1. *Statement of Cash Flows has been prepared under the indirect method as set out in the Indian Accounting Standard (Ind AS) 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.*
2. *Property, plant and equipment includes adjustment for movement of (a) capital work-in-progress and (b) Intangible assets during the period/ year.*
3. *Changes in liabilities arising from financing activities(refer note 49 of Restated Consolidated Financial Information)*
4. *Previous Year's figures have been regrouped wherever necessary to correspond current period's disclosure.*

- *Rs. 0.00 Millions denotes amount less than Rs. 10,000.*

GENERAL INFORMATION

Our Company was incorporated as "Rashi Peripherals Private Limited" as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 15, 1989 issued by the Registrar of Companies, Mumbai at Maharashtra. Our Company became a deemed public limited company under Section 43A of the Companies Act, 1956 and the word 'private' was deleted with effect from July 1, 1997, and then the Company once again became a private limited company with effect from October 29, 2001. Subsequently, our Company changed its name and was converted into a public limited company pursuant to a special resolution passed in the extraordinary general meeting of our Shareholders held on July 29, 2022 and consequently, a fresh certificate of incorporation dated August 4, 2022 was issued by the RoC to our Company its present name, Rashi Peripherals Limited.

Registered and Corporate Office

The address and certain other details of our Registered and Corporate Office are as follows:

Ariisto House,
5th Floor,
Corner of Telli Galli,
Andheri (E), Mumbai 400 069,
Maharashtra, India

For details of changes in the registered office address of our Company, see '*History and Certain Corporate Matters*' on page 249.

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are as follows:

a) **Registration number:** 051039
b) **Corporate Identity Number:** U30007MH1989PLC051039

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra at Mumbai, which is situated at the following address:

Registrar of Companies, Maharashtra at Mumbai
Everest
100 Marine Drive
Mumbai 400 002
Maharashtra, India

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus is being filed electronically on the SEBI's online portal at https://siportal.sebi.gov.in and at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*" and will also be uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018. It will also be filed with the Securities and Exchange Board of India at:

Securities and Exchange Board of India

Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051, Maharashtra, India

The Red Herring Prospectus and Prospectus will be filed in accordance with section 32 read with section 26 of the Companies Act, along with the material contracts and documents referred to in the Red Herring Prospectus and the Prospectus with the RoC at:

Registrar of Companies, Maharashtra
Everest
100 Marine Drive
Mumbai 400 002
Maharashtra, India

Board of Directors

The table below sets forth the details of the constitution of our Board of Directors as on the date of this Draft Red Herring Prospectus:

Name	Designation	DIN	Address
Krishna Kumar Choudhary	Chairman and Whole-time Director	00215919	402, Shubh Angan, 5th N S Road JVPD Scheme, Vile Parle (West) Mumbai, 400056, Maharashtra, India
Sureshkumar Pansari	Vice-Chairman and Whole-time Director	00215712	801, Shubh Angan, 5th N S Road JVPD Scheme, Vile Parle (West) Mumbai, 400056, Maharashtra, India
Kapal Suresh Pansari	Managing Director	00215510	801, Shubh Angan, 5th N S Road, JVPD Scheme, Vile Parle (West), Mumbai – 400056, Maharashtra, India
Keshav Krishna Kumar Choudhary	Whole-time Director	08761927	401, Shubh Angan Plot 27, HCHL JVPD Road No. 5, Vile Parle West Mumbai, 400056, Maharashtra, India
Yazdi Piroj Dandiwala	Independent Director	01055000	C-11, Meherzin, Wodehouse Road, Colaba, Mumbai 400005, Maharashtra, India
Anandkumar Radhakrishna Ladsariya	Independent Director	00064524	Flat No 2202 Tower A, Beaumonde, Appasaheb Marathe Marg, Near Maratha Udyog Bhavan, Prabhadevi, Mumbai – 400025, Maharashtra, India
Drushti Rahul Desai	Independent Director	00294249	10N, Chheda Sadan, 115 Backbay Reclamation, Kumari Jethi T. Sipahimalani Road, Behind Eros Cinema, Churchgate, Mumbai- 400020, Maharashtra, India
Mamidanna Prasad	Independent Director	01726990	No. 88/8 Srivilla, 2nd Cross Borewell Road, Bangalore, North Bengaluru- 560066, Karnataka, India

For brief profiles of our Directors, please see "*Our* Management" on page 256.

Company Secretary and Compliance Officer

Hinal Tejas Shah is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Hinal Tejas Shah
Company Secretary and Compliance Officer
Ariisto House, 5th Floor, Corner of Telli Galli, Andheri (E),
Mumbai 400 069, Maharashtra, India
E-mail: investors@rptechindia.com
Tel: +91 22 6177 1811

Joint Statutory Auditors of our Company

Deloitte Haskins & Sells LLP
One International Centre, Tower-3,
27th – 32nd Floor, Senapati Bapat Marg, Elphinstone West,
Mumbai- 400013,
Maharashtra, India
Tel.: +91 22 6185 4000
E-mail: pmsharma@deloitte.com
ICAI Firm Registration Number: 117366W/W-100018
Peer Review Number: 013179

Pipara & Co LLP
Tradelink Building,
#3, 7th Floor (1303),
E Wing, A Block, Kamala Mills Compound,
Senapati Bapat Marg, Mumbai- 400013
Maharashtra, India
Tel.: 022-2492 8899
E-mail: madrecha@pipara.com
ICAI Firm Registration Number:107929W/W-100219
Peer Review Number: 012896

Changes in Statutory Auditors

Except as mentioned below, there has been no change in our statutory auditors in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name of the statutory auditor	Date of change	Reason
Deloitte Haskins & Sells LLP One International Center, Tower-3, 27th – 32nd Floor, Senapati Bapat Marg, Elphinstone Road (W), Mumbai- 400013, Maharashtra, India Tel: +91 22 6185 4000 E-mail: pmsharma@deloitte.com Firm Registration Number: 117366W/W-100018	March 15, 2022	Appointment as Joint Statutory Auditors of the Company.
Pipara & Co LLP 03, 7th Floor 1303, Tradelink Building, Annexure E, A Wing, Kamala Mills Compound, Senapati Bapat Marg, Elphinstone Road (W), Mumbai- 400013 Maharashtra, India Tel: +91 22 2492 8898 E-mail: madrecha@pipara.com Firm Registration Number: 107929W/W-100219	July 29, 2022	Appointment as Joint Statutory Auditors of the Company.

Investor Grievances

Investors may contact our Company Secretary and Compliance Officer, the Book Running Lead Managers or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.

All Offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: +91 22 6630 3030
E-mail: rplipo.2022@jmfl.com
Website: www.jmfl.com
Investor Grievance E-mail:
grievance.ibd@jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration No.: INM000010361

ICICI Securities Limited
ICICI Venture House,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
Maharashtra, India
Tel: +91 22 6807 7100
E-mail: rptech.ipo@icicisecurities.com
Website: www.icicisecurities.com
Investor Grievance E-Mail:
customercare@icicisecurities.com
Contact person: Ashik Joisar/ Gaurav Mittal
SEBI Registration No.: INM000011179

Statement of inter-se allocation of responsibilities among the BRLMs

The responsibilities and coordination by the BRLMs for various activities in this Offer are as follows:

Sr. No.	Activity	Responsibility	Co-coordinator
1.	Capital structuring with relative components and formalities such as type of instruments, etc.	JM Financial and ICICI Securities	JM Financial
2.	Due diligence of Company including its operations / management / business plans / legal etc. Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus, Offer Agreement, Syndicate and Underwriting Agreements and RoC filing, follow up and coordination till final approval from all regulatory authorities	JM Financial and ICICI Securities	JM Financial
3.	Drafting and approval of all statutory advertisements	JM Financial and ICICI Securities	JM Financial
4.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in point 3 above, including corporate advertising and brochures and filing of media compliance report with SEBI	JM Financial and ICICI Securities	ICICI Securities
5.	Appointment of intermediaries - Registrar to the Offer, Printer and advertising agency (including coordination of all agreements)	JM Financial and ICICI Securities	JM Financial
6.	Appointment of other intermediaries - Sponsor Bank, monitoring agency, banker to the Offer, share escrow agent, etc (including coordination of all agreements)	JM Financial and ICICI Securities	ICICI Securities
7.	Preparation of road show presentation and FAQs	JM Financial and ICICI Securities	ICICI Securities
8.	International institutional marketing of the Offer, which will cover, inter alia: • Marketing strategy • Finalising the list and division of international investors for one-	JM Financial and ICICI Securities	ICICI Securities

Sr. No.	Activity	Responsibility	Co-coordinator
	to-one meetings • Finalising international road show and investor meeting schedules		
9.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Marketing Strategy • Finalising the list and division of domestic investors for one-to-one meetings • Finalising domestic road show and investor meeting schedules	JM Financial and ICICI Securities	JM Financial
10.	Conduct non-institutional marketing of the Offer	JM Financial and ICICI Securities	ICICI Securities
11.	Conduct retail marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget, frequently asked questions at retail road shows • Finalising brokerage, collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/ Prospectus and deciding on the quantum of the Offer material	JM Financial and ICICI Securities	JM Financial
12.	Coordination with Stock Exchanges for Anchor coordination, Anchor CAN and intimation of anchor allocation, book building software, bidding terminals and mock trading and deposit of 1% security deposit with the designated stock exchange	JM Financial and ICICI Securities	ICICI Securities
13.	Managing the book and finalization of pricing in consultation with Company	JM Financial and ICICI Securities	JM Financial
14.	Post-Offer activities – management of escrow accounts, finalisation of the basis of allotment based on technical rejections, post Offer stationery, essential follow-up steps including follow-up with bankers to the Offer and Self Certified Syndicate Banks and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, bankers to the Offer, Self- Certified Syndicate Banks etc. listing of instruments, demat credit and refunds/ unblocking of monies, announcement of allocation and dispatch of refunds to Bidders, etc., coordination for investor complaints related to the Offer, including responsibility for underwriting arrangements, submission of final post issue report and coordination with SEBI and Stock Exchanges for refund of 1% security deposit.	JM Financial and ICICI Securities	ICICI Securities

Registrar to the Offer

Link Intime India Private Limited
C 101, 1st Floor, 247 Park, L.B.S. Marg,
Vikhroli West, Mumbai – 400 083,
Maharashtra, India
Telephone: 022 4918 6200
Email: rptechindia.ipo@linkintime.co.in
Investor grievance email: rptechindia.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No: INR000004058

Legal Counsel to our Company as to Indian law

IndusLaw
1502B, 15th Floor,
Tower – 1C, "One World Centre",
Senapati Bapat Marg,

Lower Parel, Mumbai – 400013,
Maharashtra, India
Tel: +91 22 4920 7200

Legal Counsel to the Book Running Lead Managers as to Indian law

S&R Associates
One World Center
1403 Tower 2 B
841 Senapati Bapat Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: +91 22 4302 8000

International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee
50 Collyer Quay
#10-01 OUE Bayfront
Singapore 049 321
Tel: (+65) 6538 0900

Bankers to our Company

Name: HDFC Bank Limited
Address: Unit No. 401 & 402,
4th Floor, Tower B, Peninsula Business Park,
Lower Parel,
Mumbai – 400013
Tel.: 022 33958055
E-mail: Akshat.tandon@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Akshat Tandon

Name: IndusInd Bank Limited
Address: 11th Floor, C-Wing
One World Centre, 841
Senapati Bapat Marg, Prabhadevi,
Mumbai – 400013
Tel.: 022 71432031
E-mail: abdul.raqeeb@indusind.com
Website: www.indusind.com
Contact Person: Abdul Raqeeb Shaikh

Name: Axis Bank Ltd
Address: 12/A,1st Floor,
Mittal Tower, Nariman Point
Mumbai - 400021
Tel.: +91 2222895126
E-mail: Tejaswi.kelkar@axisbank.com
Website: www.axisbank.com
Contact Person: Tejaswi Kelkar

Name: The Hongkong and Shanghai Banking Corporation Limited
Address: 52/60,
M G Road, Fort,
Mumbai - 400001
Tel.: +91 9831388983/ +91 9535507678
E-mail: aditya.mohata@hsbc.co.in
Website: www.hsbc.co.in/1/2/homepage
Contact Person: Aditya Mohata

Name: Citibank N.A
Address: First International Finance Centre
Plots No. C-54 & C-55, G-Block,
Bandra Kurla Complex, Bandra East
Mumbai - 400051
Tel.: 022 61756123
E-mail: abhishek.golchha@citi.com
Website: www.citibank.co.in
Contact Person: Abhishek Golchha

Syndicate Members

[●]

Escrow Collection Bank(s)/ Refund Bank(s)/Public Offer Account Bank

[●]

Sponsor Bank(s)

[●]

Designated Intermediaries

Self Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Form, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

SCSBs eligible as Issuer Banks and mobile applications enabled for the UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders, using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI. The list of SCSBs through which Bids can be submitted by UPI Bidders using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Bids, is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, as updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors, RIBs and Non-Institutional Investors with an application size up to ₹1.00 million) submitted under the ASBA process 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 at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do? Do Recognised=yes & in tm Id=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com, 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, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites 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, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

Grading of the Offer

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Debenture Trustees

As this is an offer of Equity Shares, there are no debenture trustees appointed for the Offer.

Monitoring Agency

Our Company will appoint the monitoring agency for monitoring the utilization of the Net Proceeds in compliance with Regulation 41 of the SEBI ICDR Regulations, prior to filing of the Red Herring Prospectus with the RoC. For details, see "*Objects of the Offer – Monitoring of utilisation of funds*" on page 133.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency. Accordingly, no appraising entity has been appointed for the Offer.

Experts to the Offer

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

(i) Our Company has received written consent dated January 18, 2023 from the Joint Statutory Auditors namely, Deloitte Haskins & Sells LLP, Chartered Accountants and Pipara & Co LLP, Chartered Accountants, to include their names as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their: (i) examination report, dated December 21, 2022, on our Restated Consolidated Financial Information; and (ii) the Statement of Possible Special Tax Benefits available to the Company and its Shareholders dated September 30, 2022; and

(ii) Further, our Company has received written consent dated January 18, 2023 from Pipara & Co LLP, Chartered Accountants, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 in respect of their certificates in connection with the Offer.

Such consents have not been withdrawn as on the date of this DRHP. However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning as defined under the U.S. Securities Act.

Book Building Process

"Book building" refers to the process of collection of Bids from investors within the Price Band on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms. The Price Band and minimum Bid Lot will be decided by our Company in consultation with the BRLMs, and if not disclosed in the Red Herring Prospectus, will be advertised in all editions of the English national daily newspaper the [●], and all editions of the Hindi national daily newspaper [●], and the [●] edition of Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located) each with wide, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their website. The Offer Price shall be determined by our Company in consultation with the BRLMs, after the Bid/ Offer Closing Date.

All Bidders, other than Anchor Investors, shall participate in the Offer mandatorily through the ASBA process by providing the details of their respective ASBA Accounts in which the corresponding Bid Amount will be blocked by the SCSBs. Retail Institutional Investors may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, (b) through the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of these circular form part of this Draft Red Herring Prospectus. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis. Additionally, allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non - Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

For an illustration of the Book Building process and further details, see "*Terms of the Offer*", "and "*Offer Procedure*" on pages 442 and 451 respectively.

The Book Building Process under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

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

For further details on the method and procedure for Bidding, see "*Offer Procedure*" on page 451.

Underwriting Agreement

After the determination of the Offer Price, but prior to the filing of the Prospectus with the RoC, our Company, intend to enter into the Underwriting Agreement with the Underwriters for the Equity Shares. It is proposed that pursuant to the terms of the Underwriting Agreement, each of the BRLMs shall be severally responsible for bringing in the amount devolved in the event the respective Syndicate Member does not fulfill their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and are subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(The Underwriting Agreement has not been entered into as on the date of this Draft Red Herring Prospectus. The Underwriting Agreement shall be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement. This portion has been intentionally left blank and will be filled in before the filing of the Prospectus with the RoC.)

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount underwritten (₹ million)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
Total	[●]	[●]

The above-mentioned amount is indicative and will be finalised after determination of the Offer Price and finalisation of the Basis of Allotment and will be subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations given by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or are registered as brokers with the Stock Exchange(s). The Board of Directors/ IPO Committee, at its meeting, held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments set forth in the table above. Notwithstanding the above table, each of the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders procured by them, in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company as of the date of this Draft Red Herring Prospectus is set forth below.

(In ₹, except share data or where indicated otherwise)

Sr. No.	Particulars	Aggregate value at nominal value	Aggregate value at offer price*
A.	**AUTHORISED SHARE CAPITAL**		
	60,000,000 Equity Shares of face value of ₹ 5 each	300,000,000.00	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	41,783,910 Equity Shares of face value of ₹ 5 each	208,919,550.00	-
C.	**PRESENT OFFER**		
	Offer of up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 7,500 million(1)	[●]	7,500,000,000
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	[●] Equity Shares of face value of ₹ 5 each	[●]	-
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	₹ 9.11 million	
	After the Offer*	₹ [●] million	

**To be included upon finalisation of Offer Price.*

(1) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Specified Securities for cash consideration aggregating ₹ 1,500 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

Changes in the authorised share capital of our Company

For details of the changes to the authorised share capital of our Company in the past 10 years, see "*History and Certain Corporate Matters - Amendments to the Memorandum of Association of our Company*" on page 249.

Notes to the capital structure

1. *History of equity share capital of our Company*

The following table sets forth the history of the equity share capital of our Company:

[***Remainder of this page intentionally kept blank***]

Date of allotment/buy-back of equity shares	Nature of allotment	Number of equity shares allotted/(bought back)	Cumulative number of equity shares	Face value (₹)	Issue/(buy-back) price per equity share (₹)	Form of consideration	Name of allottees
April 3, 1989	Allotment pursuant to subscription to the Memorandum of Association	200	200	10	10	Cash	Allotment of 100 equity shares each to Vijay Kumar Pansari and Shiv Kumar Choudhary (as subscribers to Memorandum of Association).
March 28, 1990	Further issue	9,800	10,000	10	10	Cash	Allotment of 500 equity shares to Raj Kumar Pansari, 900 equity shares to Omprakash Pansari, 2,700 equity shares to Vidyadevi Pansari, 500 equity shares to Vijay Kumar Pansari, 1,000 equity shares to Parvatidevi Pansari, 1,200 equity shares to Chandadevi Pansari, 2,800 equity shares to Sampatidevi Pansari, 100 equity shares jointly to Shivkumar Choudhary, Meena Choudhary and Manju Suresh Pansari and 100 equity shares jointly to Krishna Kumar Choudhary and Vinod Kumar Pansari.
March 22, 1993	Further issue	40,000	50,000	10	10	Cash	Allotment of 2,000 equity shares to Krishna Kumar Choudhary, 9,500 equity shares to Meena Choudhary, 9400 equity shares to Shivkumar Choudhary, 2,000 equity shares to Radheyshyam Choudhary, 1,700 equity shares to Parmadevi Agarwal, 400 equity shares to Shivkumar Choudhary, Manju Suresh Pansari and Meena Choudhary jointly, 7,500 equity shares to Manju Suresh Pansari and 7,500 equity shares to Vinodkumar Pansari.
February 5, 1997	Bonus issue in the ratio of 1:1.	50,000	100,000	10	N.A.	N.A.	Allotment of 600 equity shares to Vijay Kumar Pansari, 500 equity shares to Rajkumar Pansari, 900 equity shares to Omprakash Pansari, 2,700 equity shares to Vidyadevi Pansari, 1,000 equity shares to Parvatidevi Pansari, 1,000 equity shares to Chandadevi Pansari, 2,800 equity shares to

Date of allotment/buy-back of equity shares	Nature of allotment	Number of equity shares allotted/(bought back)	Cumulative number of equity shares	Face value (₹)	Issue/(buy-back) price per equity share (₹)	Form of consideration	Name of allottees
							Sampatidevi Pansari, 2,000 equity shares to Radheshyam Choudhary, 1,700 equity shares to Parmadevi Agarwal, 400 equity shares to Shivkumar Choudhary jointly with Manju Suresh Pansari and Meena Choudhary, 7,500 equity shares to Manju Suresh Pansari, 100 equity shares to Meena Choudhary, Krishna Kumar Choudhary, Manju Suresh Pansari and Sureshkumar Pansari, 9500 equity shares to Anita S. Choudhary, 2,000 equity shares to Radheshyam Choudhary and Krishna Kumar Choudhary, 9,500 equity shares to Krishna Kumar Choudhary and Meena Choudhary, 100 equity shares to Gopal Pansari, 100 equity shares to Manoj Pansari, 100 equity shares to Krishna Kumar Choudhary and Sureshkumar Pansari and 7,500 equity shares to Lata Pansari.
March 31, 1997	Further issue	100,000	200,000	10	30	Cash	Allotment of 7500 equity shares to Manoj Pansari, 4,000 equity shares to Omprakash Pansari, 8,500 equity shares to Sampatidevi Pansari, 20,000 equity shares to Shivkumar Choudhary, 30,000 equity shares to Meena Choudhary, Manju Suresh Pansari, Krishna Kumar Choudhary (HUF) and Suresh M Pansari HUF jointly, 30,000 equity shares to Sureshkumar Pansari, Krishna Kumar Choudhary, Manju Suresh Pansari and Meena Choudhary jointly.
March 31, 2000	Bonus issue in the ratio of 4:1.	800,000	1,000,000	10	N.A.	N.A.	Allotment of 79,600 equity shares to Sureshkumar Pansari, 21,600 equity shares to Vidyadevi Pansari, 56,400 equity shares to Sampatidevi Pansari, 16,000 equity shares to Radheshyam Choudhary, 13,600 equity shares to

Date of allotment/buy-back of equity shares	Nature of allotment	Number of equity shares allotted/(bought back)	Cumulative number of equity shares	Face value (₹)	Issue/(buy-back) price per equity share (₹)	Form of consideration	Name of allottees
							Parmadevi Agarwal, 3,200 equity shares to Shivkumar Choudhary jointly with Manju Suresh Pansari and Meena Choudhary, 60,000 equity shares to Manju Suresh Pansari, 800 equity shares to Meena Choudhary jointly with Krishna Kumar Choudhary, Manju Suresh Pansari and Sureshkumar Pansari, 76,000 equity shares to Anita Choudhary, 16,000 equity shares to Radheshyam Choudhary jointly with Krishna Kumar Choudhary,76,000 equity shares to Krishna Kumar Choudhary jointly with Meena Choudhary, 800 equity shares to Krishna Kumar Choudhary jointly with Sureshkumar Pansari, 60,000 equity shares to Lata Pansari, 120,000 equity shares to Meena Choudhary jointly with Manju Suresh Pansari, Krishna Kumar Choudhary (HUF) and Suresh M Pansari HUF, 120,000 equity shares to Sureshkumar Pansari jointly with Krishna Kumar Choudhary, Manju Suresh Pansari and Meena Choudhary and 80,000 equity shares to Shivkumar Choudhary.
May 20, 2002*	Buy-back	(50,000)	950,000	10	69	Cash	49,500 equity shares bought back from Meena Choudhary jointly with Manju Suresh Pansari, Krishna Kumar Choudhary (HUF) and Suresh M Pansari HUF; 500 equity shares bought back from Sureshkumar Pansari jointly with Krishna Kumar Choudhary, Manju Suresh Pansari and Meena Choudhary.
December 15, 2008	Further issue	44,855	994,855	10	1,500	Cash	Allotment of 44,855 equity shares to Rajesh Harinarayan Attal.
Our Company sub-divided 994,855 equity shares of face value of Rs.10 each into 1,989,710 Equity Shares of face value of Rs. 5 each pursuant to its shareholders resolution dated February 22, 2022.							

Date of allotment/buy-back of equity shares	Nature of allotment	Number of equity shares allotted/(bought back)	Cumulative number of equity shares	Face value (₹)	Issue/(buy-back) price per equity share (₹)	Form of consideration	Name of allottees
March 31, 2022	Bonus issue in the ratio of 20:1.	39,794,200	41,783,910	5	N.A.	N.A.	Allotment of 5,606,960 Equity Shares to Manju Suresh Pansari, 4,975,000 Equity Shares to Sureshkumar Pansari, 6,124,040 Equity Shares to Meena Choudhary, 2,940,000 Equity Shares to Kapal Suresh Pansari, 2,280,000 Equity Shares to Chaman Pansari, 1,235,000 Equity Shares to Krishna Kumar Choudhary, 64,000 Equity Shares to Priyanka Kapal Pansari, 7,040,000 Equity Shares to Keshav Krishna Kumar Choudhary, 200 Equity Shares to Navin Agarwal, 200 Equity Shares to Ramesh Saraf, 2,457,080 Equity Shares to Gazal Pansari, 40 Equity Shares to Manju Suresh Pansari (jointly held with Meena Choudhary), 5,497,840 Equity Shares to Krishna Kumar Choudhary (HUF) and 1,573,840 Equity Shares to Suresh M Pansari HUF.

* *Date of extinguishment of equity shares.*

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2. ***History of preference share capital of our Company***

Our Company does not have any preference share capital as on the date of the Draft Red Herring Prospectus.

3. ***Equity Shares issued for consideration other than cash or through bonus issue or out of revaluation reserves***

Our Company has not issued any Equity Shares for consideration other than cash or out of revaluation reserves since its incorporation. Except as detailed below, our Company has not issued any Equity Shares through bonus issue since its incorporation:

Date of issue	Name of allotee	Number of equity shares allotted	Face value (₹)	Issue price per equity share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
February 5, 1997	Allotment of 600 equity shares to Vijay Kumar Pansari, 500 equity shares to Rajkumar Pansari, 900 equity shares to Omprakash Pansari, 2,700 equity shares to Vidyadevi Pansari, 1,000 equity shares to Parvatidevi Pansari, 1,000 equity shares to Chandadevi Pansari, 2,800 equity shares to Sampatidevi Pansari, 2,000 equity shares to Radheshyam Choudhary, 1,700 equity shares to Parmadevi Agarwal, 400 equity shares to Shivkumar Choudhary jointly with Manju Suresh Pansari and Meena Choudhary, 7,500 equity shares to Manju Suresh Pansari, 100 equity shares to Meena Choudhary, Krishna Kumar Choudhary, Manju Suresh Pansari and Sureshkumar Pansari, 9500 equity shares to Anita S. Choudhary, 2,000 equity shares to Radheshyam Choudhary and Krishna Kumar Choudhary, 9,500 equity shares to Krishna Kumar Choudhary and Meena Choudhary, 100 equity shares to Gopal Pansari, 100 equity shares to Manoj Pansari, 100 equity shares to Krishna Kumar Choudhary and Sureshkumar Pansari and 7,500 equity shares to Lata Pansari.	50,000	10	N.A.	Bonus issue in the ratio of 1:1.	N.A
March 31, 2000	Allotment of 79,600 equity shares to Sureshkumar Pansari, 21,600 shares to Vidyadevi Pansari, 56,400 equity shares to Sampatidevi Pansari, 16,000	800,000	10	N.A.	Bonus issue in the ratio of 4:1.	N.A

Date of issue	Name of allotee	Number of equity shares allotted	Face value (₹)	Issue price per equity share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
	equity shares to Radheshyam Choudhary, 13,600 equity shares to Parmadevi Agarwal, 3,200 equity shares to Shivkumar Choudhary jointly with Manju Suresh Pansari and Meena Choudhary, 60,000 equity shares to Manju Suresh Pansari, 800 equity shares to Meena Choudhary jointly with Krishna Kumar Choudhary, Manju Suresh Pansari, Sureshkumar Pansari, 76,000 equity shares to Anita Choudhary, 16,000 equity shares to Radheshyam Choudhary jointly with Krishna Kumar Choudhary,76,000 equity shares to Krishna Kumar Choudhary jointly with Meena Choudhary, 800 equity shares to Krishna Kumar Choudhary jointly with Sureshkumar Pansari, 60,000 equity shares to Lata Pansari, 120,000 equity shares to Meena Choudhary jointly with Manju Suresh Pansari, Krishna Kumar Choudhary (HUF) and Suresh M Pansari HUF, 120,000 equity shares to Sureshkumar Pansari jointly with Krishna Kumar Choudhary, Manju Suresh Pansari and Meena Choudhary and 80,000 equity shares to Shivkumar Choudhary.					
March 31, 2022	Allotment of 5,606,960 Equity Shares to Manju Suresh Pansari, 4,975,000 Equity Shares to Sureshkumar Pansari, 6,124,040 Equity Shares to Meena Choudhary, 2,940,000 Equity Shares to Kapal Suresh Pansari, 2,280,000 Equity Shares to Chaman Pansari, 1,235,000 Equity Shares to Krishna Kumar Choudhary, 64,000 Equity Shares to Priyanka Kapal Pansari, 7,040,000 Equity Shares to Keshav Krishna Kumar Choudhary, 200 Equity Shares to Navin Agarwal, 200 Equity Shares to Ramesh Saraf,	39,794,200	5	N.A.	Bonus issue in the ratio of 20:1.	N.A

Date of issue	Name of allotee	Number of equity shares allotted	Face value (₹)	Issue price per equity share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
	2,457,080 Equity Shares to Gazal Pansari, 40 Equity Shares to Manju Suresh Pansari (Jointly held with Meena Choudhary), 5,497,840 Equity Shares to Krishna Kumar Choudhary (HUF) and 1,573,840 Equity Shares to Suresh M Pansari HUF.					

4. ***Issue of Equity Shares pursuant to schemes of arrangement***

As of the date of this Draft Red Herring Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme of arrangement approved under sections 230-234 of the Companies Act, 2013 or Sections 391 to 394 of the Companies Act, 1956.

5. ***Issue of Equity Shares under employee stock option schemes***

As of the date of this Draft Red Herring Prospectus, our Company has not issued Equity Shares under the ESOP Scheme.

6. ***Issue of Equity Shares that may have been at a price lower than the Issue Price in the last year from the date of the Draft Red Herring Prospectus***

The Offer Price for the Equity Shares is ₹ [●]. The details of Equity Shares issued by our Company in the last one year preceding the date of filing of this Draft Red Herring Prospectus which may have been issued at a price lower than the Offer Price are as follows:

Name of allottees	Whether allottees are part of the promoter group	Date of allotment	Number of equity shares allotted	Face value (in ₹)	Offer price per equity share (in ₹)	Reason for allotment
Allotment of 5,606,960 Equity Shares to Manju Suresh Pansari, 4,975,000 Equity Shares to Sureshkumar Pansari, 6,124,040 Equity Shares to Meena Choudhary, 2,940,000 Equity Shares to Kapal Suresh Pansari, 2,280,000 Equity Shares to Chaman Pansari, 1,235,000 Equity Shares to Krishna Kumar	Yes, except for Navin Agarwal and Ramesh Saraf	March 31, 2022	39,794,200	5	N.A	Bonus issue in the ratio of 20:1.

Name of allottees	Whether allottees are part of the promoter group	Date of allotment	Number of equity shares allotted	Face value (in ₹)	Offer price per equity share (in ₹)	Reason for allotment
Choudhary, 64,000 Equity Shares to Priyanka Kapal Pansari, 7,040,000 Equity Shares to Keshav Krishna Kumar Choudhary, 200 Equity Shares to Navin Agarwal, 200 Equity Shares to Ramesh Saraf, 2,457,080 Equity Shares to Gazal Pansari, 40 Equity Shares to Manju Suresh Pansari (jointly held with Meena Choudhary), 5,497,840 Equity Shares to Krishna Kumar Choudhary (HUF) and 1,573,840 Equity Shares to Suresh M Pansari HUF.						

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7. Shareholding Pattern of our Company

The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)			Number of Equity Shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights: Class: Equity Shares	Number of voting rights: Total	Total as a % of (A+B+C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
(A)	Promoter and Promoter Group	11	41,783,490	-	-	41,783,490	99.99%	-	41,783,490	99.99%	-	99.99%	-	-	-	-	41,783,490
(B)	Public	2	420	-	-	420	0.01%	-	420	0.01%	-	0.01%	-	-	N.A.		420
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	N.A.		-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-
	Total	**13**	**41,783,910**	**-**	**-**	**41,783,910**	**100**	**-**	**41,783,910**	**100**	**-**	**100**	**-**	**-**	**-**		**41,783,910**

8. **Equity Shares held by the Shareholders holding 1% or more of the paid-up capital of our Company**

(i) The Shareholders holding 1% or more of the equity paid-up capital of our Company as on the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	**Shareholder**	**Pre-Offer**			
		Number of Equity Shares	**Percentage of pre- Offer equity share capital**	**Number of Equity Shares on a fully diluted basis**	**Percentage of pre- Offer equity share capital held on a fully diluted basis**
1.	Keshav Krishna Kumar Choudhary	7,392,000	17.69%	7,392,000	17.69%
2.	Meena Choudhary	6,430,242	15.39%	6,430,242	15.39%
3.	Manju Suresh Pansari	5,887,329	14.09%	5,887,329	14.09%
4.	Krishna Kumar Choudhary (HUF)	5,772,753	13.82%	5,772,753	13.82%
5.	Sureshkumar Pansari	5,223,750	12.50%	5,223,750	12.50%
6.	Kapal Suresh Pansari	3,087,000	7.39%	3,087,000	7.39%
7.	Gazal Pansari	2,579,934	6.17%	2,579,934	6.17%
8.	Chaman Pansari	2,394,000	5.73%	2,394,000	5.73%
9.	Suresh M Pansari HUF	1,652,532	3.95%	1,652,532	3.95%
10.	Krishna Kumar Choudhary	1,296,750	3.10%	1,296,750	3.10%
	Total	**41,716,290**	**99.84%**	**41,716,290**	**99.84%**

(ii) The Shareholders holding 1% or more of the equity paid-up capital of our Company as on 10 days prior to the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	**Shareholder**	**Pre- Offer**			
		Number of Equity Shares	**Percentage of pre- Offer equity share capital**	**Number of Equity Shares on a fully diluted basis**	**Percentage of pre- Offer equity share capital held on a fully diluted basis**
1.	Keshav Krishna Kumar Choudhary	7,392,000	17.69%	7,392,000	17.69%
2.	Meena Choudhary	6,430,242	15.39%	6,430,242	15.39%
3.	Manju Suresh Pansari	5,887,329	14.09%	5,887,329	14.09%
4.	Krishna Kumar Choudhary (HUF)	5,772,753	13.82%	5,772,753	13.82%
5.	Sureshkumar Pansari	5,223,750	12.50%	5,223,750	12.50%
6.	Kapal Suresh Pansari	3,087,000	7.39%	3,087,000	7.39%
7.	Gazal Pansari	2,579,934	6.17%	2,579,934	6.17%
8.	Chaman Pansari	2,394,000	5.73%	2,394,000	5.73%
9.	Suresh M Pansari HUF	1,652,532	3.95%	1,652,532	3.95%
10.	Krishna Kumar Choudhary	1,296,750	3.10%	1,296,750	3.10%
	Total	**41,716,290**	**99.84%**	**41,716,290**	**99.84%**

(iii) The Shareholders holding 1% or more of the equity paid-up capital of our Company as on one year prior to the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Shareholder	Pre-Offer			
		Number of equity shares	Percentage of pre-Offer equity share capital	Number of equity shares on a fully diluted basis	Percentage of pre-Offer equity share capital held on a fully diluted basis
1.	Keshav Krishna Kumar Choudhary	176,000	17.69%	176,000	17.69%
2.	Meena Choudhary	153,101	15.39%	153,101	15.39%
3.	Manju Suresh Pansari	140,174	14.09%	140,174	14.09%
4.	Krishna Kumar Choudhary (HUF)	137,446	13.82%	137,446	13.82%
5.	Sureshkumar Pansari	124,375	12.50%	124,375	12.50%
6.	Kapal Suresh Pansari	73,500	7.39%	73,500	7.39%
7.	Gazal Pansari	61,427	6.17%	61,427	6.17%
8.	Chaman Pansari	57,000	5.73%	57,000	5.73%
9.	Suresh M Pansari HUF	39,346	3.95%	39,346	3.95%
10.	Krishna Kumar Choudhary	30,875	3.10%	30,875	3.10%
	Total	**993,244**	**99.84 %**	**993,244**	**99.84 %**

(iv) The Shareholders holding 1% or more of the equity paid-up capital of our Company as on two years prior to filing of this Draft Red Herring Prospectus are as follows:

Sr. No.	Shareholder	Pre-Offer			
		Number of equity shares	Percentage of pre-Offer equity share capital	Number of equity shares on a fully diluted basis	Percentage of pre-Offer equity share capital held on a fully diluted basis
1.	Keshav Krishna Kumar Choudhary	176,000	17.69%	176,000	17.69%
2.	Meena Choudhary	164,749	16.56%	164,749	16.56%
3.	Manju Suresh Pansari	151,822	15.26%	151,822	15.26%
4.	Krishna Kumar Choudhary jointly with Meena Choudhary	125,798	12.64%	125,798	12.64%
5.	Sureshkumar Pansari	124,375	12.50%	124,375	12.50%
6.	Kapal Suresh Pansari	73,500	7.39%	73,500	7.39%
7.	Gazal Pansari	61,427	6.17%	61,427	6.17%
8.	Chaman Pansari	57,000	5.73%	57,000	5.73%
9.	Krishna Kumar Choudhary	30,875	3.10%	30,875	3.10%
10.	Sureshkumar Pansari jointly with Manju Suresh Pansari	27,698	2.78%	27,698	2.78%
	Total	**993,244**	**99.84%**	**993,244**	**99.84%**

9. Except for the Equity Shares to be allotted pursuant to the Offer, our Company presently does not intend or propose or is under negotiation or consideration to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly Equity Shares), whether on a preferential basis or by way of issue of bonus shares or rights issue or by way of further public issue of Equity Shares.

10. *Details of shareholding of our Promoters and Promoter Group in our Company*

(i) ***Shareholding of our Promoters and the members of the Promoter Group in our Company***

As on the date of this Draft Red Herring Prospectus, our Promoters and members of our Promoter Group together hold 41,783,490 Equity Shares, which constitutes 99.99% of the issued, subscribed, and paid-up equity share capital of our Company, as set forth in the table below:

Sr. no.	Name of shareholders	Pre- Offer		Post- Offer	
		No. of Equity Shares	Percentage of pre- Offer capital	No. of Equity Shares	Percentage of post- Offer capital
Promoters					
1.	Krishna Kumar Choudhary	1,296,750	3.10%	[●]	[●]
2.	Sureshkumar Pansari	5,223,750	12.50%	[●]	[●]
3.	Kapal Suresh Pansari	3,087,000	7.39%	[●]	[●]
4.	Keshav Krishna Kumar Choudhary	7,392,000	17.69%	[●]	[●]
5.	Chaman Pansari	2,394,000	5.73%	[●]	[●]
6.	Krishna Kumar Choudhary (Karta of Krishna Kumar Choudhary (HUF))	5,772,753	13.82%	[●]	[●]
7.	Sureshkumar Pansari (Karta of Suresh M Pansari HUF)	1,652,532	3.95%	[●]	[●]
Promoter Group					
8.	Manju Suresh Pansari	5,887,329	14.09%	[●]	[●]
9.	Meena Choudhary	6,430,242	15.39%	[●]	[●]
10.	Priyanka Kapal Pansari	67,200	0.16%	[●]	[●]
11.	Gazal Pansari	2,579,934	6.17%	[●]	[●]
	Total	**41,783,490**	**99.99%**	**[●]**	**[●]**

The entire shareholding of our Promoters and the Promoter Group is in dematerialised form as of the date of this Draft Red Herring Prospectus.

(ii) ***Build-up of Promoters' shareholding in our Company***

Set forth below is the build-up of our Promoter's equity shareholding since the incorporation of our Company:

Date of allotment/transfer/buy-back	Nature of transaction	Number of equity shares	Face value per equity shares (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer equity share capital	% of the post-Offer equity share capital
Name of our Promoter: Krishna Kumar Choudhary*						
March 28, 1990[1]	Further Issue	100	10	10	Negligible	[●]
March 22, 1993	Further Issue	2,000	10	10	Negligible	[●]
April 14, 1994	Transfer of equity shares to Radheshyam Choudhary and Krishna	(2,000) #	10	10	Negligible	[●]

Date of allotment/transfer/buy-back	Nature of transaction	Number of equity shares	Face value per equity shares (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer equity share capital	% of the post-Offer equity share capital
	Kumar Choudhary					
April 14, 1994[3]	Transfer of equity shares from Meena Choudhary	9,500[#]	10	10	0.02%	[●]
June 12, 1996[1]	Transfer of equity shares to Krishna Kumar Choudhary and Sureshkumar Pansari	(100) [#]	10	10	Negligible	[●]
June 12, 1996[2]	Transfer of equity shares from Krishna Kumar Choudhary and Vinod Pansari	100[#]	10	10	Negligible	[●]
February 5, 1997[2]	Bonus issue in the ratio of 1:1.	100[#]	10	NA	Negligible	[●]
February 5, 1997[3]	Bonus issue in the ratio of 1:1.	9,500	10	NA	0.02%	[●]
March 31, 2000[2]	Bonus issue in the ratio of 4:1.	800	10	NA	Negligible	[●]
March 31, 2000[3]	Bonus issue in the ratio of 4:1.	76,000	10	NA	0.18%	[●]
December 3, 2001[2]	Transfer of equity shares to Suresh M Pansari HUF.	(1,000) [#]	10	10	Negligible	[●]
June 30, 2006	Transfer of equity shares from Sureshkumar Pansari jointly with Krishna Kumar Choudhary, Manju Suresh Pansari and Meena Choudhary	29,875[#]	10	32.58	0.07%	[●]
November 20, 2007	Transfer of equity shares from Keshav Krishna Kumar Choudhary	1,000[#]	10	945	Negligible	[●]
May 7, 2019[3]	Transfer of equity shares to Krishna Kumar Choudhary (HUF)	(9,500) [#]	10	10	(0.02%)	[●]
May 7, 2019[3]	Transfer of equity shares to Krishna Kumar Choudhary (HUF)	(9,500) [#]	10	10	(0.02%)	[●]
May 7, 2019[3]	Transfer of equity shares to Krishna Kumar Choudhary (HUF)	(76,000) [#]	10	10	(0.18%)	[●]
June 25, 2020[3]	Transfer of equity shares from Krishna Kumar Choudhary (HUF)	102,500	10	10	0.25%	[●]
June 25, 2020[3]	Transfer of equity shares from Meena Choudhary, Manju Suresh Pansari,	23,298	10	10	0.06%	[●]

Date of allotment/transfer/buy-back	Nature of transaction	Number of equity shares	Face value per equity shares (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer equity share capital	% of the post-Offer equity share capital
	Krishna Kumar Choudhary (HUF) and Suresh M Pansari HUF.					
March 31, 2021[3]	Transfer of equity shares to Krishna Kumar Choudhary (HUF)	(121,398) #	10	10	(0.29%)	[●]
March 31, 2021[3]	Transfer of equity shares to Krishna Kumar Choudhary (HUF)	(4,400) #	10	10	(0.01)%	[●]
February 22, 2022	Our Company sub-divided 994,855 equity shares of face value of Rs.10 each into 1,989,710 Equity Shares of face value of Rs. 5 each pursuant to its shareholders resolution dated February 22, 2022. Consequently, cumulative shareholding of Krishna Kumar Choudhary post sub-division of the equity shares was 61,750 Equity Shares.					
March 31, 2022	Bonus issue in the ratio of 20:1.	1,235,000	5	N.A.	2.96%	[●]
	Total	**1,296,750**			3.10%	[●]
Name of our Promoter: Sureshkumar Pansari*						
March 31, 1997[4]	Further issue	30,000	10	30	0.07%	[●]
March 5, 2000	Transfer from Rajkumar Pansari	1,000#	10	10	Negligible	[●]
March 5, 2000	Transfer from Om Prakash Pansari	5,800#	10	10	0.01%	[●]
March 5, 2000	Transfer from Vijay Kumar Pansari	1,200#	10	10	Negligible	[●]
March 5, 2000	Transfer from Chandadevi Poddar	2,000#	10	10	Negligible	[●]
March 5, 2000	Transfer from Parvati Devi Pansari	2,000#	10	10	Negligible	[●]
March 5, 2000	Transfer from Gopal Pansari	200#	10	10	Negligible	[●]
March 5, 2000	Transfer from Manoj Pansari	7,700#	10	10	0.02%	[●]
March 31, 2000[4]	Bonus issue in the ratio of 4:1.	120,000	10	NA	0.29%	[●]
March 31, 2000	Bonus issue in the ratio of 4:1.	79,600	10	NA	0.19%	[●]
May 20, 2002[4]	Buy back**	(500)	10	69	Negligible	[●]
May 15, 2002[4]	Transfer of equity shares to Meena Choudhary, Manju Suresh Pansari, Krishna Kumar Choudhary (HUF) and Suresh M Pansari HUF.	(50,000) #	10	10	(0.12%)	[●]

Date of allotment/transfer/buy-back	Nature of transaction	Number of equity shares	Face value per equity shares (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer equity share capital	% of the post-Offer equity share capital
November 25, 2002[4]	Transfer of equity shares from Meena Choudhary, Manju Suresh Pansari, Krishna Kumar Choudhary (HUF) and Suresh M Pansari HUF.	34,000[#]	10	10	0.08%	[●]
August 1, 2003	Transfer of equity shares to Suresh M Pansari HUF.	(5,000)[#]	10	50	(0.01%)	[●]
July 7, 2004[4]	Transfer of equity shares to Meena Choudhary	(7,000)[#]	10	113	(0.02%)	[●]
July 7, 2004[4]	Transfer of equity shares to Manju Suresh Pansari	(7,000)[#]	10	113	(0.02%)	[●]
June 30, 2006[4]	Transfer of equity shares to Sureshkumar Pansari	(29,875)[#]	10	32.58	(0.07%)	[●]
June 30, 2006	Transfer of equity shares from Sureshkumar Pansari jointly with Krishna Kumar Choudhary, Manju Suresh Pansari and Meena Choudhary	29,875[#]	10	32.58	0.07%	[●]
June 30, 2006[4]	Transfer of equity shares to Krishna Kumar Choudhary	(29,500)[#]	10	32.58	(0.07%)	[●]
June 30, 2006[4]	Transfer of equity shares to Krishna Kumar Choudhary	(375)[#]	10	32.58	Negligible	[●]
June 30, 2006[4]	Transfer of equity shares to Manju Suresh Pansari	(23,875)[#]	10	32.58	(0.06%)	[●]
June 30, 2006[4]	Transfer of equity shares to Manju Suresh Pansari	(6,000)[#]	10	32.58	(0.01%)	[●]
June 30, 2006[4]	Transfer of equity shares to Meena Choudhary	(9,750)[#]	10	32.58	(0.02%)	[●]
June 30, 2006[4]	Transfer of equity shares to Meena Choudhary	(20,125)[#]	10	32.58	(0.05%)	[●]
June 25, 2020[4]	Transfer of equity shares from Suresh M Pansari HUF	4,400	10	10	0.01%	[●]
June 25, 2020[4]	Transfer of equity shares from Meena Choudhary, Manju Suresh Pansari, Krishna Kumar Choudhary (HUF) and Suresh M Pansari HUF.	23,298[#]	10	10	0.06%	[●]
March 31, 2021[5]	Transfer of equity shares to Suresh M Pansari	(27,698)[#]	10	10	(0.07%)	[●]

Date of allotment/transfer/buy-back	Nature of transaction	Number of equity shares	Face value per equity shares (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer equity share capital	% of the post-Offer equity share capital
	HUF.					
February 22, 2022	Our Company sub-divided 994,855 equity shares of face value of Rs.10 each into 1,989,710 Equity Shares of face value of Rs. 5 each pursuant to its shareholders resolution dated February 22, 2022. Consequently, cumulative shareholding of Sureshkumar Pansari was 248,750 Equity Shares post sub-division of equity shares.					
March 31, 2022	Bonus issue in the ratio of 20:1.	4,975,000	5	N.A.	11.91%	[●]
Total		**5,223,750**			12.50%	[●]
Name of our Promoter: Kapal Suresh Pansari*						
March 20, 2002	Transfer of equity shares from Vidyadevi Pansari	27,000#	10	Transfer by way of gift	0.06%	[●]
March 20, 2002	Transfer of equity shares from Sampati Devi Pansari	70,500#	10	Transfer by way of gift	0.17%	[●]
November 25, 2002	Transfer of equity shares to Manju Suresh Pansari	(3,000) #	10	10	(0.01%)	[●]
May 11, 2007	Transfer of equity shares to Rajesh Harinarayan Attal	(21,000) #	10	925.96	(0.05%)	[●]
February 22, 2022	Our Company sub-divided 994,855 equity shares of face value of Rs.10 each into 1,989,710 Equity Shares of face value of Rs. 5 each pursuant to its shareholders resolution dated February 22, 2022. Consequently, cumulative shareholding of Kapal Suresh Pansari is 147,000 Equity Shares post sub-division of equity shares.					
March 31, 2022	Bonus issue in the ratio of 20:1.	2,940,000	5	N.A.	7.04%	[●]
Total		**3,087,000**			7.39%	[●]
Name of our Promoter: Keshav Krishna Kumar Choudhary*						
March 20, 2002	Transfer from Shiv Kumar Choudhary	100,000#	10	Transfer by way of gift	0.24%	[●]
March 20, 2002	Transfer of equity shares from Anita Choudhary	95,000#	10	Transfer by way of gift	0.23%	[●]
May 11, 2007	Transfer of equity shares to Rajesh Harinarayan Attal	(18,000) #	10	944.22	(0.04%)	[●]
November 20, 2007	Transfer of equity shares to Krishna Kumar Choudhary	(1,000) #	10	945.00	Negligible	[●]
February 22, 2022	Our Company sub-divided 994,855 equity shares of face value of Rs.10 each into 1,989,710 Equity Shares of face value of Rs. 5 each pursuant to its shareholders resolution dated February 22, 2022. Consequently, cumulative shareholding of Keshav Krishna Kumar Choudhary is 352,000 Equity Shares post sub-division of equity shares.					
March 31, 2022	Bonus issue in the ratio of 20:1.	7,040,000	5	N.A.	16.85%	[●]

Date of allotment/transfer/buy-back	Nature of transaction	Number of equity shares	Face value per equity shares (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer equity share capital	% of the post-Offer equity share capital
Total		**7,392,000**			17.69%	[●]
Name of our Promoter: Chaman Pansari*						
March 20, 2002	Transfers of shares from Lata Pansari	75,000#	10	Transfer by way of gift	0.18%	[●]
May 11, 2007	Transfers of shares to Rajesh Harinarayan Attal	(18,000) #	10	943.78	(0.04%)	[●]
February 22, 2022	Our Company sub-divided 994,855 equity shares of face value of Rs.10 each into 1,989,710 Equity Shares of face value of Rs. 5 each pursuant to its shareholders resolution dated February 22, 2022. Consequently, cumulative shareholding of Chaman Pansari is 114,000 Equity Shares post sub-division of equity shares.					
March 31, 2022	Bonus issue in the ratio of 20:1.	2,280,000	5	N.A.	5.46%	[●]
Total		**2,394,000**			5.73%	[●]
Name of our Promoter: Krishna Kumar Choudhary (HUF)*						
December 3, 2001	Transfer of equity shares from Meena Choudhary, Krishna Kumar Choudhary, Manju Suresh Pansari and Suresh M Pansari HUF.	1,000#	10	10	Negligible	[●]
March 20, 2002	Transfer of equity shares from Parmadevi Agarwal	17,000#	10	Transfer by way of gift	0.04%	[●]
May 11, 2007	Transfer of equity shares to Rajesh Harinarayan Attal	(10,500) #	10	944.20	(0.03%)	[●]
May 7, 2019	Transfer of equity shares from Krishna Kumar Choudhary jointly with Meena Choudhary.	95,000#	10	10	0.23%	[●]
June 25, 2020	Transfer of equity shares to Krishna Kumar Choudhary and Meena Choudhary	(102,500)	10	10	(0.25%)	[●]
March 31, 2021	Transfer of equity shares from Krishna Kumar Choudhary jointly with Meena Choudhary	121,398#	10	10	0.29%	[●]
March 31, 2021	Transfer of equity shares from Krishna Kumar Choudhary jointly with Meena Choudhary	4,400#	10	10	0.01%	[●]
March 31, 2021	Transfer of equity shares from Meena Choudhary	11,648#	10	10	0.03%	[●]
February 22, 2022	Our Company sub-divided 994,855 equity shares of face value of Rs.10 each into 1,989,710 Equity Shares of face value of Rs. 5 each pursuant to its shareholders resolution					

Date of allotment/transfer/buy-back	Nature of transaction	Number of equity shares	Face value per equity shares (in ₹)	Offer / acquisition/ transfer price per Equity Share (in ₹)	% of the pre- Offer equity share capital	% of the post- Offer equity share capital
	dated February 22, 2022. Consequently, cumulative shareholding of Krishna Kumar Choudhary (HUF) is 274,892 Equity Shares post sub-division of equity shares.					
March 31, 2022	Bonus issue in the ratio of 20:1.	5,497,840	5	N.A.	13.16%	[●]
June 8, 2022	Transfer of equity shares from Meena Choudhary	21	5	Transfer by way of gift.	Negligible	[●]
Total		**5,772,753**			13.82%	[●]
Name of our Promoter: Suresh M Pansari HUF*						
December 3, 2001	Transfer of equity shares from Krishna Kumar Choudhary and Sureshkumar Pansari	1,000#	10	10	Negligible	[●]
August 1, 2003	Transfer of equity shares from Sureshkumar Pansari	5,000#	10	50	0.01%	[●]
March 26, 2010	Transfer of equity shares to Priyanka Pansari	(1,600) #	10	1,500	Negligible	[●]
June 25, 2020	Transfer of equity shares to Sureshkumar Pansari jointly with Manju Suresh Pansari	(4,400) #	10	10	(0.01%)	[●]
March 31, 2021	Transfer of equity shares from Manju Suresh Pansari	11,648#	10	10	0.03%	[●]
March 31, 2021	Transfer of equity shares from Sureshkumar Pansari and Manju Suresh Pansari	27,698#	10	10	0.07%	[●]
February 22, 2022	Our Company sub-divided 994,855 equity shares of face value of Rs.10 each into 1,989,710 Equity Shares of face value of Rs. 5 each pursuant to its shareholders resolution dated February 22, 2022. Consequently, cumulative shareholding of Suresh M Pansari HUF is 78,692 Equity Shares post sub-division of equity shares					
March 31, 2022	Bonus issue in the ratio of 20:1.	1,573,840	5	N.A.	3.77%	[●]
Total		**1,652,532**			3.95%	[●]

[1] *equity shares held Jointly with Vinod Pansari.*
[2] *equity shares held jointly with Sureshkumar Pansari.*
[3] *equity shares held jointly with Meena Choudhary.*
[4] *equity shares jointly held with Krishna Kumar Choudhary, Manju Suresh Pansari and Meena Choudhary.*
[5] *equity shares jointly held with Manju Suresh Pansari.*
[*] *Build-up of equity shareholding of our Promoters includes equity shares held as first-holders only. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any joint shareholding.*
[**] *Date of extinguishment of equity shares.*
[#] *The share transfer forms for these transfers of equity shares to and from the Promoters could*

not be traced as the relevant information was not available in the records maintained by our Company. Accordingly, we have relied on the corporate records maintained by the Company such as statutory registers, minutes of meetings of our board and shareholder, as applicable and annual returns filed by our Company. For details see "Risk Factors- Certain filings and instructions made in respect to transfer of shares of our Company are not traceable." on page 44.
Note: As the ratio of % of pre offer share capital of certain transactions is negligible, hence, sum total of all the % will not match with the % of pre offer share capital as appearing in the total column.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition of such Equity Shares. Further, none of the Equity Shares held by our Promoters are pledged or are otherwise encumbered.

(iii) ***Sales or purchases of Equity Shares or other specified securities of our Company by the Promoter Group, or by our Directors and their relatives during the six months immediately preceding the date of this Draft Red Herring Prospectus.***

None of the members of the Promoter Group or our Directors and their relatives have sold or purchased any Equity Shares or other specified securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

(iv) There have been no financing arrangements whereby the Promoters, Promoter Group, the directors of our Company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity in the six months immediately preceding the date of this Draft Red Herring Prospectus.

11. *Details of Promoter's contribution locked in for 18 months*

(i) Pursuant to Regulations 14 and 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post- Offer Equity Share capital of our Company held by our Promoters (assuming full conversion of the vested options, under the ESOP Scheme), shall be locked-in for a period of eighteen (18) months from the date of Allotment as the minimum promoter's contribution ("**Promoter's Contribution**"). Our Promoter's shareholding in excess of 20% of the fully diluted post- Offer Equity Share capital shall be locked in for a period of six (6) months from the date of Allotment.

(ii) Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post- Offer Equity Share capital of our Company as the Promoter's Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter's Contribution from the date of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time except as may be permitted, in accordance with the SEBI ICDR Regulations. Details of the Promoter's Contribution are as provided below:

Name of our Promoters: [●]							
Date of allotment/ transfer#	**Nature of transaction**	**No. of Equity Shares allotted/ received***	**No. of Equity Shares locked in****	**Face value per Equity Share (₹)**	**Offer / acquisition price per Equity Share (₹)**	**% of the fully diluted post-Offer paid-up Capital**	**Date up to which the Equity Shares are subject to lock-in**
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total			[●]			[●]	[●]

 # All Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.
***Subject to finalisation of Basis of Allotment.*

(iii) Our Company undertakes that the Equity Shares that shall be locked-in for computation of the minimum Promoter's Contribution are not and will not be ineligible in terms of the Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(i) The minimum Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding three years from the date of this Draft Red Herring Prospectus: (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits of our Company or from bonus issue against Equity Shares which are otherwise ineligible for computation of the Promoter's Contribution;

(ii) The Equity Shares offered for the Promoter's Contribution do not include any Equity Shares acquired during the immediately preceding one year from the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a company and hence no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm; and

(iv) The Equity Shares forming part of the Promoter's Contribution are not subject to any pledge.

(v) All the Equity Shares held by our Promoters is in dematerialised form as on the date of this Draft Red Herring Prospectus.

12. *Details of Equity Shares locked-in for six months:*

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre- Offer Equity Share capital of our Company (other than the Promoter's Contribution), shall be locked in for a period of six months from the date of Allotment in the Offer, except for:

(i) the Equity Shares allotted to the employees, whether currently an employee or not, under the ESOP Scheme prior to the Offer;

(ii) the Equity Shares held by an employee stock option trust or transferred to the employees, whether currently an employee or not, in accordance with the ESOP Scheme.

(iii) for the Equity Shares held by a registered VCF, category I AIFs, category II AIFs or FVCIs, as applicable. However, such Equity Shares shall be locked-in for a period of at least six months from the date of purchase by such VCF or category I AIFs, category II AIFs or FVCI.

13. ***Lock-in of Equity Shares Allotted to Anchor Investors***

50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion will be locked-in for a period of 30 days from the date of Allotment, and the remaining 50% of Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion will be locked-in for a period of 90 days from the date of Allotment.

14. ***Recording of non-transferability of Equity Shares locked-in***

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

15. ***Other requirements in respect of lock-in***

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, as per Regulation 16 of the SEBI ICDR Regulations, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, a Systemically Important Non-Banking Financial Company or a housing finance company, subject to the following:

(i) with respect to the Equity Shares locked-in as the minimum Promoter’s Contribution for 18 months from the date of Allotment, the loan must have been granted to our Company or its Subsidiaries for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer;

(ii) with respect to the Equity Shares locked-in for six months from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, may be transferred to and amongst any member of the Promoter Group or to any new Promoters, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

Further, the Equity Shares held by persons other than our Promoters and locked-in for a period of six months from the date of Allotment in the Offer, may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of the transferee for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

16. As on the date of this Draft Red Herring Prospectus, our Company has 13 holders of Equity Shares.

17. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus. Further, the Equity Shares to be issued shall be fully paid-up at the time of Allotment, failing which no Allotment shall be made.

18. Neither the BRLMs and nor their respective associates as defined in the SEBI Merchant Bankers Regulations, hold any Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

19. Our Company, its Directors, or the BRLMs have not entered into any buy-back arrangements for purchase of the specified securities of our Company.

20. ***Employee Stock Option Scheme ("ESOP Scheme")***

Our Company, pursuant to the resolutions passed by the Board on September 23, 2022, and the Shareholders on September 23, 2022 adopted the ESOP Scheme. The ESOP Scheme shall be effective from September 30, 2023.The maximum aggregate number of the Equity Shares which may be subject to Option and granted by our Company under the ESOP Scheme should not exceed 5% of the diluted paid-up Equity Shares of our Company. Each Option granted to the employee under the ESOP Scheme shall entitle the employee to subscribe to one Equity Share in our Company, upon payment of exercise price as set out in the ESOP Scheme. Further, the ESOP Scheme is in compliance with the SEBI SBEB and Sweat Equity Regulations (as certified by Pipara & Co LLP, Chartered Accountants, pursuant to their certificate dated January 18, 2023).

The purpose of the ESOP Scheme is to attract, motivate, retain and reward the loyalty of key valued Employees and such other persons as permitted under the applicable law, whose past, present and potential contributions are important to the progressive growth, expansion and success of the Company by offering employees an opportunity to participate in the Company future performance through ownership in the Company.

Details of the options granted under the ESOP Scheme, as certified by Pipara & Co LLP, Chartered Accountants, pursuant to their certificate dated January 18, 2023, are as follows:

Particulars	**Details**			
	Fiscal Year 2020	**Fiscal Year 2021**	**Fiscal Year 2022**	**April 1, 2022, till the date of this Draft Red Herring Prospectus**
Total options outstanding as at the beginning of the year/ period	-	-	-	-
Options granted during the year/ period	-	-	-	-
Cumulative options granted as on the date of this Draft Red Herring Prospectus: Nil.				
Options vested during the year/ period	-	-	-	-
Vesting period	-	-	-	-
Options exercised during the year/ period	-	-	-	-
Exercise price of options (as on the date of grant options)	-	-	-	-
Total number of Equity Shares that would arise as a result of full exercise of the granted options (net of forfeited/ lapsed/ cancelled options)	-	-	-	-
Options forfeited/ lapsed/ cancelled during the year/ period	-	-	-	-
Variation in terms of options	-	-	-	-
Money realized by exercise of options (in ₹)	-	-	-	-
'Total number of options (vested and unvested) outstanding as at the end of the period' or 'Total number of options in force'	-	-	-	-
Employee wise details of options granted to:	Nil			

<table>
<tr><th rowspan="2">Particulars</th><th colspan="4">Details</th></tr>
<tr><th>Fiscal Year 2020</th><th>Fiscal Year 2021</th><th>Fiscal Year 2022</th><th>April 1, 2022, till the date of this Draft Red Herring Prospectus</th></tr>
<tr><td>(i) Key managerial personnel as on the date of the Draft Red Herring Prospectus</td><td colspan="4"></td></tr>
<tr><td>(ii) List of employees who received a grant in any one year of options amounting to 5% or more of the options granted during the year</td><td colspan="4">Nil</td></tr>
<tr><td>(iii) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td colspan="4">Nil</td></tr>
<tr><td>Diluted earnings per share* pursuant to the issue of equity shares on exercise of options in accordance with IND AS 33 ‘Earnings Per Share’

(*The outstanding potential equity shares had an anti-dilutive effect on EPS, hence there was no dilution of EPS in the Fiscal Year 2020 and in the Fiscal Year 2021.)</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Difference, if any, between employee compensation cost computed using the intrinsic method and the employee compensation that
shall have been recognised if the Company had used the fair value of the stock options and the impact of this difference on the profits of the Company and EPS of the Company</td><td colspan="4">As the scheme is effective from September 30, 2023, ESOP accounting is not applicable as on the date of DRHP</td></tr>
<tr><td>Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair value of options granted including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option</td><td colspan="4">Not Applicable</td></tr>
<tr><td>Method of option valuation</td><td colspan="4">As per ESOP Scheme “Fair Market Value” per Share means the valuation arrived at by the Nomination and Remuneration</td></tr>
</table>

Particulars	Details			
	Fiscal Year 2020	**Fiscal Year 2021**	**Fiscal Year 2022**	**April 1, 2022, till the date of this Draft Red Herring Prospectus**
	Committee based on any internationally accepted pricing methodology under the Applicable Laws.			
- Expected life of options (years)	-	-	-	-
- Expected Volatility (% p.a.)	-	-	-	-
- Risk Free Rate of Return (%)	-	-	-	-
- Dividend Yield (% p.a.)	-	-	-	-
- Exercise price per share (₹)	-	-	-	10*
- Weighted average share price on the date of grant of option (in ₹)	NA	NA	NA	NA
Impact on the profits and on the EPS of the last three years if the Company had followed the accounting policies specified in the SEBI SBEB Regulations in respect of options granted in the last three years	Not Applicable as there is no option granted till the date of DRHP.			
Intention of the Key Managerial Personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their Equity Shares within three months after the listing of Equity Shares pursuant to the Offer	Not Applicable			
Intention to sell Equity Shares arising out of the ESOP Scheme within three months after the listing of Equity Shares by Directors, senior managerial personnel and employees having Equity Shares arising out of the ESOP Scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions) of our Company	Not Applicable			

**As per ESOP Scheme, "Exercise Price" means ₹10/- per option, which will be at a discount to the fair value of equity shares of the Company as on effective date or such other price as determined by the Nomination and Remuneration Committee or Board at its sole discretion as specified in the Letter of Grant, which shall be payable by the Optionee for exercising the Option granted to him under the ESOP Scheme.*

21. No person connected with the Offer, including, but not limited to the BRLMs, the Syndicate Members, our Company, our Directors, the Promoters or the members of the Promoter Group, shall offer or make payment of any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

22. Except the Pre-IPO Placement, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts of ASBA Bidders on account of non-listing, under-subscription etc, as the case may be, other than (i) in connection with in the Offer; or (ii) any issue of Equity Shares pursuant to exercise of options vested under the ESOP Scheme.

23. Except as disclosed in "*Our Management*" on pages 260 and 278, none of our Directors or KMPs hold any Equity Shares in our Company.

24. Our Promoters and members of the Promoter Group will not submit Bids, or otherwise participate in this Offer.

25. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

26. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group, if any, during the period between the date of filing of the Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

OBJECTS OF THE OFFER

The Offer comprises an issue of up to [●] Equity Shares, aggregating up to ₹7,500 million by our Company.

Objects of the Offer

Our Company proposes to utilize the Net Proceeds from the Offer towards funding the following objects:

We propose to utilise the Net Proceeds towards funding the following objects:

1. Prepayment or scheduled re-payment of all or a portion of certain outstanding borrowings availed by our Company;

2. Funding working capital requirements of our Company; and

3. General corporate purposes

(collectively, the "**Objects**").

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges and enhancement of our Company's brand name amongst our existing and potential customers and creation of a public market for our Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects clause as set out in the Memorandum of Association of our Company enables our Company to undertake their existing business activities.

Net Proceeds

The following table sets forth details of the Net Proceeds:

Particulars	**Estimated Amount (in ₹ million)**
Gross proceeds from the Offer	7,500
Less: Offer related expenses	[●][(1)]
Net proceeds from the Offer after deducting the Offer related expenses ("**Net Proceeds**")	[●][(1)]

(1) To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall note exceed 25% of the gross proceeds from the Offer.

Requirement of Funds and Utilisation of Net Proceeds

The following table sets forth details of the proposed utilisation of the Net Proceeds:

Particulars	**Estimated Amount (in ₹ million)**
Prepayment or scheduled re-payment of all or a portion of certain outstanding borrowings availed by our Company	4,000
Funding working capital requirements of our Company	2,000
General corporate purpose	[●][(1)]
Net Proceeds	[●][(1)]

(1) To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall note exceed 25% of the gross proceeds from the Offer.

Proposed schedule of implementation and deployment of Net Proceeds

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

(in ₹ million)

S. No.	Particulars	Total estimated amount/	Estimated amount to be deployed from the Net Proceeds in Fiscal 2024
1.	Prepayment or scheduled re-payment of a portion or all of certain outstanding borrowings availed by our Company	4,000	4,000
2.	Funding working capital requirements of our Company	2,000	2,000
3.	General corporate purpose	[●](1)	[●] (1)
	Total Net Proceeds	[●](1)	[●] (1)

(1) *To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilised for general corporate purposes shall note exceed 25% of the gross proceeds from the Offer.*

The fund requirements, deployment of funds and the intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on our current business plan, management estimates, prevailing market conditions and other commercial considerations. However, such fund requirements and deployment of funds have not been appraised by any external agency or any bank or financial institution or any other independent agency. If the Net Proceeds are not utilized (in full or in part) for the Objects of the Offer during the period stated above due to factors such as (i) economic and business conditions; (ii) the timing of completion of the Offer; (iii) market conditions outside the control of our Company; and (iv) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in full or in part) in subsequent periods as may be determined by our Company, in accordance with applicable laws. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For further information on factors that may affect our internal management estimates, see "*Risk Factors – A portion of our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control*" on page 49.

Our Company proposes to deploy the entire Net Proceeds towards the Objects as per the schedule provided above. In the event that the estimated utilization is not completed as per the aforementioned schedule, due to the reasons stated above, such funds shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable law. Depending upon such factors, we may have to reduce or extend the utilisation period for any of the stated Objects beyond the estimated time period, at the discretion of our management, in accordance with applicable law. Further, such factors could also require us to advance the utilisation before the scheduled deployment as disclosed above towards any particular or all Objects. Subject to compliance with applicable laws, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for funding other existing Objects, if necessary and/or towards 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 the SEBI ICDR Regulations.

Details of the Objects

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

Our Company has entered into various borrowing arrangements for borrowings in the form of cash credits, working capital facilities, among other forms. For details of these financing arrangements including indicative terms and conditions, see "*Financial Indebtedness*" on page 411. As on September 30, 2022, our total outstanding consolidated financial indebtedness is ₹ 12,756.35 million.

Our Company intends to utilize ₹ 4,000 million from the Net Proceeds towards prepayment or scheduled repayment of all, or a portion, of the outstanding amount on certain loans availed by our Company, the details of which are listed out in the table below. Pursuant to the terms of the borrowing arrangements, prepayment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, along with interest and other related costs, will also be funded out of the Net Proceeds. In the event the Net Proceeds are insufficient for payment of pre-payment penalty, interest or other related costs, as applicable, such payment shall be made from the internal accruals of our Company.

Given the nature of the borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under the borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Further, the amounts outstanding under the borrowings as well as the sanctioned limits are dependent on several factors and may vary with the business cycle of our Company with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. Further, our Company may also avail additional borrowings after the date of this Draft Red Herring Prospectus and/or draw down further funds under existing loans from time to time. Accordingly, in case any of the below loans are pre-paid or further drawn-down prior to the completion of the Offer, we may utilize the Net Proceeds towards scheduled repayment / pre-payment of such additional indebtedness as will be disclosed in the Red Herring Prospectus.

In light of the above, if at the time of filing the Red Herring Prospectus, any of the below mentioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down and if the terms of new loans are more onerous than the older loans or if the limits under the working capital borrowings are increased, then the table below shall be suitably revised to reflect the revised amounts or loans as the case may be which have been availed by our Company. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, will not exceed ₹4,000 million. Accordingly, the table below shall be suitably revised at the time of filing the Red Herring Prospectus to reflect the revised amounts or loans as the case may be which have been availed by our Company

We believe that the prepayment or scheduled repayment of all or a portion of certain outstanding borrowings availed by us will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion.

The selection of borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay/ repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment from the respective lenders, (iv) terms and conditions of such consents and waivers, (v) levy of any prepayment penalties and the quantum thereof, (vi) provisions of any laws, rules and regulations governing such borrowings, and (vii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. The amounts proposed to be prepaid and / or repaid against each borrowing facility below is indicative and our Company may utilize the Net Proceeds to prepay and / or repay the facilities disclosed below in accordance with commercial considerations, including amounts outstanding at the time of prepayment and / or repayment. For details, see "*Financial Indebtedness*" on page 411.

For the purposes of the Offer, our Company has intimated and has obtained necessary consent from its lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Offer and for the deployment of the Net Proceeds towards the objects set out in this section.

The details of the outstanding loans proposed for scheduled repayment or prepayment, in full or in part from the Net Proceeds are set forth below:

Sr No	Name of the lender	Nature of Borrowing and date of the Sanction as per Sanction Letter(1a)(1b)(1c)	Rate of interest (% per annum)	Amount sanctioned as per Sanction Letter (2)	Total outstanding amount (principal amount and interest) as on September 30, 2022 as per bank confirmation	Repayment Schedule	Prepayment penalty, if any	Purpose as per Sanction Letter for which disbursed loan amount was utilised(1a)(1b)(1c)
		Letter/Document		**(₹ in million)**	**(₹ in million)**			
1.	HDFC Bank Limited	Cash Credit dated December 22, 2021	7.75%	2,610.00	282.24	On demand	N.A.	Credit Facility/ies - Working Capital Limits
		Working Capital Demand Loan (Sublimit of Cash Credit) sanctioned dated December 22, 2021	6.95% - 7.95%		1,716.00			
2.	IndusInd Bank Limited(1b)	Working Capital Demand Loan dated June 21, 2022	7.20% - 7.90%	2,000.00	1240.00	On demand	N.A.	To fulfil Working Capital requirements
		Cash Credit - (Sublimit up to Rs. 2000 millions of Working Capital Demand Loan) dated June 21, 2022	8.20%		122.23			
3.	Standard Chartered Bank	Pre shipment Financing Under Export Orders Facility (viz Working Capital Facilities) dated July 5, 2022	7.00% - 7.25%	1,575.00	1,245.00	On demand	N.A.	Pre-shipment financing covering the purchase of raw material, processing, packing, transportation, warehousing and other expenses and overheads incurred by the Borrower to ready goods for sale

Sr No	Name of the lender	Nature of Borrowing and date of the Sanction as per Sanction Letter[(1a)(1b)(1c)]	Rate of interest (% per annum)	Amount sanctioned as per Sanction Letter [(2)]	Total outstanding amount (principal amount and interest) as on September 30, 2022 as per bank confirmation	Repayment Schedule	Prepayment penalty, if any	Purpose as per Sanction Letter for which disbursed loan amount was utilised[(1a)(1b)(1c)]
		Letter/Document		(₹ in million)	(₹ in million)			
4.	HSBC Bank Limited	Import/Buyer Facility: Post-shipment buyer loan - Domestic Purchase Finance (viz Working Capital Facilities) dated April 22, 2022	8.47% - 9.09%	2,000.00	655.52	On demand	N.A.	To finance import /domestic payables of the Borrower
		Working Capital Demand Loan (Sublimit up to Rs. 1000 millions of Working Capital Facilities) dated April 22, 2022	8.20 – 8.23%		1000.00			To finance Working Capital requirements
		Overdraft Facility (Sublimit up to Rs. 400 millions of Working Capital Facilities) dated April 22, 2022	8.30%		184.96			To finance Working Capital requirements
5.	Citibank N.A.	Working Capital Demand Loan dated June 9, 2022	9.90%	2,000.00	720.00	On demand	N.A.	To fulfil Working Capital requirements
6.	Axis Bank Limited	Cash Credit sanctioned dated January 19, 2022	8.25%	1,300.00	191.23	On demand	N.A.	To fulfil Working Capital requirements
		Working Capital Demand Loan /FCDL (Sublimit up to Rs. 1000 millions of Cash Credit) dated January 19, 2022	6.95% - 7.85%		780.00			
		Channel Finance dated January 19, 2022	8.50%	500.00	493.06			
7.	ICICI Bank Limited	Working Capital Demand Loan(Sublimit up to Rs. 1200 millions of Cash Credit) dated August 6, 2022	7.25% – 7.35%	2000.00	700.00	On demand	As stipulated by ICICI Bank Limited	To fulfil Working Capital requirements

** In relation to the utilisation of loans for the purposes availed our Joint Statutory Auditors have issued a certificate dated January 18, 2023.*

(1a) The sanction letter considered is the sanction letter most recently issued by respective banks for renewal of credit facilities as on September 30, 2022.

(1b) For IndusInd Bank Limited, date of drawdown and amount of drawdown for working capital demand loan are as per "draw down letters" issued by our Company to the lender and acknowledged by IndusInd Bank Limited.

(1c) Channel finance facility sanctioned by Axis Bank vide sanction letter dated 16 January 2020 was valid for one year from the date of sanction. The said facility was renewed on existing terms as per an email confirmation received by the Company from the bank.

(2) The amount sanctioned as per the sanction letter considered above are fund based credit facilities provided by respective banks as per the most recent sanction letter.

2. Funding working capital requirements of our Company

Our Company proposes to utilise ₹ 2,000.00 million from the Net Proceeds towards funding its working capital requirements in Fiscal 2024. We have significant working capital requirements, and we fund our working capital requirements in the ordinary course of business from our internal accruals/equity and financing facilities from various banks, financial institutions and non-banking financial companies. Our Company requires additional working capital for funding future growth requirements of our Company. For details of the working capital facilities availed by us, see "*Financial Indebtedness*" on page 411 and for risk in relation to use of the Net Proceeds for funding working capital requirements of our Company, see "*Risk Factors - The objects of the Offer include funding working capital requirements of our Company, which is based on certain assumptions and estimates.*" on page 49.

Basis of estimation of working capital requirement

The details of our Company's working capital as at September 30,2022, March 31, 2020, March 31, 2021 and March 31, 2022, and the source of funding, derived from the standalone financial statements of our Company, as certified by Pipara & Co LLP, Chartered Accountants through their certificate dated January 18, 2023 are provided in the table below:

(in ₹ million)

S. No	Particulars	September 30,2022	March 31, 2022	March 31, 2021	March 31, 2020
I.	**Current Assets**				
a)	Trade Receivables	11,814.46	11,236.21	7,785.40	4,172.65
b)	Other current assets including other financial assets (excluding cash and cash equivalents and loans)	2,541.00	1,508.02	939.43	837.88
c)	Inventories	17,381.71	11,734.75	5,611.25	4,890.08
	Total current assets (I)	**31,737.17**	**24,478.98**	**14,336.08**	**9,900.61**
II.	**Current liabilities**				
a)	Trade payables	16,150.74	10,818.84	6,339.07	4,491.32
b)	Other financial liabilities, Other current liabilities, current tax liabilities (net) and provisions (excluding current lease liabilities)	433.13	519.23	229.12	282.49
	Total current liabilities (II)	**16,583.87**	**11,338.07**	**6,568.19**	**4,773.81**
III.	**Net working capital requirements (I – II)**	**15,153.30**	**13,140.91**	**7,767.89**	**5,126.80**
IV.	**Existing funding pattern**				
a)	Borrowings (current borrowings from Banks and FIs/loan from related parties/loan from others/GECL loan)	10,003.60	8,685.35	4,758.20	3,106.17
b)	Internal accruals	5,149.70	4,455.56	3,009.69	2,020.63
	Total	**15,153.30**	**13,140.91**	**7,767.89**	**5,126.80**

Note: Pursuant to certificate dated January 18, 2023 issued by Pipara & Co LLP, Chartered Accountants.

On the basis of the existing and estimated working capital requirement of our Company on a standalone basis, and assumptions for such working capital requirements, our Board pursuant to its resolution dated January 18, 2023, has approved the estimated working capital requirements for Financial Years 2023 and 2024 as set forth below:

(in ₹ million)

S. No	Particulars	Financial Year 2023 (estimated)	Financial Year 2024 (estimated)
I.	**Current assets**		

S. No	Particulars	Financial Year 2023 (estimated)	Financial Year 2024 (estimated)
a)	Trade Receivables	12,472.85	14,586.30
b)	Other current assets including other financial assets (excluding cash and cash equivalents)	1,700.84	1,989.04
c)	Inventories	13,039.80	15,249.32
	Total current assets (I)	**27,213.49**	**31,824.66**
II.	**Current liabilities**		
a)	Trade payables	12,189.38	14,254.79
b)	Other financial liabilities, Other current liabilities, current tax liabilities (net) and provisions (excluding current lease liabilities)	566.95	663.01
	Total current liabilities (II)	**12,756.33**	**14,917.80**
III.	**Net working capital requirements (III) = (I) - (II)**	**14,457.16**	**16,906.86**
IV.	**Existing Funding pattern**		
a)	Proceeds from Offer		2,000.00
b)	Borrowings, internal accruals or equity	14,457.16	14,906.86
	Total	**14,457.16**	**16,906.86**

Note: Pursuant to certificate dated January 18, 2023 issued by Pipara & Co LLP, Chartered Accountants.

Assumptions for our estimated working capital requirements

The table below sets forth the details of holding levels (in days) for Fiscal 2020, Fiscal 2021 and Fiscal 2022 as well as estimated holding levels (in days) for Fiscals 2023 and 2024:

Days	March 31, 2020 (actual)	March 31, 2021 (actual)	March 31, 2022 (actual)	September 30, 2022 (actual)	March 31, 2023 (estimated)	March 31, 2024 (estimated)
Trade receivables	38	48	44	43	44	44
Other current assets including other financial assets (excluding cash and cash equivalents and loans)	7	5	6	9	6	6
Inventories	45	34	46	64	46	46
Trade payables	41	39	43	59	43	43
Other financial liabilities, other current liabilities, current tax liabilities (net) and provisions (excluding current lease liabilities)	2	1	2	1	2	2

The above details of holding levels as well as projections has been certified by Pipara & Co LLP, Chartered Accountants, through their certificate dated January 18, 2023.

Notes:

1. Holding period (in days) is calculated as respective current asset or current liability divided by revenue from operations multiplied by number of days (see note 2 below). Estimated holding days for Fiscals 2023 and 2024 have been rounded to the nearest number.

2. The holding period has been computed over 365 days for each fiscal year and 182 days for the six-month period ended September 30, 2022.

Key assumptions for working capital projections made by our Company

Our Company's estimated working capital requirements on a standalone basis are based on the following key assumptions:

S.No	Particulars	Assumptions and Justifications by management
1.	Trade receivables	The holding levels of trade receivables were at 38 days in Fiscal 2020, 48 days in Fiscal 2021, 44 days in Fiscal 2022 and 43 days in the six month period ended September 30, 2022. The year-end sales of our Company was impacted in Fiscal 2020 due to Covid-19. The holding levels in Fiscal 2021, Fiscal 2022 and September 30, 2022 were 48 days, 44 days and 43 days respectively due to the business returning to its normalcy. We consider the holding level to stay in line with Fiscal 2022 for Fiscal 2023 and Fiscal 2024.
2.	Other current assets including other financial assets (excluding cash and cash equivalents and loans)	Other current assets include balance with statutory authorities, advances to employees, prepaid expenses and security deposits (rentals). Our Company had maintained holding level of other current assets including other financial assets (excluding cash and cash equivalents and loans) at 7 days in Fiscal 2020, 5 days in Fiscal 2021, 6 days in Fiscal 2022 and 9 days in September 30, 2022. Seasonality of the business has resulted in higher volumes mid-year, leading to higher Input Tax Credit of GST as on September 30, 2022. We expect the holding level to stay in line with Fiscal 2022 for Fiscal 2023 and Fiscal 2024.
3.	Inventories	Our Company had maintained inventory holding period of 45 days in Fiscal 2020, 34 days in Fiscal 2021, 46 days in Fiscal 2022 and 64 days in September 30, 2022. The holding days for Fiscal 2021 reduced due to the shortage in the vendor supplies. In the Fiscal 2022, the supplies have reached to the normal level. In September 30, 2022, high activity period resulting in higher inventory levels which may regularise by year end. We expect holding level to stay in line with Fiscal 2022 for Fiscal 2023 and Fiscal 2024.
4.	Trade payables	Our Company had maintained holding level of trade payables at 41 days in Fiscal 2020, 39 days in Fiscal 2021, 43 days in Fiscal 2022 and 59 days in September 30, 2022. High activity period resulted in higher trade payables which may regularise by year end, however these trade payables are not overdue. We consider the holding level to stay in line with Fiscal 2022 for Fiscal 2023 and Fiscal 2024.
5.	Other financial liabilities, other current liabilities, current tax liabilities (net) and provisions (excluding current lease liabilities)	It includes payables to employees, statutory liabilities, advances from customers, provision for warranty, provision for gratuity, and current tax liabilities. Our Company had maintained holding level of other financial liabilities, other current liabilities, current tax liabilities (net) and provisions (excluding current lease liabilities) at 2 days in Fiscal 2020, 1 day in Fiscal 2021, 2 days in Fiscal 2022 and 1 day in September 30, 2022. We consider the holding level to stay in line with Fiscal 2022 for Fiscal 2023 and Fiscal 2024.

Note: Pursuant to the certificate dated January 18, 2023, issued by Pipara & Co LLP, Chartered Accountants.

3. General corporate purposes

The Net Proceeds will first be utilized towards the Objects as set out above. Subject to this, our Company intends to deploy any balance Net Proceeds towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to meeting fund requirements which our Company may face in the ordinary course of business, without limitation, strategic initiatives, funding growth opportunities, strengthening marketing capabilities and brand building exercises, meeting ongoing general corporate contingencies, expenses incurred in ordinary course of business, meeting our business requirements, payment of lease liabilities, payment of commission and/or fees to consultants, acquisition of fixed assets, capital expenditure in the ordinary course of business, business development initiatives, employee welfare activities, any of the other Objects, other expenses including salaries and wages, administration, insurance, repairs and maintenance, payment of taxes and duties and any other purpose, as may be approved by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law, including provisions of the Companies Act.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any, in accordance with applicable law.

Bridge Financing

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Means of Finance

The entire requirements of the objects detailed above are intended to be funded from the Net Proceeds and internal accruals. Accordingly, we confirm that there is no need for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue under Regulation 7(1)(e) of the SEBI ICDR Regulations and Paragraph 9(C)(1) of Part A of Schedule VI of the SEBI ICDR Regulations. Subject to applicable laws, in case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals and/or seeking additional debt from existing and/or other lender.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

The Offer related expenses primarily include fees payable to the BRLMs and legal counsels, fees payable to the Auditors, underwriting commission, selling commission and brokerage fees payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Bank's fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The estimated Offer related expenses are as follows:

(₹ in million)

S. No	Activity	Estimated amount[(1)] (₹ in million)	As a % of total estimated Offer Expenses[(1)]	As a % of Offer Size[(1)]
1.	BRLMs fees and commissions (including underwriting commission)	[●]	[●]	[●]
2.	Brokerage, selling commission, bidding charges, processing fees and bidding charges for the Members of the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs [(2)(3)(4)(5)(6)]	[●]	[●]	[●]
3.	Advertising and marketing expenses for the Offer	[●]	[●]	[●]

S. No	Activity	Estimated amount(1) (₹ in million)	As a % of total estimated Offer Expenses(1)	As a % of Offer Size(1)
4.	Other expenses (i) Listing fees, SEBI filing fees, BSE & NSE processing fees, book building software fees, (ii) Other regulatory expenses, (iii) Printing and stationery expenses (iv) Fees payable to the Registrar to the Offer (v) Fees payable to the legal counsel (vi) Miscellaneous	[●]	[●]	[●]
	Total Estimated Offer Expenses	[●]	[●]	[●]

(1) Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price
(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows:

*Portion for Retail Individual Bidders**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted* (plus applicable taxes)*

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

(3) No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them.

Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

*Portion for Retail Individual Bidders**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid application (plus applicable taxes)*

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

(4) The Processing fees for applications made by UPI Bidders would be as follows:

Members of the Syndicate / RTAs / CDPs	*₹[●] per valid application (plus applicable taxes)*
Sponsor Bank(s)	*₹ [●] per valid Bid cum Application Form* (plus applicable taxes)* *The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

**For each valid application*

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

(5) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:

Portion for Retail Individual Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*

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

(6) Bidding charges of ₹ [●] (plus applicable taxes) shall be paid per valid Bid cum Application Form collected by the Syndicate, RTAs and CDPs (excluding applications made by UPI Bidders). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured and bid by them.

[7] Selling commission payable to the Registered Brokers on the portion for Retail Individual Investors and, Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ [●] per valid Bid cum Application Form (plus applicable taxes).

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member. The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

In addition to the selling commission referred above, any additional amount(s) to be paid by our Company shall be as mutually agreed amongst the Book Running Lead Manager, their respective Syndicate Members, and our Company before the opening of the Offer.

Monitoring of Utilisation of Funds

The Company shall appoint the Monitoring Agency for monitoring the utilisation of net proceeds, prior to the filing of the Red Herring Prospectus, as our size of the Offer exceeds ₹ 1,000.00 million, in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised if any, of such currently unutilised Net Proceeds. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Offer from the Objects of the Offer as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Offer from the Objects of the Offer as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee. We will disclose the utilisation of the Net Proceeds under a separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilised clearly specifying the purpose for which such Net Proceeds have been utilised. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Interim use of Net Proceeds

Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board or the IPO Committee.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Appraising Entity

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

Other Confirmations

No part of the proceeds of the Offer will be paid by our Company as consideration to our Promoters, members of the Promoter Group, Group Companies, our Directors or our Key Managerial Personnel.

Our Company has not entered into and is not planning to enter into any arrangement/ agreements with our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel or Group Companies in relation to the utilisation of the Net Proceeds. Further, there are no material existing or anticipated interest of such individuals and entities in the objects of the Offer.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and the applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the objects of the Offer without our Company being authorised 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 ("**Notice**") shall specify the prescribed details as required under the Companies Act. The Notice shall simultaneously be published in the newspapers, one in English and one in Marathi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters/ controlling shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, at a price and in such manner and subject to such conditions as prescribed by SEBI, in this regard.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 5 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price.

Investors should also refer to the sections "*Our Business*", "*Risk Factors*", "*Financial Information – Restated Consolidated Financial Information*" and "*Management Discussion and Analysis of Financial Condition and Results of Operations*" on pages 215, 35, 290 and 375 respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

- We are a leading and the fastest growing Indian distribution partner for information and communications technology products;
- We are present pan-India and have multi-channel distribution footprint backed by dedicated in-house infrastructure;
- We have long term relationships with marquee global technology brands supported by our committed strategy on engagement with customers;
- We have a diversified and comprehensive product portfolio and offer value added solutions;
- We have a scalable business model supported by advanced technology stack;
- We have a consistent track record of superior financial performance and return metrics; and
- We have experienced promoters and a professional senior management team.

For further details see "*Our Business – Business Strengths*" on page 222.

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "*Financial Information – Restated Consolidated Financial Information*" on page 290.

Some of the quantitative factors, which may form the basis for computing the Offer Price, are as follows:

A. Basic and Diluted Earnings Per Share ("EPS") at face value of ₹ 5 each:

Financial year	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2022	43.57	43.57	3
March 31, 2021	31.20	31.20	2
March 31, 2020	9.48	9.48	1
Weighted average	**33.77**	**33.77**	
September 30, 2022*	16.90	16.90	-

**The EPS for the six-month period ended September 30, 2022 is not annualized*

Certified by Pipara & Co LLP, Chartered Accountants, by its certificate dated January 18, 2023. This certificate has been designated a material document for inspection in connection with the Offer. See "Material Contracts and Documents for Inspection" on page 481

Notes:

(1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.
(2) The face value of each Equity Share is ₹5.
(3) Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the period/year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the period/year.

(4) *Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the period/year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the period/year.*
(5) *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.*
(6) *Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.*
(7) *The impact of bonus issue and split of shares effected in the Financial year 2021-22 has been considered while computing the above figures of Basic and Diluted EPS for the Financial years ended March 31, 2020, March 31, 2021 and March 31, 2022 as appearing in Restated Consolidated Financial Information for the year ended March 31, 2022.*

B. Price/Earning ("P/E") ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on basic EPS for year ended March 31, 2022	**[●]**	**[●]**
Based on diluted EPS for year ended March 31, 2022	**[●]**	**[●]**

C. Industry P/E ratio*

Particulars	Industry P/E
Highest	11.09
Lowest	11.09
Average	11.09

**Source: The highest, lowest and average Industry P/E shown above is based on the industry peer set provided below under "Comparison of accounting ratios with Listed Industry Peers" on page 137.*

Notes:
(1) *The industry P / E ratio mentioned above is for the financial year ended March 31, 2022.*

D. Return on Net Worth ("RoNW") as adjusted for change in capital:

Financial year/ period ended	RoNW (%)	Weight
March 31, 2022	31.66%	3
March 31, 2021	33.07%	2
March 31, 2020	15.07%	1
Weighted Average	**29.37%**	
September 30, 2022*	10.90%	-

**The RoNW for the six-month period ended September 30, 2022 is not annualized*
Certified by Pipara & Co LLP, Chartered Accountants, by its certificate dated January 18, 2023. This certificate has been designated a material document for inspection in connection with the Offer. See "Material Contracts and Documents for Inspection" on page 481

Notes:

(1) *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.*
(2) *Return on Net Worth (%) = Net Profit after tax attributable to owners of the parent, as restated / Restated net worth at the end of the period/year.*
(3) *Net worth has been computed as equity share capital instruments entirely in the nature of equity and other equity.*
(4) *'Net worth' under Ind-As: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of*

profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on March 31, 2020; 2021 and 2022, and September 30, 2022 in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.

E. Net Asset Value ("NAV") per Equity Share, as adjusted for change in capital:

NAV per Equity Share	(in ₹)
As on March 31, 2022	137.63
As on September 30, 2022	155.03
At Floor Price	Not available
At Cap Price	Not available
At Offer Price	Not available

Certified by Pipara & Co LLP, Chartered Accountants, by its certificate dated January 18, 2023. This certificate has been designated a material document for inspection in connection with the Offer. See "Material Contracts and Documents for Inspection" on page 481

Notes:

(1) *Net Asset Value per Equity Share = Net worth as per the Restated Consolidated Financial Information/ weighted average number of Equity Shares outstanding as at the end of the respective period/year.*

(2) *'Net worth' under Ind-As: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on March 31, 2020; 2021 and 2022 and September 30, 2022 in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.*

(3) *The impact of bonus issue and split of shares effected in the Financial year 2021-22 has been considered while computing the above figure.*

F. Comparison of accounting ratios with Listed Industry Peers

Following is the comparison with our peer group companies listed in India and in the same line of business as our Company:

Name of the Companies	Total Income (₹ million)	Face Value per Equity Share (₹)	Closing Price as on January 13, 2023	P/E as on January 13, 2023	EPS (Basic) * (₹)	EPS (Diluted) * (₹)	Return on Net Worth (%)	NAV per Equity Share (₹)
Rashi Peripherals Limited (Company)	93,219.21	5	Not available	Not available	43.57	43.57	31.66%	137.63
Listed Peers								
Redington India Limited	6,27,315.70$	2	181.80	11.09	16.40$	16.39$	22.12%	74.03

**Sourced from the Restated Consolidated Financial Information.*

Notes for Listed Peers:

$: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports as available of the respective company for the year ended March 31, 2022 submitted to stock exchanges.

1) *P / E Ratio has been computed based on the closing market price of equity shares on BSE on January 13, 2023 divided by the Diluted EPS for the year ended March 31, 2022.*

2) *Return on Net Worth (%) = Net Profit after tax attributable to shareholders of the parent for the year ended March 31, 2022 / Net worth attributable to shareholders of the parent at the end of the year*

3) *Net Asset Value per Equity Share = Net worth attributable to shareholders of the parent / Number of equity shares outstanding as at the end of year.*

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A. Key Performance Indicators

Key performance indicators having a bearing on the basis for the Offer Price

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our peers. In evaluating our business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

Our Company considers the following key performance indicators ("**KPI**") to have a bearing for arriving at the basis for the Offer Price The table below also sets forth a brief explanation of and the importance of these KPIs for our business and operations, along with details of KPIs as at/ for the financial years ended March 31 2020, March 31, 2021, March 31, 2022 and the six months period ended September 30, 2022:

Sr. no.	Particulars	As at and for the six-month period ended September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020	Information and explanation
1	Revenue from operations (₹ in millions)	50,238.09	93,134.38	59,250.48	39,344.82	Revenue from operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business.
2	Growth in Revenue from Operations (%)	-*	57.19%	50.59%	-#	Growth in Revenue from operations provides information regarding the growth of the

Sr. no.	Particulars	As at and for the six-month period ended September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020	Information and explanation
						business for the respective period.
3	Restated Profit after Tax (Rs. in millions)	673.75	1,825.11	1,363.50	382.31	Restated Profit after Tax provides information regarding the overall profitability of the business.
4	Restated Profit after Tax Margin (%)	1.34%	1.96%	2.30%	0.97%	Restated Profit after Tax is an indicator of the overall profitability and financial performance of the Business
5	Restated Profit after Tax - Growth Rate (%)	-*	33.85%	256.65%	-#	Restated Profit after Tax - Growth Rate represents the year over year growth of the Restated Profit after Tax of the Company in % terms.
6	EBITDA (Rs. in millions)	1,365.12	3,052.17	2,152.27	938.58	EBITDA provides information regarding the operational efficiency of the business of the Company.
7	EBITDA margin (%)	2.72%	3.28%	3.63%	2.39%	EBITDA Margin is an indicator of the operational profitability of the business before interest, depreciation, amortisation, and taxes and financial performance of the business.
8	EBITDA growth rate (%)	-*	41.81%	129.31%	-#	EBITDA growth rate represents the year over year EBITDA growth of our Company in % terms.

Sr. no.	Particulars	As at and for the six-month period ended September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020	Information and explanation
9	Net Debt / EBITDA Ratio	7.06**	2.74	2.14	3.41	It represents how many years it would take for our Company to pay back its debt if net debt and EBITDA are held constant.
10	Return on Equity-RoE (%)	11.54%**	37.56%	39.69%	16.28%	RoE provides how efficiently our Company generates profits from shareholders' funds.
11	Return on Capital Employed-RoCE (%)	7.82%**	20.13%	23.46%	14.58%	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
12	Working Capital Days	52	40	36	44	Working capital days indicates the working capital requirements of our Company in relation to revenue generated from operations, it defines the number of days taken by the company for converting the purchase to collection.
13	Inventory Days	57	37	35	41	Inventory Days provides number of days in which inventory turnaround in particular period / year.
14	Trade Receivable Days	43	38	37	43	Trade Receivable Days is the number of days that a customer invoice is outstanding before it is collected.
15	Trade Payable Days	48	35	36	40	Trade Payable Days is the number of days that a company

Sr. no.	Particulars	As at and for the six-month period ended September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020	Information and explanation
						takes to pay its bills and invoices to its trade creditors.
16	Debt Equity ratio	1.55	1.52	1.23	1.25	This gearing ratio compares shareholders' equity to company debt to assess the company's amount of leverage and financial stability.

**Growth rate from year ended March 31, 2022 to six month period ended September 30, 2022 is not disclosed as the periods are not comparable.*
*** Not annualized for the six months period ended September 30, 2022*
 # Year on year growth rates for the year ended March 31, 2020 could not be computed as the Ind AS figures for the previous Financial year, i.e. for the year ended March 31, 2019 are not available.
Certified by Pipara & Co LLP, Chartered Accountants, by its certificate dated January 18,2023. This certificate has been designated a material document for inspection in connection with the Offer. See "Material Contracts and Documents for Inspection" on page 481.

Notes:

(1) Revenue from operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Information.
(2) Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
(3) Restated Profit after Tax means the Restated Profit after Tax as appearing in the Restated Consolidated Financial Information.
(4) Restated Profit after Tax margin (%) is calculated as a percentage of Restated Profit after tax for the year/period of Revenue from Operations.
(5) Restated Profit after Tax - Growth Rate (%) is calculated as as a percentage of Restated Profit after Tax of the relevant period minus Restated Profit after Tax of the preceding period, divided by Restated Profit after Tax of the preceding period.
(6) EBITDA is calculated as Restated Profit before tax (Before Exceptional items) plus finance costs and depreciation and amortization expenses.
(7) EBITDA Margin is the percentage of EBITDA divided by revenue from operations.
(8) EBITDA growth rate (%)is calculated as as a percentage of EBITDA of the relevant period minus EBITDA of the preceding period, divided by EBITDA of the preceding period.
(9) Net Debt to EBITDA Ratio is a measurement of leverage, calculated as a company's interest-bearing liabilities minus cash or cash equivalents, divided by its EBITDA.
(10) Return on Equity-RoE (%) refers to Restated profit for the year/period attributable to owners of the company divided by Average Equity for the year/period. Average Equity is calculated as average of the total equity attributable to the owners of the Company at the beginning and ending of the year/period.

(11) Return on Capital Employed-RoCE (%) is calculated as Earnings before interest and taxes (EBIT) divided by Capital Employed. Capital Employed is Tangible Net Worth (excluding Intangible Assets) plus total borrowings plus deferred tax liability. Tangible Net worth is calculated as equity attributable to owners of the company reduced by revaluation surplus, intangible assets and goodwill.

(12) Working Capital Days refers to trade receivables days plus inventory days minus trade payables days.

(13) Inventory days have been calculated as average inventory divided by cost of goods sold multiplied by 182 (to annualize) for the six-month period ended September 30, 2022 and 365 days for the complete fiscal years.

(14) Trade Receivables days have been calculated as average Trade Receivables divided by revenue from operations multiplied by 182 (to annualize) for the six-month period ended September 30, 2022 and 365 days for the complete fiscal years.

(15) Trade Payables days have been calculated as average Trade Payables divided by purchases multiplied by 182 (to annualize) for the six-month period ended September 30, 2022 and 365 days for the complete fiscal years.

(16) Debt Equity ratio is calculated as total borrowings divided by total equity.

[***Remainder of this page is intentionally kept blank.***]

The Audit Committee has confirmed and taken on record that (a) no KPIs have been shared by our Company with any investors in the three years prior to filing of this Draft Red Herring Prospectus, and (b) verified details of the aforementioned KPIs have been included in this section. Further, the KPIs herein have been certified by Pipara & Co LLP, Chartered Accountants, by their certificate dated January 18, 2023.

We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" on page 5. For a qualitative and quantitative discussion of KPIs and other operating metrics of our Company, see *"Our Business – Financial and Operational Information"* and *"Industry Overview – Competitive Overview*" on pages 221 and 160, respectively.

For further information on the other operating metrics of our Company please see "*Our Business – Financial and Operational Information*", "*Our Business*" and "*Industry Overview – Competitive Overview*" on pages 221, 215 and 160, respectively.

Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any additions or dispositions to its business during the financial years ended March 31, 2020, 2021 and 2022 or during the six months period ended September 30, 2022.

Comparison of KPIs with listed industry peers

While our listed peer (mentioned below), like us, operate in the same industry and may have similar offerings or end use applications, our business may be different in terms of differing business models, different product verticals serviced or focus areas or different geographical presence.

Set forth below is a comparison of the KPIs of our Company vis-à-vis its listed peer as of/ for the financial years ended March 31, 2022.

Sr no.	KPI	March 31, 2022	
		Company	Redington Limited
1	Revenue from operations (Rs. in millions)	93,134.38	626,440.10
2	Growth in Revenue from Operations (%)	57.19%	10.01%
3	Profit after Tax (Rs. in millions)	1,825.11	13,148.70
4	Profit after Tax Margin (%)	1.96%	2.10%
5	Profit after Tax - Growth Rate (%)	33.85%	66.76%
6	EBITDA (Rs. in millions)	3,052.17	18,792.30
7	EBITDA margin (%)	3.28%	3.00%
8	EBITDA growth rate (%)	41.81%	18.70%
9	Net Debt / EBITDA Ratio	2.74	(1.41)
10	Return on Equity-RoE (%)	37.56%	23.87%
11	Return on Capital Employed-RoCE (%)	20.13%	28.59%
12	Working Capital Days	40	15
13	Inventory Days	37	23
14	Trade Receivable Days	38	45
15	Trade Payable Days	35	53
16	Debt Equity ratio	1.52	0.10

*Certified by Pipara & Co LLP, Chartered Accountants, by its certificate dated January 18,2023***.** *This certificate has been designated a material document for inspection in connection with the Offer. See "Material Contracts and Documents for Inspection" on page 481*

Notes:

(1) *Revenue from operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Information for the Company and the Annual report of the Listed Peer for the year ended March 31, 2022 (as uploaded on the website of Bombay Stock exchange (BSE)) (**"Peer Financial Information"**) for the Listed Peer.*
(2) *Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant year minus Revenue from Operations of the preceding year, divided by Revenue from Operations of the preceding year.*
(3) *Profit after Tax means the Profit after Tax as appearing in the Restated Consolidated Financial Information for the Company and Peer Financial Information for the Listed Peer.*
(4) *Profit after Tax margin (%) is calculated as Profit for the year as a percentage of Revenue from Operations.*
(5) *Profit after Tax - Growth Rate (%) is calculated as as a percentage of Profit after Tax of the relevant year minus Profit after Tax of the preceding year, divided by Profit after Tax of the preceding year.*
(6) *EBITDA is calculated as Restated Profit before tax (Before Exceptional items) plus finance costs and depreciation and amortization expenses.*
(7) *EBITDA Margin is the percentage of EBITDA divided by revenue from operations.*
(8) *EBITDA growth rate (%) is calculated as as a percentage of EBITDA of the relevant year minus EBITDA of the preceding year, divided by EBITDA of the preceding year.*
(9) *Net Debt to EBITDA Ratio is a measurement of leverage, calculated as a company's interest-bearing liabilities minus cash or cash equivalents, divided by its EBITDA.*
(10) *Return on Equity-RoE (%) refers to Profit for the year attributable to owners of the company divided by Average Equity for the year. Average Equity is calculated as average of the total equity attributable to the owners of the Company at the beginning and ending of the year.*
(11) *Return on Capital Employed-RoCE (%) is calculated as Earnings before interest and taxes (EBIT) divided by Capital Employed. Capital Employed is Tangible Net Worth (excluding Intangible Assets) plus total borrowings plus deferred tax liability. Tangible Net worth is calculated as equity attributable to owners of the company reduced by revaluation surplus, intangible assets and goodwill.*
(12) *Working Capital Days refers to trade receivables days plus inventory days minus trade payables days.*
(13) *Inventory days have been calculated as average inventory divided by cost of goods sold multiplied by 365 days.*
(14) *Trade Receivables days have been calculated as average Trade Receivables divided by revenue from operations multiplied by 365 days.*
(15) *Trade Payables days have been calculated as average Trade Payables divided by purchases multiplied by 365 days.*
(16) *Debt Equity ratio is calculated as total borrowings divided by total equity.*

Additional notes for listed peer disclosure:

(1) *We have traced the above financial information from the annual report of the listed peer for the year ended March 31, 2022 (as uploaded on the website of BSE - https://www.bseindia.com/stock-share-price/redington-ltd/redington/532805/financials-annual-reports/) ("**Peer Financial Information**") without verifying the genuineness of the numbers.*

(2) *In computing the ratios of the listed peer in point no. 2, 4, 5, 7, 8, 9, 10, 11, 12, 13, 14, 15 and 16 which are presented in the table above, we have considered the same formulas for the calculation of the ratios of the listed peer as were considered for the calculation of such ratios of our Company, which form a part of this DRHP.*
(3) *With respect to ratios in point no. 4, 10 and 11, the basis of computation as adopted by our Company and the listed peer are different and hence, such ratios as reported in the above table may not match with the corresponding ratios as appearing in the Peer Financial Information.*

Weighted average cost of acquisition

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

There has been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this DRHP, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested, as applicable), in a single transaction or multiple transactions combined together over a span of 30 days.

(b) *Price per share of our Company based on secondary sale/ acquisitions of Equity Shares or convertible securities*

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where the Promoter, members of the Promoter Group are a party to the transaction, during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

For the purpose of disclosure under part (a) and (b) above, 'primary transaction' refers to a primary issue of Equity Shares or securities convertible into Equity Shares, excluding shares issued under a bonus issuance and sub-division of shares and 'secondary transactions' refer to any secondary sale or acquisition of Equity Securities (excluding gifts).

(c) *Primary and secondary transactions in the last three years preceding the date of this Draft Red Herring Prospectus*

Since there are no such transactions to report to under (a) and (b) therefore, information for the last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this DRHP irrespective of the size of transactions, is as below:

Primary transactions:

Except as disclosed below, there have been no primary transactions in the last three years preceding the date of this DRHP:

Date of allotment	No. of equity shares allotted (1) (2)	Face value per equity share (₹)(1)	Issue price per equity share (₹) (2)	Nature of allotment	Nature of consideration	Total consideration (in ₹ million) (1) (2)
March 31, 2022	39,794,200	5	Nil	Bonus issue	Other than cash	Nil
Weighted average cost of acquisition						Nil*

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**As the total consideration involved is Nil, hence the weighted average cost will be Nil.*

Notes:

1. *(1) The Company sub-divided the equity shares of face value of ₹10 each into Equity Shares of face value of ₹5 each pursuant to the shareholders' resolution dated February 22, 2022.*
2. *(2) Bonus shares were allotted in the ratio of 20 Equity Shares for every one Equity Share pursuant to Board resolution dated March 31, 2022.*

Secondary acquisition:

Except as disclosed below, there have been no secondary transactions by the Promoters, members of the Promoter Group, Selling Shareholders are a party to the transaction, in the last three years preceding the date of this DRHP:

*[**Remainder of this page is intentionally kept blank**]*

Date of transfer	Name of transferor	Name of transferee	No. of securities	Adjusted no. of securities# (A)	Nature of securities	Face value of securities (₹)	Price per Specified Security (₹)	Adjusted price per Specified Security (₹)#	Nature of transaction	Nature of consideration	Total consideration (in rupees)# (B)
March 31, 2021*	Meena Choudhary	Krishna Kumar Choudhary (HUF)	11,648	4,89,216	Equity Shares	10	10.00	0.24	Transfer	Cash	1,16,480.00
March 31, 2021*	Krishna Kumar Choudhary Jt. Meena Choudhary	Krishna Kumar Choudhary (HUF)	1,21,398	50,98,716	Equity Shares	10	10.00	0.24	Transfer	Cash	12,13,980.00
March 31, 2021*	Krishna Kumar Choudhary Jt. Meena Choudhary	Krishna Kumar Choudhary (HUF)	4,400	1,84,800	Equity Shares	10	10.00	0.24	Transfer	Cash	44,000.00
March 31, 2021*	Suresh Pansari Jt. Manju Pansari	Suresh M Pansari HUF	27,698	11,63,316	Equity Shares	10	10.00	0.24	Transfer	Cash	2,76,980.00
March 31, 2021*	Manju Pansari	Suresh M Pansari HUF	11,648	4,89,216	Equity Shares	10	10.00	0.24	Transfer	Cash	1,16,480.00
May 19, 2022	Manju Pansari Jt. Meena Choudhary	Manju Pansari	21	21	Equity Shares	5	3,620.00	3,620.00	Transfer	Cash	76,020.00
May 19, 2022	Manju Pansari Jt. Meena Choudhary	Meena Choudhary	21	21	Equity Shares	5	3,620.00	3,620.00	Transfer	Cash	76,020.00
June 8, 2022	Meena Choudhary	Krishna Kumar Choudhary (HUF)	21	21	Equity Shares	5	0.00	0.00	Gift	Other than cash	0.00

Total	1,76,855	74,25,327							19,19,960.00
Weighted average cost of acquisition (in Rupees) [(B)/(A)]									**0.26^**

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**Since five transfers were effected on March 31, 2021, a total of eight transactions have been reported here.*
#The Company sub-divided the equity shares of face value of ₹10 each into Equity Shares of face value of ₹5 each pursuant to the shareholders' resolution dated February 22, 2022. Further, Bonus shares were allotted in the ratio of 20 Equity Shares for every one Equity Share pursuant to Board resolution dated March 31, 2022 and the effect of same has been given.
^Weighted average cost of acquisition has been computed for eight transactions after considering the impact of the following corporate actions: sub-division of equity shares and bonus issuance made by the Company.

[***Remainder of this page is intentionally kept blank***]

(d) *Weighted average cost of acquisition, floor price and cap price*

Based on the transaction described in (a), (b) and (c) above, the weighted average cost of acquisition, as compared with the Floor Price and Cap Price is set forth below:

Types of transactions	**Weighted average cost of acquisition (₹ per Equity Share)**	**Floor price (i.e. ₹ [●])[1]**	**Cap price (i.e. INR ₹)[1]**
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	**NA***	**[●]**	**[●]**
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities), where promoter/ promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	**NA***	**[●]**	**[●]**
Since there were no primary or secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been			

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor price (i.e. ₹ [●])[1]	Cap price (i.e. INR ₹)[1]
disclosed for price per share of the Company based on the last five# primary or secondary transactions where promoter/promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) on the Board, are a party to the transaction, not older than three years prior to the date of filing of the Draft Red Herring Prospectus irrespective of the size of the transaction			
(a) Based on primary issuances	**Nil**$	**[●]**	**[●]**
(b) Based on secondary transactions	0.26^	**[●]**	**[●]**

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**As there are no transactions to be reported under parts (i) and (ii) above, computation of weighted average price is not required here.*
#Since five transfers were effected in a single day (March 31, 2021), a total of eight transactions have been reported here.
$Since the total consideration involved is Nil, hence the weighted average cost will be Nil.
^Weighted average cost of acquisition has been computed for eight transactions after considering the impact of the following corporate actions: sub-division of equity shares and bonus issuance made by the Company.

Notes:

(1) Details have been left intentionally blank as the Floor Price and Cap Price are not available as on date.

Explanation for Offer Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) along with our Company's key performance indicators and financial ratios for the six months ended September 30, 2022 and the Fiscals 2022, 2021 and 2020.

[●]*
**To be included on finalisation of Price Band*

Explanation for Offer Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*
**To be included on finalisation of Price Band*

The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Restated Consolidated Financial Information*" on pages 35, 215, 375 and 290, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

September 30, 2022

To
The Board of Directors
Rashi Peripherals Limited
(formerly known as Rashi Peripherals Private Limited)
Ariisto House, 5th Floor, Corner of Telli Galli
Andheri (East), Mumbai – 400 069
Maharashtra, India

Sub: Statement of possible Special Tax Benefits available to the Company and its equity shareholders under the direct and indirect tax laws

We refer to the proposed initial public offering of equity shares (the "**Offer**") of Rashi Peripherals Limited (Formerly known as Rashi Peripherals Private Limited) (the **"Company"**). We enclose herewith the statement (the "**Annexure**") showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the Indian direct and indirect tax laws, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") , Foreign Trade Policy 2015-2020 (collectively the "**Taxation Laws**")] including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the assessment year 2023-2024 relevant to the financial year 2022-23 for inclusion in the Draft Red Herring Prospectus (**"DRHP"**) for the proposed initial public offering of shares of the Company as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws including the Income-tax Act 1961. Hence, the ability of the Company and/or its shareholders to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions which is based on business imperatives the Company may face in the near future and accordingly, the Company or its shareholders may not choose to fulfill.

The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultants, with respect to the specific tax implications arising out of their participation in the Offer 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. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this statement.

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

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

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

We hereby give our consent to include this report and the enclosed Annexure regarding the special tax benefits available to the Company and its shareholders in the DRHP for the proposed initial public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India and the National Stock Exchange of India Limited and BSE Limited (the "**Stock Exchanges**") where the equity shares of the Company are proposed to be listed, as applicable, provided that the below statement of limitation is included in the DRHP.

LIMITATIONS

Our views expressed in the enclosed Annexure are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the existing provisions of taxation laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors and third parties who may or may not invest in the initial public offer relying on the statement. This statement has been prepared solely for the purpose of assisting the Company in discharging its responsibilities under the ICDR Regulations.

For Deloitte Haskins & Sells LLP
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Pallavi Sharma
Partner
Membership No. 113861
UDIN: 22113861AXLWBC4742

Mumbai
Date: September 30, 2022

For Pipara & Co LLP
Chartered Accountants
Firm's Registration No. 107929W/W-100219

Bhawik Madrecha
Partner
Membership No. 163412
UDIN: 22163412AXPIQC8922

Mumbai
Date: September 30, 2022

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO RASHI PERIPHERALS LIMITED (FORMERLY KNOWN AS RASHI PERIPHERALS PRIVATE LIMITED) (THE "COMPANY") AND COMPANY'S SHAREHOLDERS ("SHAREHOLDERS")

The information provided below sets out the possible special direct and indirect tax benefits available to Rashi Peripherals Limited **(**Formerly known as Rashi Peripherals Private Limited) (the "Company") and the shareholders of the Company in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares of the Company, under the current Tax Laws presently in force in India. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the relevant Tax Laws. Hence, the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on business / commercial imperatives a shareholder faces, may or may not choose to fulfill. We do not express any opinion or provide any assurance as to whether the Company or its shareholders will continue to obtain these benefits in future. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

The statement below covers only relevant special direct and indirect tax law benefits and does not cover benefits under any other law.

INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE TAX IMPLICATIONS OF AN INVESTMENT AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THE SECURITIES, 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 IN THEIR PARTICULAR SITUATION.

STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND SHAREHOLDERS OF THE COMPANY

I. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY UNDER THE INCOME TAX ACT, 1961

The statement of tax benefits outlined below is as per the Income-tax Act, 1961 read with Income Tax Rules, circulars, notifications ("**Income Tax Law**"), as amended from time to time and applicable for financial year 2022-23 relevant to assessment year 2023-24. These special tax benefits are dependent on the Company fulfilling the conditions prescribed under the Income Tax Law. Hence, the ability of the Company to derive the special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

1. Lower corporate tax rate under Section 115BAA of the Income-tax Act, 1961 ("the Act"):

As per Section 115BAA of the Act as inserted vide the Taxation Laws (Amendment) Act, 2019, with effect from Financial Year 2019-20 (i.e. AY 2020-21), a domestic company has an option to pay income tax in respect of its total income at a concessional tax rate of 22% (plus surcharge of 10% and cess) provided the company does not avail specified exemptions/incentives/ deductions or set-off of losses, unabsorbed depreciation etc. and claiming depreciation in prescribed manner and complies with other conditions specified in section 115BAA of the Act.

In case a company opts for Section 115BAA of the Act, provisions of MAT under Section 115JB of the Act would not be applicable and MAT credit of the earlier year(s) will not be available for set-off.

The option needs to be exercised on or before the due date of filing the tax return in prescribed manner. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year and therefore, shall apply to subsequent assessment years. Further, if the conditions mentioned in section 115BAA of the Act are not satisfied in any year, the option exercised shall become invalid in respect of such year and subsequent years, and the other provisions of the Act shall apply as if the option under section 115BAA had not been exercised.

The tax expenses are recognized in the statement of profit and loss of for the year ended March 2022 by applying the tax rate as prescribed in Section 115BAA of the Act. (refer "Note - 3" below). The company has represented to us that they have opted for section 115BAA of the Act from the Assessment Year 2020-21 onwards.

2. **Deductions from Gross Total Income**

Deduction in respect of employment of new employees – Section 80JJAA of the Act:

As per section 80JJAA of the IT Act, while computing income under the head business and profession in case of an assessee to whom section 44AB (i.e. tax audit) applies, an additional deduction of an amount equal to thirty per cent of additional employee cost incurred in the course of such business in the previous year, is allowed for three assessment years including the assessment year relevant to the previous year in which such employment is provided. The Company is entitled to claim such deduction subject to fulfilment of conditions specified under section 80JJAA of the Act.

Deduction in respect of inter-corporate dividends – Section 80M of the Act:

Up to 31st March 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax ("**DDT**"), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1st April 2020 is liable to tax in the hands of the shareholder, other than dividend on which tax under section 115-O has been paid. The company is required to deduct Tax at Source ("**TDS**") on the amount of dividend paid/distributed at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any).

With respect to a shareholder which is a domestic company as defined in section 2(22A) of the Income-tax Act,1961, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. The section inter-alia provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

II. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS

The Company would be required to deduct tax at source on the dividend paid to the shareholders, at applicable rates. In case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend. The shareholders would be eligible to claim the credit of such tax in their return of income.

However, as per the provisions of section 194 of the Act, no deduction of tax at source would be required in case of an individual, where dividend is distributed in modes other than cash and the aggregate amount of such dividends distributed during the year by the company to the shareholder does not exceed Rs. 5,000.

Further, the provisions of section 194 of the Act shall not apply to such income credited or paid to:

(a) the Life Insurance Corporation of India established under the Life Insurance Corporation Act, 1956 (31 of 1956), in respect of any shares owned by it or in which it has full beneficial interest
(b) the General Insurance Corporation of India (hereafter in this proviso referred to as the Corporation) or to any of the four companies (hereafter in this proviso referred to as such company), formed by virtue

of the schemes framed under sub-section (1) of section 16 of the General Insurance Business (Nationalisation) Act, 1972 (57 of 1972), in respect of any shares owned by the Corporation or such company or in which the Corporation or such company has full beneficial interest
(c) any other insurer in respect of any shares owned by it or in which it has full beneficial interest
(d) a "business trust", as defined in clause (13A) of section 2, by a special purpose vehicle referred to in the Explanation to clause (23FC) of section 10
(e) any other person as may be notified by the Central Government in the Official Gazette in this behalf.

With respect to a domestic corporate shareholder, deduction shall be available under section 80M of the Act on fulfilling the conditions (as detailed above).

As per Section 112A of the Act, long-term capital gains arising from transfer of a listed equity share shall be taxed at 10% plus applicable surcharge and cess (without indexation) of such capital gains subject to fulfillment of prescribed conditions under the Act. It is worthwhile to note that tax shall be payable on long-term capital gains exceeding INR 1,00,000.

As per Section 111A of the Act, short term capital gains arising from transfer of a listed equity share, shall be taxed at 15% plus applicable surcharge and cess subject to fulfillment of prescribed conditions under the Act.

In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile and subject to entitlement to such treaty benefit.

Notes:

1. The benefits in I and II above are as per the current tax law as amended by the Finance Act, 2022.

2. This statement does not discuss any tax consequences in the country outside India of an investment in the shares. The shareholders / investors in the country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.

3. The Company has opted to apply the provisions of Section 115BAA of the Act from the assessment year 2020-21 onwards. In view of this, it may be noted that *inter alia* the below deductions / exemptions which were available to the Company (if any) in earlier assessment years, shall not be available from the assessment year 2020-21 onwards.

   - Deduction under Section 10AA of the Act in respect of unit in Special Economic Zone
   - Deduction under Section 35(2AB) of the Act being claim of capital expenditure for scientific research (not being expenditure in the nature of cost of any land or building) on in-house research and development facility recognized by Department of Scientific and Industrial Research
   - Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) of section 35 of the Act
   - Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
   - Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
   - Deduction under section 35CCD (Expenditure on skill development)
   - Deduction under Section 32(1)(iia) of the Act in respect of additional depreciation
   - Deduction under any provisions of Chapter VI-A other than the provisions of Section 80JJAA or Section 80M
   - No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above
   - No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above
   - A company opting for the lower corporate tax rate under Section 115BAA of the Act shall be subject to levy of surcharge of 10% and Health and Education Cess of 4%

   .

4. Further, it is also clarified in section 115JB(5A) that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

5. The above statement of possible direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

STATEMENT OF POSSIBLE SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND SHAREHOLDERS OF THE COMPANY

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, the Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively referred to as "Indirect tax")

I. SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY

A. Benefits under The Foreign Trade (Development and Regulation) Act, 1992 *(read with Foreign Trade Policy 2015-20)*[1]

1. Remission of Duties and Taxes on Exported Products (RoDTEP)

The Remission of Duties and Taxes on Exported Products (RoDTEP) scheme was announced by Government of India (GOI) on 14th September 2019 to boost exports. The objective of scheme is to refund, currently un-refunded duties/taxes/levies at the Central, State and Local level, borne on the exported product including prior stage cumulative indirect taxes on goods and services used in production of the exported product; and such indirect duties/taxes/levies in respect of distribution of exported products. Under the scheme, rebate of aforesaid taxes will be given in the form of electronic scrip which could be utilised for payment of Basic Customs Duty.

2. Export Promotion Capital Goods (EPCG)

The objective of the EPCG Scheme is to facilitate import of capital goods to be used for producing goods thereby enhancing India's manufacturing and export competitiveness. EPCG Scheme facilitates import of capital goods at zero customs duty subject to fulfilling an export obligation equivalent to 6 times of duties, taxes and cess saved on capital goods, to be fulfilled in 6 years from date of authorization. EPCG license holder is exempted from payment of whole of Basic Customs Duty, Additional Customs Duty and Special Additional Duty In lieu of Value Added Tax/ local taxes (non-GST goods), Integrated Goods and Services Tax and Compensation Cess (GST goods), wherever applicable, subject to certain conditions.

3. Advance Authorization (AA)

The objective of the AA Scheme is to facilitate import of material to be used in manufacturing goods to be exported thereby enhancing India's manufacturing and export competitiveness. AA Scheme facilitates import of material at zero customs duty subject to physically incorporating such raw material in the finished product which is going to be exported. An AA license holder is required to achieve a prescribed minimum value addition and fulfil the export obligation mentioned in the authorisation within a prescribed time period to enjoy the aforesaid duty-free benefit while importing the raw material. AA license holder is exempted from payment of whole of Basic Customs Duty, Additional Customs Duty and Special Additional Duty In lieu of Value Added Tax/local taxes (non-GST goods), Integrated Goods and Services Tax (IGST) and Compensation Cess (GST goods), wherever applicable, subject to certain conditions.

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[1] Benefits available may have to be re- evaluated after release of the new Foreign Trade Policy 2022-2027 which is yet to be released

B. Benefits of Duty Drawback scheme under Section 75 of the Customs Act, 1962

As per section 75, Central Government is empowered to allow duty drawback on export of goods, where the imported materials are used in the manufacture of such exported goods. Unlike the manner of granting benefit under aforesaid FTP schemes, here the main principle is that the Government fixes a rate per unit of final article to be exported out of the country as the drawback amount payable on such goods.

C. Benefits under the Central Goods and Services Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017

(read with relevant Rules prescribed thereunder).

1. Export of goods or/ and services under the Goods and Services Tax ('GST') law

GST law *inter-alia* allows export of goods or / and services at zero rate on fulfilment of certain conditions. Exporters can export under Bond / Letter of Undertaking (LUT) without payment of IGST and claim refund of accumulated Input tax credit ('**ITC**'). There is also an alternative available to export with payment of IGST and subsequently claim rebate (refund thereof) as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017. The Finance Bill 2021 however has inserted suitable provisions stating that the said benefit of exporters to pay IGST on exports and subsequently claiming rebate thereof would be available only to notified persons, though the relevant notification in this regard is awaited.

2. GST Refund under Inverted Duty Structure

GST law allows a person to claim refund of unutilised input tax credit where accumulation is on account of rate of tax on inputs being higher as compared to GST rate on output. The GST law also provides for the formulae/ mechanism for calculating the maximum refund amount in this regard.

II. SPECIAL INDIRECT TAX BENEFITS FOR SHAREHOLDERS OF THE COMPANY

Shareholders of the Company are not eligible to special indirect tax benefits under the provisions of the Central Goods and Services Act 2017 (read with Central Goods and Services Tax Rules, circulars, notifications), respective State Goods and Services Tax Act, 2017 (read with respective State Goods and Services Tax Rules, circulars, notifications), Integrated Goods and Services Tax Act, 2017 (read with Integrated Goods and Services Tax Rules, circulars, notifications), The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20), Customs Act, 1962 (read with Custom Rules, circulars, notifications), Customs Tariff Act, 1975 (read with Custom Tariff Rules, circulars, notifications) and Special Economic Zones Act, 2005**.**

Notes:

- These special tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Regulations. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.
- The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for a 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.
- The Statement has been prepared on the basis that the shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing equity shares.
- The Statement is prepared on the basis of information available with the Management of the Company and there is no assurance that:
  - The Company or its shareholders will continue to obtain these benefits in future;
  - The conditions prescribed for availing the benefits have been / would be met with; and
  - The revenue authorities / courts will concur with the view expressed herein.

- The above views are basis the provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time and that department may take a view contrary to that indicated above.

Yours Faithfully,
For Rashi Peripherals Limited

Name: Himanshu Kumar Shah
Designation: Chief Financial Officer

Date: September 30, 2022

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report on ICT Distribution in India" dated January 5, 2023 (the "**Technopak Report**") prepared and issued by Technopak Advisors Private Limited, appointed by us on September 23, 2022, and exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the Technopak Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the Technopak Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the Technopak Report is available on the website of our Company at https://rptechindia.com/page/investor.*

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents of the Technopak Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. While preparing its report, Technopak Advisors Private Limited has also sourced information from publicly available sources, including our Company's financial statements available publicly. However, financial information relating to our Company presented in other sections of this Draft Red Herring Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Draft Red Herring Prospectus. For more information, see "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Technopak Advisors Private Limited exclusively commissioned and paid for by us for such purpose." on page 66.

Overview of Indian Economy

India GDP and GDP Growth

India is the world's 6th largest economy and expected to be in the top 3 global economies by Fiscal 2050

India ranks sixth in the world in terms of nominal gross domestic product ("**GDP**") as of 2020 and is the third-largest economy in the world in terms of purchasing power parity ("**PPP**"). India is estimated to be among the top three global economies in nominal GDP by Fiscal 2050.

GDP at current prices (in USD trillion) and GDP Ranking of Key Global Economies (2021)

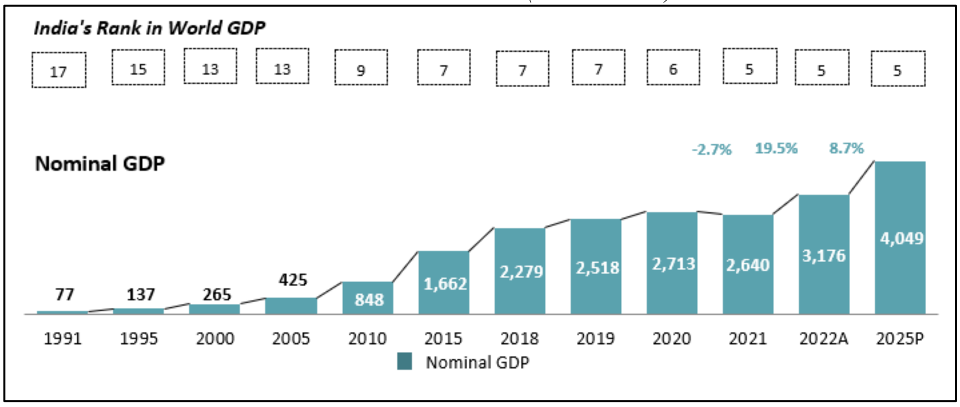
Country	Rank in GDP (2021)	Rank in GDP (PPP) (2021)	2010	% Share of World GDP (2010)	2015	% Share of World GDP (2015)	2020	% Share	2021	2025 (P)	CAGR (2020-2025P)
USA	1	2	15	22.5%	18.2	24.3%	21.0	24.7%	23.1	26.7	5.0%
China	2	1	6.1	9.2%	11	14.7%	14.7	17.4%	16.6	22.5	8.9%
Japan	3	4	5.7	8.7%	4.4	5.9%	5.1	5.8%	5.1	6.3	4.5%
Germany	4	5	3.4	5.1%	3.4	4.5%	3.9	4.5%	4.1	5.1	5.8%
UK	5	10	2.5	3.7%	2.9	3.9%	2.8	3.2%	3.2	3.9	6.6%
India	6	3	0.9	2.5%	1.7	2.8%	2.6	3.1%	3.2	4.2	10.07%

Source: India Data from RBI, Upto 2020 data from World Bank, Future growth rate from OECD Data, Technopak Analysis
1USD = ₹ 75 (for India numbers)
For India, 2010 is Fiscal 2011, 2015 is Fiscal 2016, 2020 is Fiscal 2021, 2021 is Fiscal 2022 and 2025P is Fiscal 2026P.

India's GDP growth almost twice as that of the world economy.

Since Fiscal 2005, the Indian economy's growth rate has been twice as that of the world economy and it is expected to sustain this growth momentum. In the wake of COVID-19, India's nominal GDP contracted by approximately 3% in Fiscal 2021. However, it started to bounce back by the second half of Fiscal 2022 as the pandemic ebbed. Further, the GDP is expected to grow as per projections to reach USD 4.05 trillion by Fiscal 2025(P). It is also expected that the growth trajectory of the Indian economy will enable India to be among the top three global economies by Fiscal 2050.

India's Nominal GDP (USD Billion)



Source: RBI Data, Economic Survey, World Bank, EIU, IMF
1 USD= ₹ 75
White boxes at the top refer to India's GDP rank on a global basis

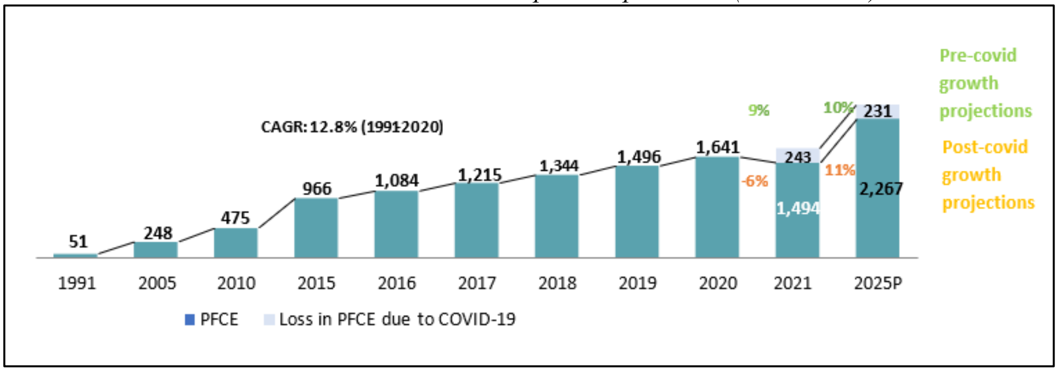
Private Final Consumption

High share of domestic consumption in Private Final Consumption Expenditure

India's share of domestic consumption, measured as private final consumption expenditure, in the GDP was approximately 58.5% in Fiscal 2021. This private consumption expenditure comprises both goods (food, lifestyle, home, pharmacy, among others) and services (food services, education, healthcare, among others). In comparison, China's domestic consumption share to GDP in 2020 was 38.2%. High share of private consumption to GDP has the advantage of insulating India from volatility in the global economy. It also implies that sustainable economic growth directly translates into sustained consumer demand for goods and services. India's domestic consumption has grown at a CAGR of 7.3% between Fiscal 2016 and Fiscal 2021, compared to 2.8% and 6.1% in the case of USA and China respectively, during the similar period of 2015 and 2020.

The outbreak of COVID-19 had led to a depression in demand with an estimated loss in final consumption expenditure accounting to USD 243 billion in Fiscal 2021. For Fiscal 2025(P), the projected loss keeping in mind the impact of COVID-19 would be USD 231 billion.

India's Household Final Consumption Expenditure (USD billion)



Source: Technopak Analysis, RBI Data; Year indicates Fiscal

In Fiscal 2020, Private Final Consumption Expenditure ("**PFCE**") which is the direct expenditure by individuals on goods and services, accounted for approximately 57.5% of India's GDP. This is much higher than that in China (approximately 39%), Germany (approximately 50%) and comparable to that of the US (approximately 65%).

Total Private Final Consumption Expenditure (Current Prices in USD Billion)

Country	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	Contribution to GDP (2020)	CAGR 2015-2020
U.S.	10,260	10,699	11,047	11,363	11,847	12,263	12,693	13,239	13,993	14,428	14,047	14,347	64.80%	3%
China	2,090	2,637	3,019	3,429	3,845	4,178	4,344	4,745	5,353	5,605	5,611	6,347	38.20%	6%
Germany	1,872	2,036	1,937	2,036	2,075	1,778	1,829	1,918	2,068	2,018	1,951	1,924	49.60%	2%
India*	411**	447**	749	863	966	1,084	1,215	1,344	1,505	1,641	1,542	1,718	57.50%	7%

Source: World Bank, RBI, Technopak Research & Analysis
** For India, 2020P means Fiscal 2021P, India data in Fiscal*
*** For 2010 and 2011, base year was 2004-2005*
1USD = ₹ 75

Demographic Profile of India

India has one of the youngest populations globally compared to other leading economies. The median age in India is estimated to be 28.7 years in 2022 as compared to 38.5 years and 38.4 years in the United States and China, respectively, and is expected to remain under 30 years until 2030. With the young population, India as a developing nation is a faster growing market than developed nations such as USA, UK, and Canada in terms of retail consumption related trends. The youth of the country and their increasing interests in adventure activities is a major driver in growth of discretionary spending and retail of outdoor and travel related products. The younger population is naturally pre-disposed to adopting new trends and exploration given their educational profile and their exposure to media and technology, which presents an opportunity for domestic consumption in the form of branded products and organized retail.

Median Age: Key Emerging and Developed Economies, 2021 (estimated in years)

Country	India	China	USA	Singapore	Russia	Korea	Canada	UK
Median Age (Years)	28.7	38.4	38.5	34.6	39.6	41.8	42.2	40.5

Source: World Population Review, Technopak Analysis

Growing Middle Class

Increase in number of households with annual earnings of USD 10,000 to USD 50,000 has been leading to an increase in discretionary spending on food and beverages, apparel and accessories, luxury products, consumer durables and across other discretionary categories.

Household Annual Earning Details

Year	Fiscal 2009	Fiscal 2012	Fiscal 2014	Fiscal 2015	Fiscal 2018	Fiscal 2020*	Fiscal 2021	CAGR (2009-2020)
Total House Holds (Mn)	236	254	267	274	295	310	317	2.5%
HHs with Annual earning USD 5,000 – 10,000 (Mn)	36	60	71	85	121	132	136	11.7%
% Of total HHs	*15.20%*	*23.80%*	*26.50%*	*30.90%*	*41.20%*	*42.50%*	*43%*	-
HHs with Annual earning USD 10,000 – 50,000 (Mn)	11	22	27	36	86	95	101	20.3%
% Share of total HHs	*4.70%*	*8.70%*	*10.20%*	*13.20%*	*29.30%*	*30.60%*	*32%*	-

Source: Technopak Body of Knowledge and Analysis

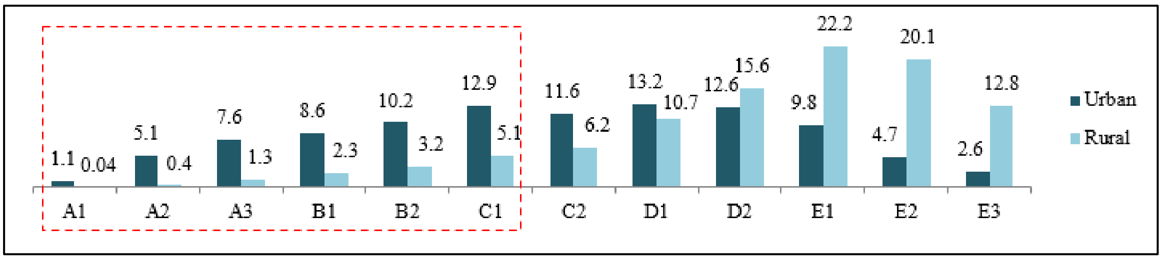
Nuclearization

The growth in the number of households exceeds population growth, which indicates an increase in nuclearization in India. According to the 2011 census, 74% of urban households have five or less members, compared to 65% in 2001. It is expected that smaller households with higher disposable income will lead to a greater expenditure on technology and communication spends translating into personal computers such as laptops and mobile phones including tablets.

Top 20% of Indian households account for approximately 50% of the total household consumption

Household consumption in India is skewed towards the urban population. Socioeconomic classifications ("**SEC**") A, B and C1, which account for approximately 45.5% of urban population and approximately 12.3% of rural population is commonly referred to as the "top 20%" by income of Indian households.

SEC Break-up of Indian Households (%) Fiscal 2020



Source: RBI Data, Economic Survey, World Bank, EIU, IMF
Note: Socio economic classification is a stratification of Indian households used by marketers to understand consumer worthiness and consumption lifestyle. It is widely agreed that consumption behaviour in India is better predicted by SEC (socio economic class) classification, which is based on Education of chief earner and number of "consumer durables" (from a predefined list)-owned by the family. The list has 11 items, ranging from 'electricity connection' and 'agricultural land' to cars and air conditioners.

Effects of COVID-19 on the Global Economy and India

India is projected to have the highest real GDP growth rate as compared to other key economies affected by COVID-19. India witnessed a strong recovery in the second half of Fiscal 2022, especially after relaxation of lockdown and other restrictions post the second wave of COVID-19 pandemic. An increased demand from consumers fueled the recovery of the Indian economy.

Real GDP Growth Rate of Key Global Economies (2018 – 2021 (P))

Country	GDP Growth Rate - 2018 (in %)	GDP Growth Rate - 2019 (in %)	GDP Growth Rate - 2020 (in %)	GDP Growth Rate – 2021 (in %)
United States	3.0%	2.2%	-3.5%	5.95%
China	6.8%	6.0%	2.3%	8.11%
Japan	0.6%	0.3%	-5.8%	1.66%
Germany	1.1%	1.1%	-4.6%	2.63%
United Kingdom	1.3%	1.4%	-10.0%	7.52%
India*	6.1%	4.2%	-7.3%	8.68%
France	1.9%	1.8%	-7.9%	6.82%
Italy	0.9%	0.4%	-8.9%	6.74%
Brazil	1.8%	1.4%	-4.1%	4.62%
Canada	2.4%	1.9%	-5.3%	4.54%

Source: World Bank data, WEO April 2021 by IMF; Data of India is based on Fiscal (April-March) basis.
**Secondary sources and Technopak Analysis. 2021P: Projected numbers for 2021*
2018 numbers for other countries is compared with Fiscal 2019 numbers of India. Similarly, 2021 (P) for other countries is Fiscal 2022 for India.

Make In India

Make in India is an initiative by the Government of India (GoI) that helps to incentivize the development, manufacturing and assembling of products within the country without any imports. The government is promoting the development of Electronic Manufacturing Clusters ("**EMCs**") throughout the country to provide world-class infrastructure and facilities. Policies by the GoI such as Digital India, Make in India and favorable FDI policies for electronics manufacturing have made the process of setting up of electronics manufacturing unit in the country very easy. Electronics manufacturing industry has targeted achieving a revenue of USD 300 billion by Fiscal 2026, focusing on domestic consumption as well as on exports.

Laptop and Mobile companies manufacturing under Make in India

Company	Description
HP	• HP first set up its production facility in India in the year 2007 and has expanded to various locations since then • HP is the first global company to manufacture laptops, desktop-towers, mini desktops, and display monitors as part of GOI's Make in India programme • It has partnered with Flex at its production site in Chennai • Some of the products qualify under the public procurement order of the govt. and can be procured from the Govt. e-Marketplace (GeM) portal
Foxconn	• Foxconn has been manufacturing Apple iPhones in India as Apple's contract manufacturing partner since 2017 • The first model of Apple to be manufactured in India was iPhone SE, followed by other models
Optiemus Infra	• Established in 2015, Optiemus Electronics Limited (OEL) is a JV between Optiemus Infracom Limited and Wistron Corp. Taiwan for manufacturing smart devices including Smartphones • The facility boasts of 75,000sq.ft. of production area, 20 Assembly lines and a monthly production capacity of over 8.5 Mn smartphones per year. • The company is manufacturing for brands like Jio, Oppo, Oneplus, HTC etc.
Samsung	• Samsung started the manufacture of its phone in India in the year 2018 in Noida, Uttar Pradesh • Much of the production is for fulfilling domestic demand of the Indian market • Some of the phones made in India are exported to markets in Europe, Africa and West Asia
Jabil Circuit	• Established in 2004, Jabil Circuit and manufactures for major OEMs in a diverse range of industries such as digital home and office devices, energy management, clean technology, consumer appliances, computing and storage, automotive etc. • Jabil builds enterprise computing and storage products ranging from entry-level servers to clustered storage systems. In networking, the company manufactures from switches, routers, firewalls, hyperconverged and other networking products
Cerebra Electronics	• Established in 1992, the company has ISO 9001:2015 certified plant manufactures motherboards, memory modules, graphic cards and networking products. • Apart from manufacturing, the company is one of the leading largest recycling and refurbishment, offering recycling and refurbishing services to major brands
Acer	• Acer started their business in India in September 1999. • Acer India and Dixon Technologies (India) Limited have partnered for the manufacturing of laptops at Dixon's state-of-the-art manufacturing facility situated in Noida under Make in India scheme • Acer plans to manufacture laptops under the value segment, mainstream segment, and education segment at the Dixon Factory

Source: Secondary Research, Primary Research

Modified Electronics Manufacturing Clusters Scheme (EMC 2.0)

The Modified Electronics Manufacturing Clusters Scheme (EMC 2.0) has been initiated by the GoI to offset the problems faced by industries for quality infrastructure and to develop a robust electronics manufacturing ecosystem in the country. This will help make India an electronics manufacturing hub.

India's electronics production has increased from ₹ 190,366 crore (USD 29 billion) in Fiscal 2015 to ₹ 640,810 crore (USD 85 billion) in Fiscal 2021, at a CAGR of about 22%. India's share in global electronics manufacturing grew from 1.3% in Fiscal 2012 to over 3.6% by Fiscal 2019. Electronics production accounts for 3.4% of India's GDP at present.

The GoI is aiming to increase the production of electronic items to USD 300 billion by Fiscal 2026. The domestic consumption of products is expected to increase from USD 65 billion in Fiscal 2021 to USD 150-180 billion by Fiscal 2026.

Penetration of Technology Devices

Penetration of Technology Products in India (Fiscal 2022)

Country	Personal Computers (Laptops, Desktops, and other devices)	Mobile Phones
India	12-15%	95-97%
USA	73-75%	96-97%
UK	75-77%	96-98%
Japan	74-76%	94-96%
China	52-54%	94-96%

Source: Secondary Research, Technopak Analysis

The penetration of personal computers ("**PC**") (laptops and desktops) in India is low. The sale of laptops in the country is growing at a faster rate than the sales of assembled desktops. Developing economies over the world are declining in terms of the PC market, whereas the penetration in India is low and is therefore looked at as amongst the top countries for PCs and is an attractive destination for such PC companies.

Import Substitution

The import substitution strategy is a strategy under the trade policy that aims to decrease the import of foreign products and encourages manufacturing and production in the domestic market. This strategy aims at altering the economic structure of the country by replacing foreign-made goods with goods made in India.

The GoI in 2020 had identified 12 priority sectors with potential for import substitution and boosting exports including electronics, industrial machinery, food processing, organic farming, iron and steel, aluminium and copper, agrochemical, furniture, leather and footwear, auto parts, textiles, and marine products. The GoI has also identified 102 priority items such as integrated circuits, personal computers, insulin injections, cameras, antibiotics, turbojets, lithium-ion accumulators, and machines, as products whose imports are high and need immediate interventions to increase domestic production opportunities.

Growing Digitization in India

Covid-19 has accelerated the pace of technology adoption and digitization across enterprises and has transformed the way technology is perceived. India is expected to grow continuously across the digital use-case funnel which will be driven by the affordability of internet, continuous improvement of in telecommunications infrastructure, increase in consumption of data, increased adoption from Tier II cities, rising popularity of social media and growing trust and adoption of online payment platforms.

There was heightened funding and investment in digital led new age businesses, which is supported by the creation of record number of start-ups globally. In India alone, it is estimated that approximately 44 unicorns were added in Fiscal 2021, as reported by the Ministry of Finance, GoI. As of September 7, 2022, India has 107 unicorns, with a total valuation of approximately USD 341 billion. This sustained growth and interest in technology led businesses, would directly translate into demand for ICT products such as PCs, components, peripherals and accessories, servers, enterprise and embedded solutions and services.

Annual VC investments in India (₹ billion)

Year	2017	2018	2019	2020	2021	2022
Amount (₹ billion)	₹ 353	₹ 495	₹ 833	₹ 750	₹ 2,888	₹ 3,457

Source: Secondary Research
1 USD = ₹ 75

It has been observed that the upper as well as middle-income group households in urban India are gradually moving towards a trend of owning multiple personalised devices at an individual level to manage work, education, hobbies, shopping, etc. with one person owning multiple technology devices like mobile phone, tablet, laptop, among others.

Talented Workforce

India is expected to add close to 10 million - 12 million people to its workforce every year over the next two decades, with the working-age population projected to cross the one billion by 2030. This provides tremendous opportunity to drive growth of technology industry on the back of its rising working-age population. The electronics and IT hardware sector in the country is estimated to have employed around 90 lakh skilled workers in Fiscal 2022. India's IT-BPM industry is likely to create around 3,00,000 jobs by Fiscal 2023 as per TeamLease Digital.

Lower wages Compared to other countries

Minimum wage is the minimum amount of remuneration that an employer is required to pay wage earners for the work performed during a given period, which cannot be reduced by collective agreement or an individual contract. The median per capita income is the mid-point of a country's income distribution where 50% people earn below the median income and 50% of the population earns above it.

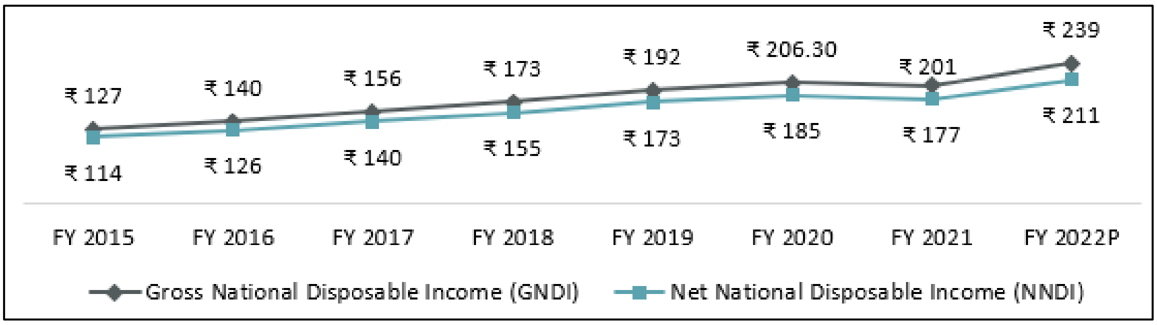
Wage Rates of key Global Economies 2022 (in USD)

Country	Minimum Wage (Hourly)	Median Per Capita Income	Mean Income
United States	7.3	19,306	25,332
China	1.9	NA	4,246
Japan	7.5	14,255	17,095
Germany	10.7	16,845	19,730
United Kingdom	11.4	14,793	18,133
India[1]	0.6	NA	1,314
France	11.5	16,372	19,409
Italy[2]	7.4	13,170	15,547
Brazil	2.2	4,559	7,654
Canada	10.3	18,652	22,042

Source: Secondary Research, World Population Review
1: In India, the minimum wage rates vary in states, by skills and the nature of work considering 9 hours of work per day
2: Italy does not have a minimum wage rate, rates calculated by Technopak Analysis
Note: ₹ 75= USD 1

Rising Disposable Income

Disposable Income of India (Fiscal) (in ₹ lakh crore)



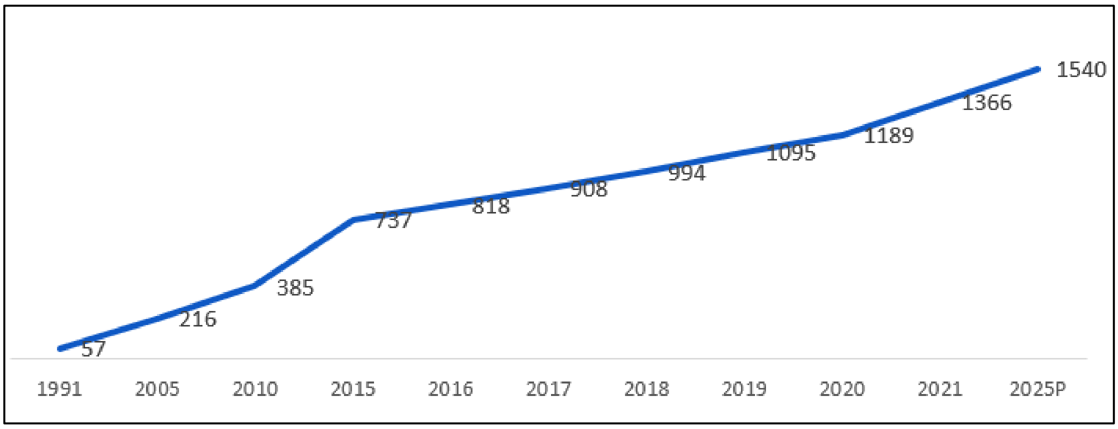
Source: RBI, Note: Fiscal 2022 numbers are Provisional Estimates

Due to the growing number of middle- and higher-income households and rising per capita income, consumption of discretionary products is likely to grow. The World Economic Forum projects that high and upper-middle-income groups will grow from 25% in 2019 to 50% of household by 2030. An increase in disposable income leads to increase in spends on categories which are non-basic in nature and helps in elevating the lifestyle. Technology boom and increasing number of multinational companies in India has led to increased disposable income and prevalence of social media and owning technological products as a status symbol and/or fashion accessory has led to its growth in the country. Moreover, with the rise in disposable income, consumers would tend to upgrade their preferences, resulting in higher demand for prestige, premium and luxury segments. Rapid urbanisation is also leading to spur in aspirational values of people, leading to higher consumption technological products.

Per Capita Final Consumption Expenditure

The Per Capita Final Consumption Expenditure had shown growth pre-COVID. Per Capita Final Consumption Expenditure increased from USD 1,189 in 2020 to USD 1,366 in 2021. It is expected to grow at 4% CAGR from 2020 over the next five years till 2025 and is expected to reach USD 1,540.

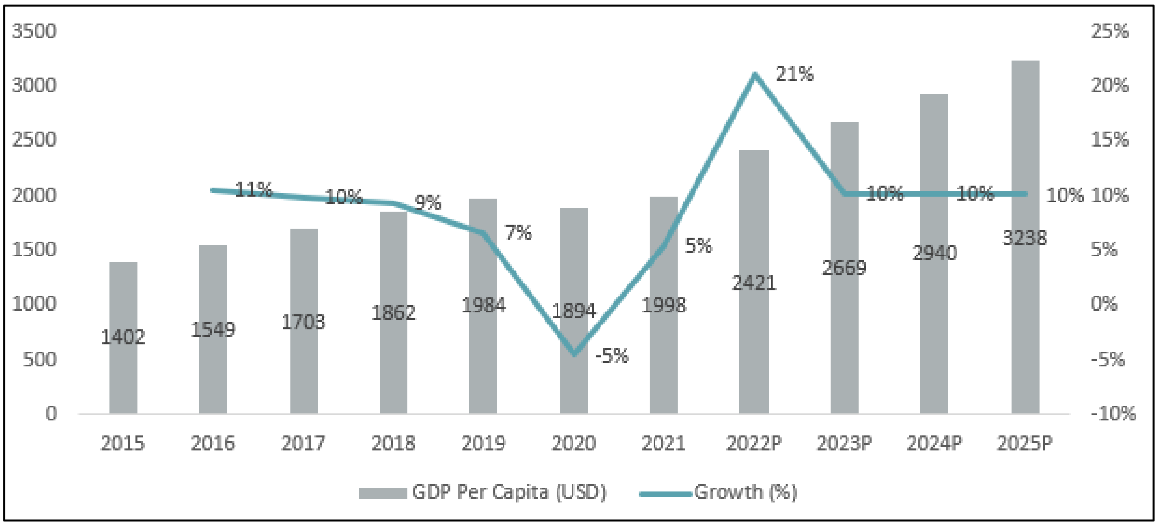
India's Per Capita Consumption Expenditure (USD) (Current Prices)



Source: Technopak Analysis
Note: Numbers for 2021 and 2025 are provisional

Per Capita Income Growth

The per capita income of India has been showing an increasing trend since 2012; growing at a healthy CAGR of approximately 10%, the per capita income reached USD 1,984 in 2019. Given the impact of COVID-19, it decreased to USD 1,894 in 2020. However, it is expected to bounce back to USD 1,998 in 2021 and continue its growth journey at a high CAGR of 10.3% by 2025.
India's GDP per capita (USD) (Current prices)



Year indicates calendar year.
Source: IMF projections
Note: Numbers for 2021-2025 are provisional.

Export Opportunities

The trade war between China and USA led to many companies in China wanting to diversify their supply chain outside of China which gave rise to the "China plus One strategy". The multinational firms are moving to other countries in addition to staying in China. The advantages that China provided in terms of labour and raw material cost are being overshadowed by the costs that other countries in Asia can provide. MNCs look at countries with stable governments like India, Vietnam, Indonesia, Thailand, etc. for this diversification.

With the right set of FDI policies and attractive investment opportunities in the country, it may lead to additional capital expenditure of around ₹ 120 billion over the next ten years.

Year	Fiscal 2017	Fiscal 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022
Export (₹ billion)	₹ 400	₹ 412	₹ 619	₹ 829	₹ 819	₹ 1,168

Source: Annual Report of Ministry of Electronics and Information Technology, Technopak Analysis

The export of electronic goods from India increased from ₹ 399.8 billion in Fiscal 2017 to ₹ 1,168.94 billion in Fiscal 2022. The key product categories that were exported include mobile phones, IT hardware (laptops, tablets), consumer electronics (TV, audio), industrial electronics and auto electronics. The Ministry of Electronics and Information Technology ("**MeitY**") expects exports to reach USD 120 billion – USD 140 billion out of total USD 300 billion electronics manufacturing target in Fiscal 2026. The National Policy on Electronics 2019 aims to position India as a global hub for Electronics System Design and Manufacturing ("**ESDM**"). This can be done by encouraging and driving capabilities in the country for developing core components and creating an enabling environment for the industry to compete globally.

Four schemes were introduced by the GoI to boost the electronics sector and the required ecosystem. The schemes are:

Schemes launched by the Government of India

Scheme	Incentive for Electronics Industry
Production Linked Incentive Scheme (PLI) for IT Hardware	• The scheme offers production linked incentive to boost domestic manufacturing and attract large investments in the value chain • Incentive of 4% - 2%/1% on net incremental sales of goods manufactured in India to eligible companies • Target Segments shall include – Laptops, Tablets, All-in-one PCs and Servers
Production Linked Incentive Scheme (PLI) for Large Scale Electronics Manufacturing	• The scheme offers a production linked incentive to boost domestic manufacturing and attract large investments in mobile phone manufacturing and specified electronic components, including Assembly, Testing, Marking and Packaging (ATMP) units • It will help boost the electronics manufacturing landscape and establish India at the global level in electronics sector • Incentive of 4% to 6% on incremental sales of goods manufactured in India and covered under target segments, to eligible companies, for a period of five years
Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (SPECS)	• The scheme will help offset the disability for domestic manufacturing of electronic components and semiconductors in order to strengthen the electronics manufacturing ecosystem in the country • Financial incentive of 25% on capital expenditure for an identified list of electronic goods that comprise downstream value chain for electronic products – electronic components, semiconductor/ display fabrication units, ATMP units, specialised sub-assemblies and capital goods • Applicable to new units set up as well as for expansion of capacity/modernisation and diversification of existing units
Modified Electronics Manufacturing Clusters Scheme (EMC 2.0)	• Financial assistance for setting up of both EMC projects and Common Facility Centres (CFCs) • The scheme will fortify linkages between domestic and international market by strengthening supply chain responsiveness, consolidation of suppliers, decreased time-to-market, lower logistic costs, etc.

Source: Ministry of Electronic and Information Technology, Govt. of India

The GoI aims to bring electronic goods amongst India's top three export categories by Fiscal 2026, increasing the export value from USD 16 billion in Fiscal 2022 to USD 120 billion – USD 140 billion in Fiscal 2026.

Information and Communications Technology ("ICT") Industry Overview

Digital Landscape of India

Broadband Internet Subscribers (wireline + wireless) touched approximately 816 million as of September 2022

With increasing penetration of internet connectivity across the geographies of rural and urban India, the number of smart phones, social media users and online shoppers in India is on the rise. Supported by various government initiatives under Digital India Initiative to strengthen the existing digital infrastructure, affordable internet services in which primacy of mobile internet as major feature of digital landscape. Digital landscape in India is evolving which is reflected in broadband internet subscribers (wireline and wireless) at 816.24 million (number of connections) as of September 30, 2022, according to TRAI press release dated November 22, 2022.

IT penetration in non-metro cities in India have increased due to penetration of smartphones, Government-enabled village knowledge centres leading to increased awareness which in turn is driving demand for ICT products for personal consumption. Non-metro cities and other rural geographies are becoming centre of consumptions for ICT products like personal computers, smartphones, internet devices, networking devices and hence there is requirement for ICT distributors and resellers having pan India presence. India is expected to grow continuously across the digital use-case funnel which will be driven by the affordability of Internet, continuous improvement of in telecommunications infrastructure, increased adoption from Tier 2+ cities and rising popularity of social media and growing trust and adoption of online payment platforms. Key indicators to define the digital landscape are given below:

Digital Penetration

Both urban and rural India, undergoing a massive digital transformation

India has also witnessed growth in internet penetration and mobile connectivity resulting in increased online presence of the Indian population directly resulting in a boom in e-commerce, social commerce, mobile payments etc. Option of secure payment across various methods whether card, cash, wallets, and e-commerce transactions has led to increasing trust in these payment systems. In e-commerce, mode of payments by various options like credit/debit card, cash, mobile wallets, and transactions security has increased the trust on online transactions which has led to increase in online shoppers. The COVID-19 pandemic eventually accelerated the pace at which digitization was taking place and made companies and consumers alike to adapt to digital ways of buying and selling products and services.

The number of internet users in India is set to rise from 822 million as on October 31, 2022 to 900 million connections in Fiscal 2025 growing at CAGR of 3.09% (as per TRAI, telecom subscription report dated December 19, 2022). India has recorded 1.14 billion mobile subscribers as on October 31, 2022, of which 625 million subscribers are from urban regions and 518 million subscribers from rural region (as per TRAI, telecom subscription report dated December 19, 2022). Smartphones now act as a catalyst for digital penetration across Tier-2 and Tier-3 markets in India. Digital penetration is also driving the online retail market which is expected to rise fourfold by Fiscal 2025 majorly driven by under-penetrated categories like grocery, education, and health (*NASSCOM Report*).

Growth of digital penetration in India (in Fiscal)

Particulars	Fiscal 2010	Fiscal 2015	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2025 (P)	CAGR (2015-2022)	CAGR (2022 – 2025P)
Total Internet Users (Million)	72	350	687	778	788	900-1000	12%	~6%
Mobile Internet Users (Million)	24	159	480	754	760	850-950	25%	9%-11%
Mobile internet Users as a share of Total Internet Users (%)	34%	45%	70%	97%	96%	95% - 99%	-	-

Source: Secondary Research, Technopak Analysis, TRAI

Growth of Internet led use cases in India (in Fiscal)

Major Indicators	Fiscal 2010	Fiscal 2015	Fiscal 2020	Fiscal 2021	Fiscal 2022	CAGR 2015-2022
No. of Facebook users (Million)	8 (1%)	142 (11%)	320 (23%)	417 (30%)	543 (39%)	25%
Share of Railway tickets booked online (%)	NA	55%	65%	65%	65%	NA
Volume of Digital Payments (Billion)	0.7	1.3	34.5	40	46	81%
Social Network Users India (Million)	27 (2%)	142 (11%)	530 (39%)	690 (50%)	898 (65%)	36%
Smart Phones (Million)	6 (0.5%)	170 (13%)	480 (35%)	492 (36%)	504 (36%)	20%

Source: Secondary Research, Technopak Analysis
() indicates % of total population

Comparison on key metrics with other key economies (2021)

	India	China	United States	Singapore	Japan
Internet Users (Mn)	822 (48%)	939.8 (67%)	298.8 (90%)	5.3 (95%)	117.4 (93%)
Mobile internet Users as a share of Total Internet Users (%)	73%	93.4%	90.2%	93.2%	83.1%
Mobile Internet Users (Mn)	480 (35%)	877.8 (62%)	269.5 (81%)	4.9 (88%)	97.6 (77%)
Cost per GB (USD)	0.68	0.52	5.72	1.09	3.38
Online Shoppers (Mn)	180	257	256	4.1	NA

Source: Secondary Research, Technopak Analysis
() indicates percentage of total population

ICT Industry in India

The ICT sector significantly contributes the country’s GDP, ICT sector includes value arising from Information Technology enabled Business Process Outsourcing (ITeBPO), e-commerce, domestic electronics manufacturing, digital payments, digital communication services (including telecom), etc.

The role of ICT has been shifted to business model transformation and revenue growth from cost optimization and process automation. From Small and Medium Businesses (SMBs) to global organizations, companies are embracing digital transformation to achieve their business objective. Key themes driving the ICT investments include omnichannel client experience, zero touch operations, digital workplace, and digital product engineering. Hybrid cloud adoption including cloud consulting, deployment, and management services and even more pervasive. Companies are embracing digital technologies to align their cost structures, increase business resilience, personalise experience for their customers and employees which have been accelerated because of COVID-19 pandemic. The ICT products industry witnesses intense price competition, owing to which gross margins are typically low. Globally, the Electronics and ICT products market is expected to grow at a CAGR of 14% between 2020 and 2025 and is projected to cross approximately USD 350 billion in sales by 2025. Growth in demand for storage devices, laptops, accessories, networking devices and artificial intelligence machines are expected to drive the demand for ICT products in India going forward.

India’s ICT Industry size is expected to reach ₹ 1,087 billion (approximately USD 145 billion) by 2025P

India’s IT Spends includes the IT spends on the products (hardware, software) and services. In 2021, all sub-segments within IT spends have depicted growth, however devices, enterprise software and IT services have grown fastest in last two years owing to the positive impact of the pandemic on technology industry. IT Spending is projected to reach a value of ₹ 10,870 billion by 2025 growing at a CAGR of 10%.

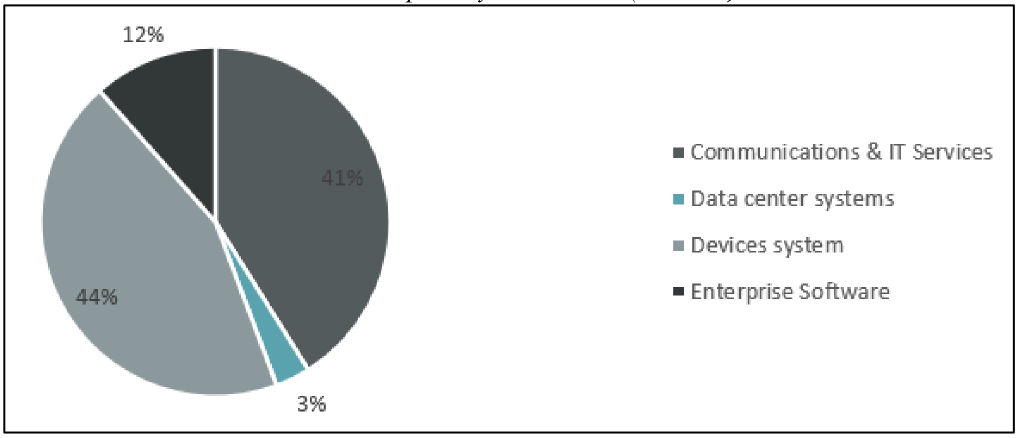
India IT Spend (in ₹ billion) by value

Segments	2020	2021	2022	2025 (P)	CAGR (2022-2025P)
Communications and IT Services (Telecommunication carrier, content and application provider, satellite broadcasting	2,950	3,160	3,377	3,841	4%

Segments	2020	2021	2022	2025 (P)	CAGR (2022-2025P)
operator, cloud communication service provider)					
Datacentre Systems (Networked computers, storage systems, computing infrastructure)	190	210	265	307	5%
Devices (PC, Mobile and Accessories	3,100	3,400	3,634	5,410	14%
Enterprise Software (Content, communication, and collaboration software)	590	700	947	1,312	11%
Overall IT	**6,830**	**7,470**	**8,222**	**10,870**	**10%**

Source: Secondary Research, Primary Research, Technopak Analysis
1 USD = ₹ 75

India's IT Spend by value, 2022 (₹ billion)



Source: Secondary Research, Primary Research, Technopak Analysis

Global Trends

Rise of Metaverse

Metaverse (virtual reality enabling people across the globe to interact with each other in metaverse form) is the new form of interaction opening doors to stronger and more realistic experiences having applications at multi cross-chain possibilities. It has been widely believed that Metaverse could be a USD 8 trillion opportunity according to leading global investment banking firm Goldman Sachs in 2021. The improvement of technology around mobile phone, laptops, and gaming consoles, the chipsets, cloud computing, 5G and fiber-to-home will be a catalyst for the rise of metaverse.

Cloud computing

Application of cloud computing by MNCs and SMBs in multiple industries has made information and appliances cheaper and widely available. Cloud computing is a big shift from the traditional way of doing businesses, better planning of IT resources which helps in optimizing the cost, improve productivity, provides security of data and infrastructure and is reliable. Enterprises and businesses have been forced to move from traditional setup to cloud platforms due to remote working and break in the direct interactions between businesses and consumers. This technology transformation helped businesses to stay afloat during the lockdown and helped them with new perspectives.

Greater emphasis on 5G

With the new wireless technology faster than any wired Wi-Fi networks, businesses will have access to anything they need, AI will thrive from anywhere, autonomous vehicles and drones will become public, factories will become smarter with 5G technology providing greater efficiencies, greater transparency. Integrating 5G with edge computing, organizations will enable more data collection and faster processing which result in expansion of more opportunities for the solution providers. 5G's faster speed, lower latency, and ability to connect vastly higher numbers of devices will offer more efficient and productive future helping industries like healthcare, smart utilities, consumer and media, industrial manufacturing, and financial services to take advantage of speed, connectivity and could boost global GDP.

Web 3.0 becoming more mainstream

Web 3.0 is built upon three layers of technology like edge computing, decentralized data networks, and AI. The push for blockchain powered innovations is making Web3.0 the new norm for social networks, transactions, and businesses. Web 3.0 is expected to be more vital for businesses involved in finance, Insurance, and banking solutions to thrive and build more value. Web 3.0 provides high levels of trust in "the system" (such as payments, valuations, certifications), and decentralized ownership and control. The concept of Web 3.0 is mainly being explored for following objectives to give users more control on their data:

- Boosting social media experiences and user-controlled monetization model
- Decentralized Finance Application
- Preserving Artistic Ownership
- Play-to-earn Models (Monetizing the time spend on the applications)

From, sectors aspect, currently retail, e-commerce and real estate are showing experimenting with Web 3.0 space to give the users a better experience.

Network and IT Infrastructure

Enterprise networks, infrastructure, architecture, acquisition, and deployment is going to transform through the convergence of infrastructure-less enterprise cloud and 5G. Increasing demand, falling costs, technology maturation and expanding footprints as fly-wheel effect will make cloud and 5G more accessible. Focus is likely to shift from managing hardware elements (such as switches, routers, and servers).

Sustained interest in gaming

Technology companies will be aiming to gain central role in the digital lives of billions of users. Gaming industry has seen exponential growth with valuation of ₹ 14,880 billion (USD 198.4 billion) in 2021 and expected to reach a value of ₹ 25,500 billion (USD 340 billion) by 2027 according to a gaming market report by Mordor Intelligence. Gaming will play a key role in the development of metaverse platforms. Intense competition is expected among the tech companies including Tencent, Byte Dance's TikTok, Amazon's Twitch, Google's YouTube, and Meta through its Oculus headsets.

Cybersecurity

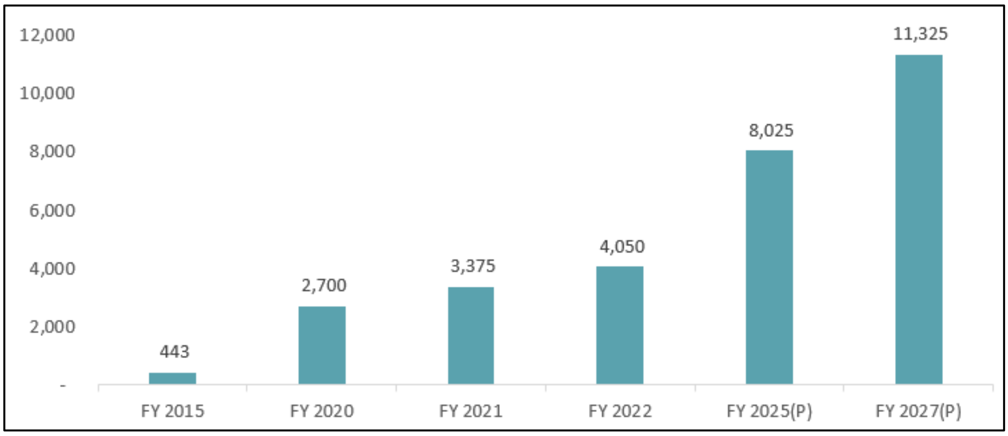
Cybersecurity will be a key trend in the ICT considering increasing cybercrimes and focus on data protection. Ransomware attacks cost an average of ₹ 0.35 billion (approximately USD 4.62 million), more expensive than the average cost of data breach ₹ 0.32 billion (USD 4.35 million) in 2022. These costs include escalation, notification, lost business, and response costs (Cost of Data Breach Report, IBM, 2022). Remote working, hybrid work culture will make the organisations more vulnerable to cybersecurity. With the advancement of digital transformation among the companies, they will need protection for their digital business environments. Comprehensive cybersecurity strategy will also help in avoiding the financial and other losses due to possible data breaches.

Rise of e-Commerce

The number of online shoppers in India reached 180 million in 2021 (up from 50 million in 2015) with significant rise in shoppers belonging to the non-metro cities. These shoppers buy a variety of products online ranging from mobiles, electronics, fashion, beauty, and personal care and groceries. E-commerce platforms have led to an increase in demand of technology products in the country by allowing ease of browsing, product availability and timely delivery. Size of e-commerce in merchandise retail was ₹ 444 billion in Fiscal 2015 which increased to ₹ 3,375 billion in Fiscal 2021, witnessing a CAGR of 40% between Fiscal 2015 to Fiscal

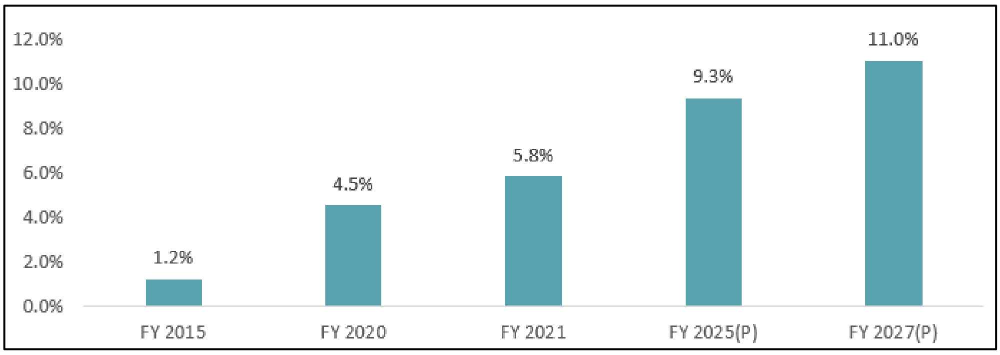
2021. The size of e-commerce in merchandize retail is expected to grow at CAGR of 22% to reach ₹ 11,325 billion in Fiscal 2027.

E-commerce size in merchandise retail by value (₹ billion)



Source: Technopak Analysis

Share of e-commerce in merchandise retail, %



Source: Technopak Analysis

Increase in Hybrid work culture

Due to work from home culture more people than ever before started working, learning, and entertaining themselves from home, this led to a sharp incline in the number of people buying PCs, laptops, tablets etc. Apart from consumers, businesses also provided their employees with sufficient tools and products to continue business like purchasing IT related tools to support work from home.

Size and Growth of different customer segments driving growth of Indian ICT Industry

Traditional sectors continue to drive the growth of ICT industry in India

The top five sectors that drive heavy investments into IT are manufacturing and natural resources; communications; media and services; government; banking and securities, and retail. The traditional sectors (heavy industries) alone contribute to approximately 60% to the total IT spends, although the growth of IT spending in new-age digital led businesses such as retail, education etc. is much faster than the traditional sectors. The last two years, retail and education sector have exhibited high growth in IT spending, partly led by pandemic driven demand for respective user groups.

Vertical wise IT spending in India (₹ billion)

Sector/Year	2021 (₹ billion)	% of total
Manufacturing and Natural Resources	1,463	20%

Sector/Year	2021 (₹ billion)	% of total
Communications, Media and Services	1,320	18%
Government	1,395	19%
Banking and Securities	1,170	16%
Retail	500	7%
Transportation	368	5%
Insurance	293	4%
Utilities	320	4%
Healthcare Providers	218	3%
Wholesale Trade	190	3%
Education	230	3%
Total	7,465	**100%**

Source: Secondary Research, Primary Research, Technopak Analysis

Impact of COVID-19

The COVID-19 pandemic precipitated not only a global health and humanitarian crisis but an economic one as well. Most of the industries witnessed unprecedented and unpredictable supply chain disruptions that forced companies to build resilience into their systems to meet current and present crises. All these challenges led to fast-paced digital transformation programs, accelerated business processes, and adoption of emerging technologies to help organizations, reprioritize their investments, redesign their strategy, rethink client touchpoints, invest in data-led decision making, enable and train employees to work digitally in fulfilment centres, and deploy a resilient approach toward cybersecurity. These exceptional circumstances have emphasised the potential which digital technology entails for improving the economic resilience of the businesses. As a result of government restrictions and implementation of work-from-home measures, COVID-19 induced an increase in demand for products, solutions, services, and other offerings within the IT space.

Personal Computing Market in India

Size and Growth of Personal Computers and Accessories market in India

Total PC market and accessories is valued at approximately ₹ 952 billion in 2021.

The Indian PC market includes desktops, laptops, notebooks, and the accessories which includes printers, external storage, and other components. The total market size of PCs is estimated at ₹ 952 billion (USD 12.70 billion) in 2021, growing at 9% from 2015 - 2020 and is expected to grow at a stable CAGR of 12% from 2021 – 2025 with market size of ₹ 1,472 billion (USD 19.64 billion) by 2025. The Indian PC shipments grew from a total of approximately 9 million units in 2018 to approximately 15 million units in 2021, registering a CAGR of 7% in the same period in terms of volume.

Market size of PCs including laptops, desktops and assembled PCs is ₹ 726 billion (USD 9.69 billion) in 2021 and is expected to grow to ₹ 1,130 billion (USD 15.08 billion) by 2025. In assembled desktops, the market size in 2021 is ₹ 200 billion (USD 2.67 billion) and is expected to grow to ₹ 282 billion (USD 3.76 billion) by 2025.

Size of Personal Computers in units (Million)

Particular	2018	2019	2020	2021	2022	2023 (P)	2024 (P)	2025 (P)	CAGR (2018-2022)	CAGR (2022-2025P)
PCs (including Desktops, Assembled Desktops, Laptops)	9	10	12	15	16.7	17	19	20	16.70%	6.20%

Source: Secondary Research, Primary Research, Technopak Analysis

Size of Personal Computers, Tablet and Accessories (in value, ₹ billion)

	2015	2020	2021	2025 (P)	CAGR (2015-2020)	CAGR (2021-2025P)
PCs (including Desktops, Assembled Desktops, Laptops)	444	680	727	1,131	9%	12%
Tablets	91	76	97	123	(4)%	6%
Accessories	0	0	0	0		
Printer	13	15	15	19	3%	5%
Storage	8	29	43	80	31%	17%
Supplies	15	47	70	120	26%	14%
Total	571	847	952	1,473	8.20%	11.50%

Source: Technopak Analysis, Secondary Research, Primary Research

Note: 1. PCs include laptops, notebooks, desktops (all-in-one) and does not include assembled assembled desktops.

2. Average price of PC in 2021 is ₹ 45,000 and in 2025 is ₹ 50,000.

3. Average price of Printer in 2021 is ₹ 4,500 and in 2025 is ₹ 5,000.

Break-up of Personal Computers (by value, ₹ billion)

Particular	2015	2021	2025 (P)	CAGR 2021-2025P
PCs				
Laptops	266	482	785	13%
Desktops (All-in-one)	22	45	64	9%
Assembled Desktops	155	200	282	9%
Total	444	727	1,131	12%

Source: Technopak Analysis, Secondary Research

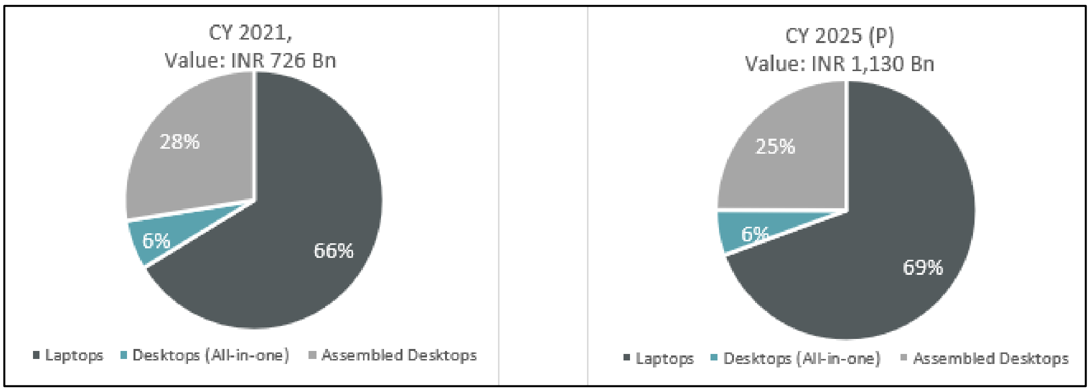
The sizable growth in 2020 and 2021 was largely due to the COVID-19 pandemic. The shift in the work and education culture from offices to homes, clubbed with increase in entertainment and gaming market, gave a push to the total addressable market of PCs and its related accessories. The sales of large format devices such as laptops and desktops, and peripherals like monitors, printers, and keyboards, have benefitted from lockdown. Due to intense severity of COVID-19 in India, these consumer behavioral changes may persist for next couple of years. Few companies, mostly startups are incorporating work from home as the way forward. If this trend continues, demand for computers and peripherals may witness continued growth.

Personal Computers

HP Enterprise is the leading player in PC Segment shipments with market share of 32% in 2021

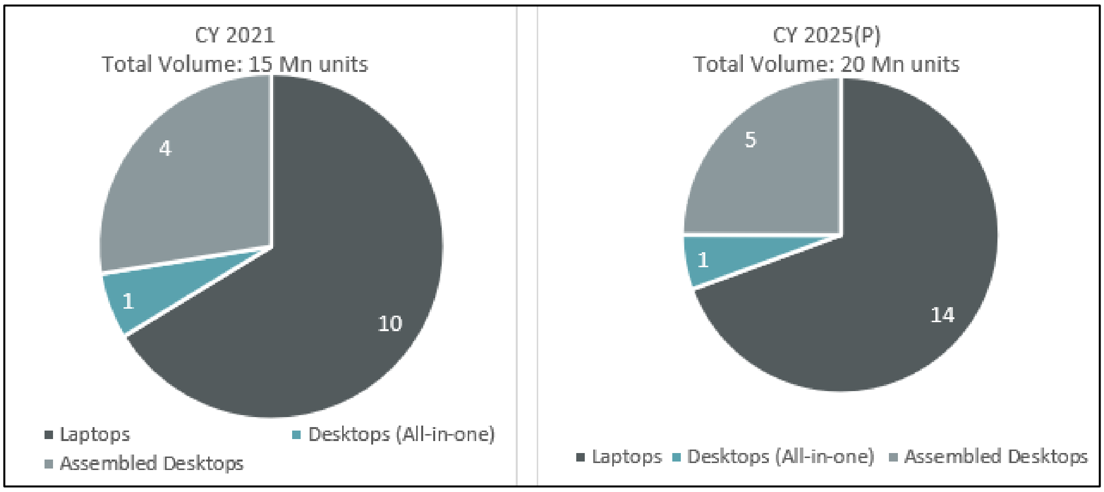
The PC segment is the largest and the key segment of the total PC and Accessories market with an average share of approximately 86% in 2021. The PCs market witnessed a strong growth of around 88% between 2020 and 2021. The total market is projected to reach ₹ 1,430 billion (approximately USD 19.08 billion) by 2025. India is among the fastest growing, underpenetrated and strategically important market for these brands. Global technology brands rely on the distribution partner's value-added services, their pan-India distribution network to establish and grow their product positioning and brand positing. India is among the fastest growing, underpenetrated and strategically important market for these brands.

Market share of PCs (for 2021 and 2025P, by value in ₹ billion)



Source: Primary Research, Technopak Analysis

Market share of PCs (for 2021 and 2025P, by volume in million units)



Source: Primary Research, Technopak Analysis

Market share of PCs (for 2021, in million units)

Company	2021 Shipments (Million units)	2021 market Share
HPE	4.7	32%
Dell Technologies	3.5	24%
Lenovo	2.7	18%
Acer Group	1.2	8%
Asus	0.9	6%
Others	2	12%
Total	15	100%

Source: Technopak Analysis, Secondary Research

Laptops

Laptops comprised 58% of the total PC market in 2021

Laptops consists of traditional laptops, notebooks, tablet PCs which are in the especially in the consumer segment. Several consumers prefer cross-functional devices that offer integrated features and capabilities in the same device. This has encouraged the development of multifunctional devices. Key players in this segment are Hewlett Packard Enterprise (HPE), Lenovo, Dell Technologies among the few others.

Desktops

India is still a very high growth market for assembled PC's i.e., Desktops

Desktops constitute 29% of the total PC market in 2021 including the traditional, assembled desktops and all-in-one Desktops. Various use cases for desktops includes gaming, coding and robotics engineering, designers, medical devices, and data analytics.

Components

Desktop primarily are assembled devices preferred for cost, ease of customization, choice of brand across various components over other PC types which can't be configured beyond a certain level.

Typical break-up cost of various components in an assembled PC (₹) and % share

Components	Price (₹)	% Share
CPU	18,000	36%

Components	Price (₹)	% Share
Mother Board	7,000	14%
GPU	6,500	13%
Hard disk	4,500	9%
RAM	3,200	6%
Cabinet	2,500	5%
Monitor	7,500	15%
Keyboard	400	1%
Mouse	400	1%
Total	50,000	100%

Source: Primary Research, Technopak Analysis
Note: Value of various components in assembled PC sums to ₹ 50,000 on an average

Components industry has many leading global brands present in India; it is an entirely distribution driven business

Various components which make up an assembled PC, are distributed by trade partners which are commonly known as ICT distributors and resellers. Rashi Peripherals Limited is among the leading value-added and technology integrated national distribution partners for global technology brands in India for ICT products in terms of revenues in Fiscal 2022. It has also emerged as one leading players in components distribution and reselling business.

Segment-wise market share of key companies and distribution players (%)

Key Products	Key Players	Rashi Peripherals Limited (% to total market share)	Market share of *other ICT distribution players (%)
Components			
CPU	Intel, AMD	40%	60%
Motherboard	Asus, GIGABYTE, MSI, ASRock	20%	80%
Graphic Cards	Asus, Gigabyte, Colorful, Zotac	46%	54%
Hard Drives	Seagate, Western Digital, Toshiba	27%	73%
Peripherals and Accessories			
Pen Drives	Sandisk, HP, Adata, Sony, Strontium, Seagate	50%	50%
Keyboards and Mice	Logitech, Dell, Microsoft, HP, Lenovo	20%	80%
Monitors	AOC, Samsung, Sony, Lenovo, Dell	25%	75%
UPS	ABC, Microtek	10%	90%
Personal Computing			
Laptops	HP, Dell, Lenovo, Apple, Asus, KOC	10%	90%
Desktops	HP, Lenovo, Dell, Acer, Asus	15%	85%
Networking			
Routers	TP-Link, D-Link, Tenda, i-Ball, MI, ASUS, Mercusys	30%	70%
Switches	CISCO, Netgear, Tenda, D-Link, TP-Link	5%	95%
Enterprise and Embedded Solutions			
Servers	2 Types; Branded: Dell, HP, Lenovo. Assembled: Supermicro, Asus, Gigabyte.	1%	99%

Source: Primary Research, Technopak Analysis
**Others include Redington, Ingram, Savex, Compouage etc.*

Tablets

Revival in demand of tablets during and post Covid-19 pandemic

The tablets segment saw decline in market size from 2015 - 2020 due to changes in customer's preferences towards smart phone which provided multi utility. However, the growth of tablets revived between 2020 and 2021 at year-on-year growth of 28% in shipments, primarily due to pandemic related factors such as education being imparted through tablets, institutional and government driven demand. The market is projected to reach ₹ 123.26 billion (approximately USD 1.64 billion) by 2025.

Market share of tablets, 2021 (volume in million)

Company	2021 units shipment	2021 Market Share (%)
Lenovo	1.4	39%
Samsung	1.2	33%
Apple	0.5	14%
iBall	0.1	3%
Huawei	0.1	3%
Others	0.3	8%
Total	3.6	100%

Source: Secondary Research, Primary Research, Technopak Analysis

Tablets have proved to be the most versatile device with number of new and unique use-cases

Sector-wise use cases of tablets

Sector	Use cases
Education	Remote learning, coding, robotics, online tuitions
Healthcare	Maintaining customer database, registrations, prescriptions
Transport	Ticketing, counter services
Hospitality	Digital menus at restaurants, feedback
Media and Entertainment Industry	OTT, Streaming, Music, Games, e-book
Communications	Social media, email messaging, meetings, web browser, News
Production activities	Editing videos, writing blogs

Source: Technopak analysis

Tablets shipments witnessed slight dip in 2020, however, during COVID-19 and thereafter the demand for tablets rose mainly aided by increased utility to support e-learning and growth of hybrid model work culture which led to growth in the tablet's shipments in 2021. Emerging sectors such as, education, healthcare, hospitality, transport etc. have also contributed to the uptake in overall tablet market in India.

Storage Devices

The storage device segment share increased from 2% 2015 to 5% in 2020 in PCs and accessories segment growing at CAGR of 31% in the same period. The market is projected to reach approximately ₹ 150 billion (approximately USD 2 billion) by 2025.

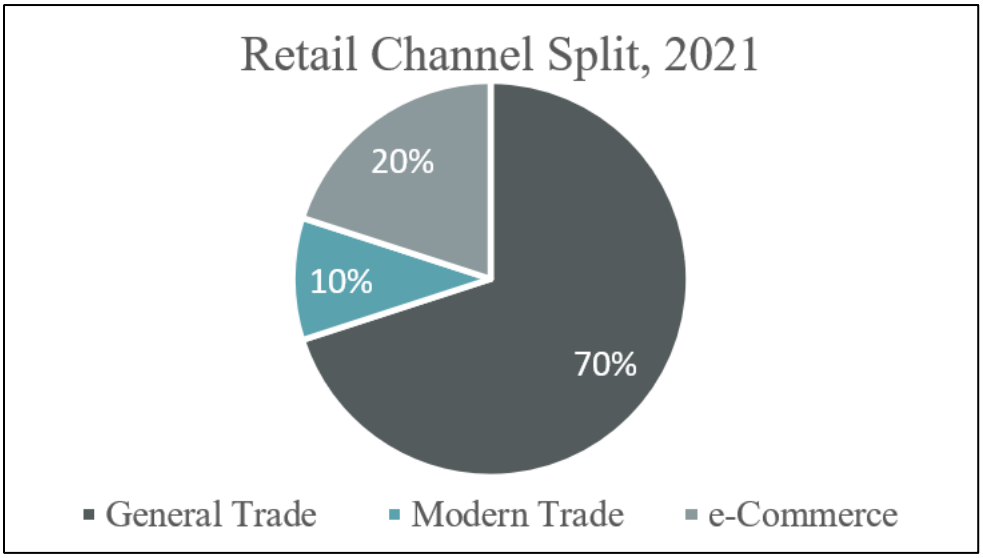
Key players in storage devices are Western Digital-SanDisk, Seagate, among others. Most preferred retail channels to purchase external storage are offline, including general and modern trade with 80% share and rest is sold via e-commerce channels. SanDisk continued its leadership with 69% market share. HP stood at the second spot with 4% market share.

Market share of key player in Storage Devices, by value (2021)

Company	Market share (%)
SanDisk	69%
HP	4%
Others	27%
Total	100%

Source: Technopak analysis

CMR Retail channel split for storage devices, 2021, by Value



Source: Primary Research, Technopak analysis

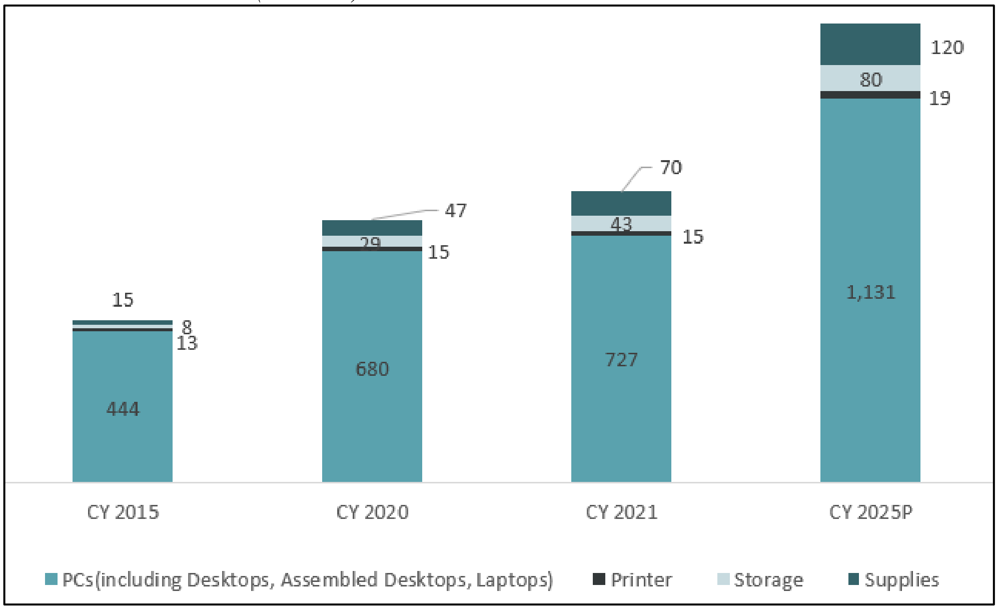
General trade: General trade or traditional trade are stores that are owned by individuals and usually cater to local customer requests.

Modern Trade: Modern trade is usually a chain store such as hypermarkets, supermarkets, and minimarkets whose operations (inventory, logistics, merchandising) are more organized than general trade.

e-Commerce: E-commerce (electronic commerce) is the buying and selling of goods and services, or the transmitting of funds or data, over an electronic network, primarily the internet.

Need for accessories for various user segments

PCs and Accessories trendline (₹ billion)



	CAGR (2015-2020)	CAGR (2021-2025P)
PCs	9%	12%
Printer	3%	5%
Storage	31%	17%
Supplies	26%	14%

Source: Secondary research, Primary Research, Technopak analysis

Gamers

The Indian gaming market was valued at ₹ 112 billion (USD 1.5 billion) in Fiscal 2019 and is expected to cross ₹ 375 billion (USD 5 billion) by 2025, registering a CAGR of 22% (according to India Brand Equity Foundation). At present, mobile gaming is contributing 90% of the total gaming market and rest is covered by computer gaming segment. There are three main categories of PCs used for gaming, the first being a beginner PC which costs approximately ₹ 30,000 - ₹ 40,000. These include older generation CPUs and GPUs making it affordable. The mid-range costs between ₹ 40,000 - ₹ 1,00,000 and uses the newer generation components but not the top of the like high-end components. The ultra-high-end pc consists of the top of the line and newest available components making it cost more than ₹ 100,000 as the components are extremely costly and hard to attain. In a fully maxed-out PC the cost could reach upwards of ₹ 250,000.

Coders and Robotics Engineers

Programmers who code, tend to spend heavily on various components of the personal computer, majorly the CPU. A coding CPU is required to have multiple cores for the intensive processing and multitasking done by the programmer. The robotic market in India has achieved huge growth from last few years. robotic market in India stood at 5,000 units in 2019 and expecting to touch 11,760 units by 2025 and expected to grow at CAGR of 14.41% during the 2020-2025 period.

Designers

Design industry in India is growing at a rate of 20% annually and the industry was worth ₹ 183 billion (USD 2.44 billion) in 2020. Designers use very complex software which requires heavy computing power in turn requiring a very powerful CPU to process any 3D rendering tasks that need to be taken care of. An architectural designer would require a very expensive top-of-the-line CPU, whereas someone using the PC for 2D graphic design focuses more on the graphics card to accurately depict designs and the color scheme. Animations designers require the most computing power as they require both, top-of-the-line GPUs and CPUs.

A setup for designing purpose ranges depending on usage. 2D graphic designing usage will suffice at ₹ 30,000 - ₹ 35,000 while for more complex work with finer detailing would require a PC costing between ₹ 35,000 - ₹ 50,000. In situations where designers need to render 3D designs like architecture and animations need a top-of-the-line powerful components which brings the cost from ₹ 70,000 to ₹ 2,50,000.

Medical Devices

India is among the top 20 markets for medical devices worldwide. The market for medical devices is expected to grow to ₹ 3,750 billion (USD 50 billion) in Fiscal 2025 from ₹ 790 billion (USD 10.6 billion) in Fiscal 2020, witnessing a CAGR of 37% (as per Medical Device Industry Report, published in February 2022 by Indian Brand Equity Foundation). Healthcare organizations are gradually transforming their IT infrastructure to support their healthcare analytics, which requires advanced processing power. Graphics Processing Units (GPUs) are becoming more popular as organizations require tools that would allow them to process massive amounts of data. GPUs have recently gained popularity in healthcare because of their precision in medicine.

Data Analytics Companies

In the past years, India has experienced major growth in the data analytics industry due to the rise of internet penetration. The Indian data analytics industry recorded a 26.5% year-on-year growth in Fiscal 2021, with the market value reaching ₹ 3,400 billion (USD 45.4 billion) (according to Indian Brand Equity Foundation). Data science requires high-performance processing which enables AI to learn from images and sounds, using many images and sound inputs for deep learning processes. The powerful processing built-up power of the GPU is also helpful in the management of large datasets including billions of records. The market size of analytics industry is projected to be ₹ 7,350 billion (USD 98 billion) by Fiscal 2025, growing at CAGR 21%.

India and Global Trends

Tablets are being designed to replace Desktops

The PC category comprising of laptops, desktops, and tablets in which the desktops has been declining while the laptop and tablet market grows at a steady rate. Due to the tablet's multiple usage cases in various sectors, many technology companies are introducing advanced tablets to replace desktops. The decrease in the usage of desktop computers is encouraging computer hardware manufacturers to invest in R&D to produce better tablet computers increasing sales.

Technology advancement

The PC and accessories market requires ongoing R&D investment to develop smarter alternatives and advancements to the previously existing lines of technology. The shift in type of components used in there and its accessories such as the HDD being replaced by SSD has led to faster data processing time as well as a faster boot time allowing the ease of use of the gadgets. Similarly, the latest technology such helium-filled drives use less power to spin the disks, run cooler, and can pack in more disks resulting in faster data processing time while decreasing the stress on the CPU. The constant advancements lead to much faster and newer systems replacing the older ones.

Preference towards laptops

The recent priority for laptop manufacturers puts a lot of emphasis on how sleek, lightweight, and efficient their laptops are. The Ultrabook category has made way for laptops to be much lighter while managing their high computing power. This has been made possible due to a mix of factors including minimizing the size of ICs (Integrated Circuit), deceased port sizes, chassis made up of much lighter materials and the advancement of technology in the batteries used in the laptops.

India and key other markets comparison (2021, in million units)

Country	India	China	USA
PCs (Laptops and Desktops)	15	57.1	89.9

Source: Secondary Research, Technopak Analysis

The Indian market for PCs including laptops, desktops, notebooks, and workstations is growing but is still under penetrated as compared to other developing countries such as China and developed countries such as USA in terms of shipment volumes. A similar trend can be noticed in the tablets segment. The growing potential in the demand of PCs and its accessories in developing economies such as India and China are highly regarded by the key players in the industry. A larger section of these countries is still adapting to the use of technology and products such as desktops, laptops and smartphone inducing a large headroom for growth along with the accelerating push towards digitisation. Storage devices in PCs includes SSDs, HDDs, optical disk, pen drives, and personal cloud storage drives.

Key Players and their routes to market in India

Most of the key players in the PC market have made an entry in the Indian market in the 2000s, except HP which was the pioneer in entry to India in 1964. Many brands entered India through set up of a manufacturing unit in the country, also giving employment opportunities to the public.

India and key other markets comparison

Key Players	Brands	Year of Entry	Route of Entry	Future
Lenovo	IdeaPad, ThinkPad, Lenovo Yoga series, Lenovo Legion, Lenovo ThinkBook, Lenovo Flex, Lenovo V14, ThinkCentre, Ideacentre, ThinkStation, ThinkVision	2005	Acquired IBM's PC business which led to access to IBM's customers and its strong distribution in various countries including India. As of 2021, Lenovo has 400 EBOs and a total of 1000 offline touch points in India	
HP Inc.	HP Pavillion, HP Envy, OMEN, Victus, HP Chromebook, HP Spectre, HP Notebook, HP Z book, HP 340s, HP 14&15s series, LaserJet, DeskJet, DesignJet, ScanJet, Smart Tank, Ink Tank	1964	HP's presence in India began in 1964 and started selling their products in Indian markets through	In 2022 HP launched their gaming series laptops with brands like OMEN 16, OMEN 45L, 40L, 25L, Victus 16 and Victus 15L.

Key Players	Brands	Year of Entry	Route of Entry	Future
			Scientific Instrument Company Ltd.	
			In 1970 Blue start Ltd. Partnered with HP as distributor of its products in India. HP has more than 400 EBO's in India.	Plans to launch OMEN 17 and Victus 15 (gaming desktops).
Dell	Inspiron, Alienware, Vostro, XPS, G Series Monitors: 4k Monitors, Curved Monitors, Ultra Sharp Monitors, Gaming & Alienware Monitors, Business Monitors	2000	Set up its first factory in Chennai, India to manufacture products locally. The company expanded its presence by setting up EBOs in the country and had 680 EBOs in CY 2019	By 2030, Dell plans to reuse or recycle an equivalent product for every product bought by a customer. Dell plans to make, 100% of their packaging from recycled or renewable material.
Apple INC.	MacBook Air, MacBook Pro, iMac, Mac mini, Mac Studio, Pro Display XDR, Apple Watch, AirPods, AirTag, HomePod Mini	2007	Entered through offline channels with exclusive distribution. Started manufacturing via Foxconn's plant at Chennai. The brand has 150 EBOs in CY 2021 and distribution through e-commerce channels	Company has plans to open first company owned retail store in India.
Acer Group	Aspire 3, Aspire 5, Aspire Vero, Extensa, Swift X, Swift 3, Swift 5, Nitro, Predator Helios, Nitro, Trave Mate, Chrome Book, Acer Aopen, Acer One	1999	Acer's distribution strategy is omnichannel mix and to increase the market share, Acer is planning to expand its manufacturing, product line, and retail footprint in India.	
ASUS	Zenbook, Vivobook, Chromebook, Asus TUS, ROG, ROG Strix, ASUS Everyday AiO, ProArt, ZenScreen	2014	Asus plans to standardize India's education space with Chromebooks and plans to launch higher spec models above Rs 30,000 in CY 2022. ASUS entered commercial PC market in 2020. As of 2021, ASUS had approximately 150 EBOs.	

Source: Secondary Research, Primary Research

Key Growth Drivers

Booming Gaming Industry in India

The India Gaming Market was valued at ₹ 195 billion (USD 2.6 billion) in Fiscal 2022 and is expected to cross ₹ 645 billion (USD 8.6 billion) by 2027, registering a CAGR of 27% during the forecast period. With the world's largest youth populations, India is expected to become the world's leading market destinations in the gaming industry. This is a huge driving force for the PC and components market as gamers heavily rely on high end PCs and high-end components to always have the competitive advantage as well as the ability to play newer games.

Increasing data volume

Data volume that is being created by personal computers and business operations has been rapidly increasing as technological advancements occur and hence more data is accumulated leading to the requirement of greater storage. Total data generated in 2021 is 26 zettabytes (ZB) and total data generated worldwide is projected to reach 175 zettabytes (ZB) by 2025 growing at CAGR of 61%. To manage this rising data volume, the demand for storage devices from both corporate and end consumers is expected to drive the computer hardware market.

Govt. of India PLI Scheme

Indian Government's Production-linked Incentive ("**PLI**") scheme proposes to provide Incentives to boost domestic manufacturing and attract large investments in IT Hardware value chain with target segments including laptops, tablets, all-in-one PCs, and servers and boost the export market for the same. In electronic/technology products and telecom and network products, the approved financial outlay over the five years period is ₹ 122 billion.

India has been seen as an attractive destination with low-cost skilled and unskilled labour and a challenging environment. India became the favourable investment destination due to significant rise in global rankings in recent times. Previously, India's electronics sector was not regarded as a top destination by decision makers owing to poor demand. With the recognition of electronics as a key segment for policy focus, this situation has changed. The National Policy on Electronics ("**NPE**") emphasised local value addition and created an enabling environment. Several policies related to manufacturing such as Make-in-India, attracted the interest of both global and domestic companies. Few factors favourable to electronic manufacturing are stable government, China plus one strategy, creation of National Manufacturing Zones ("**NMZ**"), Electronics Manufacturing Clusters ("**EMC**") are helping India to become electronics manufacturing hub in global.

Affordable mobile data cost

India is known to have one of the cheapest mobile data plans across the world. The country falls among the top 30 countries to have the cheapest mobile data. With the affordability of cheap 4G data, there is an advent of a new digital age for the country. With this affordable data cost the penetration of internet has deepened pan-India, hence helping with the purchase of electronic products like PCs, tablets etc.

Average mobile data charges/GB (in USD) as of 2021

India	China	USA	Singapore	Japan	UK	UAE	Spain	Hong Kong	Germany
0.68	0.52	3.33	1.09	3.38	1.42	7.62	1.24	2.30	3.38

Source: Secondary Research

Indian Governance getting digitalized

Digital India is a flagship programme of the Government of India with a vision to transform India into a digitally empowered society and knowledge economy. As a part of the scheme the digitalization of Indian governance also took place, leading to the increased demand of electronic product in the country which were also mandated by the government with this step. Of the total IT spending at ₹ 7,200 billion (USD 97 billion) in 2021, share of Government was 19% at ₹ 1,400 billion (USD 18.6 billion) among the highest spending sectors, second only to manufacturing.

Increasing internet penetration

Total internet users (million)

Particulars	Fiscal 2010	Fiscal 2015	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2025 (P)	CAGR 2015-2021	CAGR 2022 – 2025P
Total Internet Users (Million)	72	350	687	778	788	900-1000	14.24%	~6%

Source: Secondary Research

The number of active Internet users in India is expected to increase by 31% in the next five years and touch 900 million by 2025 from around 687 million in 2020. The digital ecosystem will need to evolve to address the specific needs of this emerging demography. Vernacular, voice, and video will emerge as game-changers for the digital ecosystem over the next few years.

Penetration of personal computing devices

PC penetration in numbers

Particular	2018	2019	2020	2021	2022	2023P	2024P	2025P	CAGR 2018-2025	CAGR 2022-2025P
PCs (including Desktops, Assembled Desktops, Laptops)	9	10	12	15	16.7	17	19	20	12.08 %	6.2%

Source: Secondary Research

The PC penetration is expected to increase by 67% in the next five years and touch 20 million by 2025 from around 12 million in 2020. Increase in PC shipments is expected due to drive to remote learning and accelerated digital transformation of multiple industries and processes.

Tailwinds from EdTech sector

Indian edtech start-ups have received total investment of USD 2.4 billion in 2022, down from USD 4.7 billion in 2021. Various government initiatives are being adopted to boost the growth of distance education market besides focusing on new education techniques, such as E-learning and M-learning. The New Education Policy, 2020, has also provided policy impetus to the Edtech sector by recognizing the role of technology in education. The rise in Edtech will lead to growth in the consumption of IT systems like laptops, Tablets, Desktops etc.

Multiple Devices and connections per person

Multiple devices and connections per person (2022)

Continents	Devices and connections per person
Asia Pacific	3.1
Central and Eastern Europe	4
Latin America	3.1
Middle East and Africa	1.5
North America	13.4
Western Europe	9.4

Source: Secondary Research, Technopak Analysis

North America leads with average number of devices and connections at 13.4 followed by Western Europe at 9.4 as on 2021. Number of devices and connections per head in Asia pacific stands at 3.1 as on 2022 from 2.1 in 2018. The devices include PCs, laptops, smartphones, tablets and IOT enabled devices like smartwatch, smart speaker etc.

Key Trends and Demand of DIY PCs

The DIY trend initially started in the 90s as the IBM computers being available at that time were moreover copied versions of older models with slight Improvement and an increased price. This is how the DIY trend initially started, it started to pick up pace in the 2000s and has had numerous more reasons added to the list which makes it a better buy than an assembled workstation.

Increased price - Instead of having a markup on the final combined product, companies usually have a markup on every component that is installed in the PC, this in turn skyrockets the price of the same PC if built by oneself by 35%-40%. It also adds up the brand value and assembly costs which can be avoided if it is assembled by the consumer itself by procuring individual components and assembling them together.

Ease of repair - If a consumer is having issues in the PC, they can run a few tests to determine which part is not functioning well and can be replaced by the consumer itself free of cost if it is under warranty.

Increase in Internet Penetration - The penetration of internet has deepened in India which has led to growth of the electronic industry. With the influx of more and more tech savvy individuals the knowledge and the reasons as to why a DIY PC should be considered has increased. The consumers can make a more informed decision. India has 816.24 million Broadband subscribers as on September 30, 2022 (TRAI's Telecom Subscription Data report dated November 22, 2022).

Social media boom - Till ten years back when YouTube and other social platforms were not as widespread people did not have the knowledge about what components to choose or how to go about the assembly process.

Impact of COVID-19

COVID-19 has impacted the whole world, including the daily lives of citizens and the flow of businesses. One of the many major industries that has been impacted is the PC market, which has gone through a few drastic changes.
In COVID-19, the electronics industry saw a decline during the first few months of 2019, when China, a major centre for the manufacturing of PCs, shut down due to the lockdown caused by the coronavirus outbreak, with PC manufacturing plants closing around the country, sales decreased further.

The COVID-19 hit China and started making its way around the world in early 2020. While a shortage of PCs ensued due to the factory closings in China, demand for at-home computers began to skyrocket. India's PC market grew 44.5% year-on-year in 2021, with shipments of desktops, notebooks, and workstations reaching 15 million units.

Due to work from home culture more people than ever before started working, learning, and entertaining themselves from home, this led to a sharp incline in the amount of people looking for computers. Those who had to sustain their livelihood and keep themselves occupied during the lockdown were not the only consumers, but also businesses had to provide their employees with sufficient tools to keep their workflow going at home. As a result, the demand for gaming PCs, computer upgrades and other solutions has increased. ICT distributors like Rashi Peripherals Limited were one of the first distribution companies to resume business operations under the safety norms of respective state governments while majority of the businesses halted their operations temporarily especially during the first phase of COVID-19.

Mobile Phone and Accessories in India

It was in the year 1995 when the first mobile phone call was made in India. The first call was on GSM network between two Nokia devices. The decade of 90’s witnessed the telecom revolution in India. By 2002, CDMA was introduced and since then the industry grew in leaps and bounds. By September 2004, mobile phone connections crossed the number of fixed line connections in India. However, it took another ten years for the mobile phone to pick up stream. By 2014, internet, and data pricing and due to entry of Chinese made handsets, mobile communication became affordable. Chinese brands such as Xiaomi, Vivo, Oppo quickly overtook home ground manufacturers such as Micromax, Lava, Intex etc. Parallelly, the premium mobile phone market led by Apple, Samsung, Blackberry also gained traction. The below exhibit tracks the journey of mobile communication in India.

Overall Size and Growth of the Mobile Phones market in India

Mobile Phones

Market size of smartphones in India was approximately ₹ 2,050 billion (approximately USD 27.33 billion) in 2021 and has grown at a CAGR of 19% from 2015 to 2020. It is estimated that by 2025, market size of smartphones is likely to reach ₹ 2,910 billion (approximately USD 38.8 billion) growing at a CAGR of 9% between 2021 and 2025.

Mobile Phones market size in India (₹ lakhs crore)

Segment	2015	2020	2021	2025 (P)	CAGR (2015-2020)	CAGR (2021-2025P)
Market size (₹ billion)	800	1,910	2,050	2,910	19%	9%

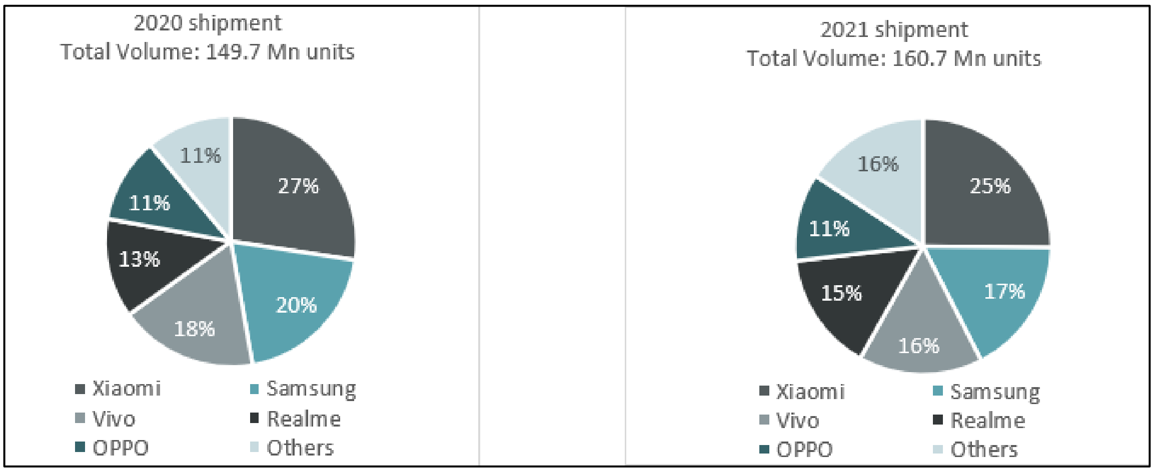
Source: IDC, Technopak Analysis

India Smartphone Market, Shipments (in million, by value)

Companies	2020 units shipment	2021 units shipment	Year-on-year unit change (2020-2021)
Xiaomi	41	40.4	-1.5%
Samsung	29.7	27.9	-6.1%
Vivo	26.7	25.1	-6.0%
Realme	19.2	24.2	26.0%
OPPO	16.5	17.8	7.9%
Others	16.6	25.3	52.4%
Total	149.7	160.7	7.3%

Source: Secondary Research, Technopak Analysis

India Smartphone Market, Shipments in million



Source: Secondary Research, Technopak Analysis

The growth in shipment of mobile phones and smart phones is driven by digital literacy, internet connectivity, proliferation, and acceptability of mobile commerce. This growth has led to India emerging as the second largest market for smartphones globally, after China. During the pandemic, the demand for smartphones increased significantly, owing to increasing trend of remote learning, increasing time spent indoors, and adoption of social media gaming as form of recreation. Demand for features such as incorporation of 5G in budget phones, better quality camera, battery, and processors will keep the mobile phones market afloat. The large feature phone base will remain crucial but elusive to the smartphones markets in the absence of any affordable offerings at the entry level. However, notable brands have either exited the Indian market or significantly downsized their operations. For instance, Huawei pulled out its former subsidiary Honor from the Indian market in 2022.

Size and Growth of Accessories and Wearables in India

Mobile Accessories Market in India

Mobile accessories market includes the chargers, cables, protective cases, memory cards and power banks etc. and it has been evolving along with the rising smartphone demand in the country. Between 2018 and 2020, mobile accessories market in India grew at a CAGR of 11%. With increasing number of smartphone penetration across Tier 2+ markets in India, the market for accessories is expected to grow at a CAGR of 14% till 2025 to reach ₹ 315 billion (USD 4.2 billion).

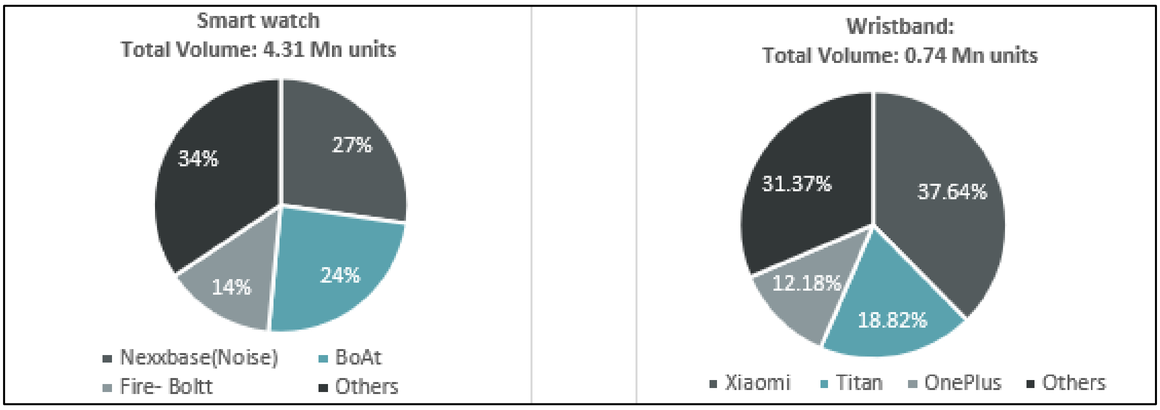
At present the mobile accessory market is driven by the unbranded segment. As the market matures, the mobile accessories segment is projected to see an increase in the number of brands entering this space. The wearables market comprises of activity bands and smartwatches is expected to grow at CAGR 60% to reach size of ₹ 195 billion (USD 2.6 billion) by 2025 from ₹ 30 billion (USD 0.4 billion) in 2020.

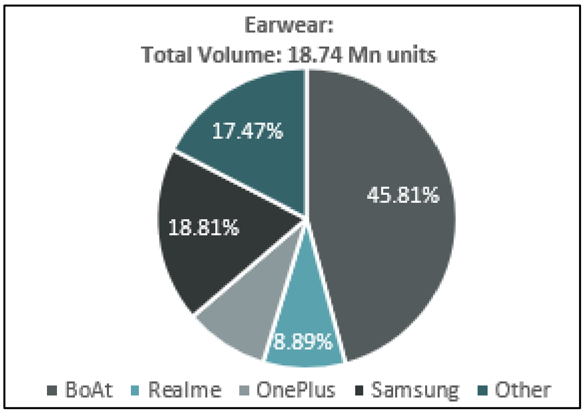
Total market sales of Wearables, by value (₹ billion)

Segment	2018	2020	2021	2025 (P)	CAGR (2018-2020)	CAGR (2021-2025P)
Mobile Accessories	135	165	188	315	11%	14%
Wearables	15	23	30	195	22%	60%
Hearables	98	158	188	525	27%	29%
Total	248	345	405	1,035	18%	26%

Source: Secondary Research, Technopak Analysis
1 USD = ₹ 75

Market share of earwear, wristband and smartwatch for Fiscal 2021, by volume (million units)





Source: Secondary Research, Technopak Analysis

Evolving competitive intensity and market consolidation - Key Players

Total mobile phone shipments in India were 161 million units in 2021 which was up by 7% year-on-year. Xiaomi remained the market leader with 25% market share followed by Samsung achieving 17% market share. Among the top 5 brands, Realme attained a growth rate of 26% year-on-year and achieved a volume shipment of 24.2 million units in 2021 according to IDC's worldwide mobile tracker report.

India Smartphone Market, Shipments in million

Companies	2020 Shipment	2020 Market Share	2021 Shipment	2021 Market Share	Year-on-year unit change (2020-2021)
Xiaomi	41	27%	40.4	25%	-1.5%
Samsung	29.7	20%	27.9	17%	-6.1%
Vivo	26.7	18%	25.1	16%	-6.0%
Realme	19.2	13%	24.2	15%	26.0%
OPPO	16.5	11%	17.8	11%	7.9%
Others	16.6	11%	25.3	16%	52.4%
Total	149.7	100%	160.7	100%	7.3%

Source: Secondary Research

2021 started strong with increased demand carried forward from 2020 and positive market sentiments but a severe second wave of COVID-19 impacted the supply chain and hence impacted the growth. Constrained supplies resulted in low inventories across channels in the second half of the year, which usually has a higher demand owing to the festive season in India.

Retail Footprint of leading Mobile Phones, Tablets and Accessory players in India

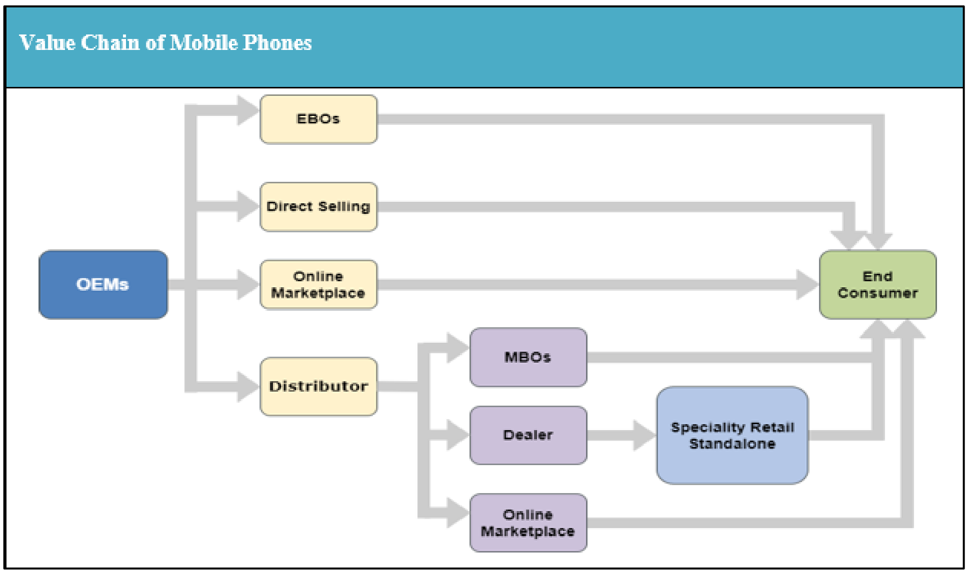
In retailing of mobile phones and related product categories, online e-commerce led marketplace model retains 60% of the share in the total smartphones distribution sales in the India. E-commerce is much cost effective way of distribution as compared to building up physical network, it helps companies to cut selling price and give exciting offers to end consumers along with more financing option.

Retail Channel split of IT and Accessories and Mobile and Accessories - 2021 (%)

	Laptops and Desktops		IT Accessories		Mobile and Accessories	
	2015	2021	2015	2021	2015	2021
General Trade	85%	70%	80%	70%	80%	50%
Modern Trade	10%	12%	15%	10%	12%	20%
e-Commerce	5%	18%	5%	20%	8%	30%
Total	100%	100%	100%	100%	100%	100%

Source: Primaryy Research, Technopak Analysis
General trade: General trade or traditional trade are stores that are owned by individuals and usually cater to local customer requests.
Modern Trade: Modern trade is usually a chain store such as hypermarkets, supermarkets, and minimarkets whose operations (inventory, logistics, merchandising) are more organized than general trade.
e-Commerce: E-commerce (electronic commerce) is the buying and selling of goods and services, or the transmitting of funds or data, over an electronic network, primarily the internet.

Value chain analysis



OEMs – Authorised OEMs of brands are responsible to supply finished products to brand's authorised ICT distributors. In case, if the manufacturing is happening in India, the OEMs will supply products directly to authorised dealers. In many cases global technology brands are also referred to as OEMs because they are manufacturers.	
Distributors	
In modern trade (EBOs, MBOs) & online retailers (E-commerce platforms), distributors are responsible for supplying of products. Whereas, in general trade, the supplying of products happens through national as well as through regional or sub-distributors depend on the order quantity and relationship with distributors The Value addition they do is to increase the reach of customers through dealers.	
Strengthening their partners network by providing them training frequently to understand them right features and specifications of their offerings	
Distributors are also responsible for adding new retail channel partners to improve their top line	
Online Marketplace	
It serves as a platform which brings sellers and buyers in at same digital platform and helps sellers to expand their reach. Order processing, payment collection, release and shipment tracking is served as value addition in the supply chain of Mobile phones.	

Impact of COVID-19

The pandemic has brought about a new normal and nudged people to adopt digital ways of interaction. The high consumer demand post-lockdown, as well as strong promotions on online channels and new use cases like e-learning and work from home, digital gaming as a form of recreation drove demand for smartphones significantly in second half of 2020. Second wave of COVID during April and May 2021 halted the businesses recovery. There was some business recovery and revival of consumer sentiment from June 2021 onwards with pent up demand coming from 2020 once vaccination drive started across the country. India's smartphone market registered its shipments of 161 million smartphones in 2021 up by 7% year-on-year (IDC's worldwide quarterly mobile phone tracker). 2021 witnessed supply constraints due to a multitude of reasons – a second and more virulent COVID-19 wave, global component shortages and price hike due to these shortages. The high demand fuelled by increasing smartphone affordability, Consumer demand for high end smartphones with features like better camera, battery, and transition from 4G to 5G will likely continue to drive growth of mobile phones.

Enterprise IT and Cloud

Enterprise IT and Cloud in India

Cloud computing, most advanced mode of operations for businesses, is a system or a network of remote servers hosted on the internet to store, manage and process data. Cloud environment can be assessed from remote locations through internet connected devices like desktop, laptops and smartphones. cloud infrastructure is present in all cloud computing deployment models namely: private cloud, public cloud, and hybrid cloud. Enterprise IT and cloud infrastructure in India is adopted mainly by sectors such as IT, e-commerce, communication and media, telecom, manufacturing, government, transport, and logistics. India's public cloud services market includes infrastructure-as-a-service ("**IaaS**"), platform-as-a-service ("**PaaS**") solutions, and software-as-a-service ("**SaaS**"). The Indian market is among the fastest growing in public cloud service providers due to the demand from large enterprises, small and medium businesses in the country. The overall business of public cloud services market is ₹ 510 billion and is expected to reach approximately ₹ 817 billion by 2025, growing at a CAGR of 13% for the four-year period from 2021 to 2025 (as per IDC). As compared to pre-COVID level (Pre-2020), Revenue in public cloud service market increased by 183% in 2021 owing to strong demand by businesses who are opting to virtualization and remote operations for continuity of business activities. The top two service providers holding more than 45% of the Indian Public cloud services market are Amazon Web services (AWS) and Microsoft (Azure).

Public Cloud Services (PCS) Market Revenue in India (in ₹ billion)

Particular	2018	2019	2020	2021	2025 (P)	CAGR (2018-2020)	CAGR (2021-2025P)
Public cloud service market	142	180	270	510	817	38%	13%

Source: Primary Research, Secondary Research, Technopak Analysis, Gartner
1 USD = ₹ 75

Other IT related Technologies in India

The Indian businesses have started recognizing the various digital technologies that are coming up. Businesses today are realizing only a fraction of the potential that Artificial intelligence possesses. Advances in robotics, sensors, speech recognition and computer vision are combining with shrinking hardware costs to make robots accessible for traditional companies who have not used them. These technologies are setting the stage for massive robot migration, beyond controlled environments into uncontrolled spaces and from specific industry to every industry.

Major Technological Trends	
Internet of Things (IoT)	5G connectivity will help in establishing hyperconnectivity and low latency which will give a boost to the IoT driven devices and technologies. Indian IoT market is expected to reach ₹ 675 billion (USD 9 billion) by 2025 as stated by Frost & Sullivan.
Artificial Intelligence (AI)	India is among the top ten nations in the world ahead of Canada, Italy, South Korea in adoption of latest technologies and funding in artificial intelligence as per the study published by The Brookings Institution. The retail industry followed by telecom and fintech are the highest adopter of AI technologies and services.
Blockchain Technologies	In 2021, Blockchain technology and Web 3.0 innovations will drive India's GDP to USD 1.1 trillion n as the digital asset economy will move forward from ₹ 375 billion (USD 5 Bn) in 2021 to ₹ 1,900 billion (USD 262 billion) within a span of 11 years as stated by CrossTower, in partnership with US-India Strategic Partnership Forum (USISPF) in December 2021.
Cloud Adoption	Cloud has emerged as the primary factor for business growth with 75% of organizations opting for multi cloud models for remote working, governance, and management.
Cyber Security	India's cyber security market grew from ₹ 37,800 (USD 5.04 billion) in Fiscal 2019 to ₹ 738 billion (USD 9.85 billion) in Fiscal 2021 amid the pandemic as stated by Data Security Council of India (DSCI). The country is focused on pushing the initiative for cybersecurity as it was recently highlighted by Prime Minister of India during his speech at the webinar on 'Aatmanirbharta in Defense-Call to Action'.

Source: Secondary Research, Technopak Report

Growth drivers of Enterprise IT and Cloud

Digital Inclusion

India has been mission driven in developing its flagship Digital India program since 2015 with a vison of transforming itself in a digitally empowered society and knowledge economy. The Digital India initiative was focused on improving the lives of the common person. As the Indian market continues to have large scale digital adoption in various spheres to enhance access to healthcare, education, and public utilities, this has resulted in increasing demand for enterprise IT and cloud related infrastructure.

Digital First organization and Business Transformation

Cloud adoption and enterprise solutions have helped businesses to sustain the changing dynamic environment and IT infrastructure inconsistencies. Thus, helping them to navigate faster and have higher agility and responsiveness for their business processes. The senior leadership and board directors are viewing Cloud as a strategic imperative for growth and business transformation. They have started acknowledging leveraging data and AI on the cloud to have richer insights and real time decisions that improve performance and operational efficiencies to have market differentiation.

Startup Ecosystem

The Indian startup ecosystem is maturing over the years and has plethora of investors, investment models, incubators, and accelerator programs. India is home to 107 unicorns as on September 7, 2022 having valuation of approximately USD 340 billion. One out of every 10 unicorns globally have been born in India as per the Ministry of Commerce and Industry.

The application of enterprise software, AI, Internet of Things (IoT), health tech, fintech, e-commerce is ever growing with these startups. The important thing to consider is that these startups are also customers to various cloud and enterprise IT solutions. They use cloud computing and various other IT solutions as a medium to streamline various business processes.

Skilled Talent in India for global cloud Adoption

The availability of IT talent is one of the strongest capabilities for India to rise in the global cloud adoption ranking. Highly skilled and trained workforce is required for implementation of various enterprise IT solutions and digital transformation with cloud computing. As one of the largest IT talent pools, India is expanding its IT skill set programs to IoT, machine learning, cloud, analytics, and AI.

Government initiatives in emerging technologies

The Government has robust plan to strengthen and deepen the Cloud and enterprise adoption in the country. They have started Centers of Excellence in the areas of Internet of Things (IoT), Internet Security, Intellectual Property Rights (IPR) among many others. To have an inclusive, safe, and secure cyber space for sustainable development, the Swachh Kendra (Botnet Clearing and malware analysis center) has been setup to provide alerts to users for preventing losses of financial and other data. Thereby, these initiatives have helped to accelerate the growth.

Data Localization

Data localization has become a significant policy issue in India in the last decade. This is primarily due to the perceived economic benefits of processing Indian consumer data, and difficulties accessing personal data for national security and law enforcement purposes. Data localization is expected to accelerate the demand for developing new data centers across India. Consequently, it will lead to increased orders for data storage and infrastructure. Some of the overall needs are anticipated to be fulfilled locally.

Key Players of Cloud infrastructure

Key Players of Cloud infrastructure	Year of entry in India and retailing route	Highlights
Amazon Web Services (AWS)	AWS Asia Pacific region (Mumbai) opened in 2016 in view to expand geographic infrastructure footprint.	AWS predicts strong demand from MSMEs for cloud service owing to digital penetration
		Exploring potential to digitise over 10 million SMEs in India by 2025 and believes India as largest open market for technology companies.
Azure	Microsoft announced the availability of Azure in 2015 via local datacentre regions in India.	Owing to strong demand form MSMEs in India, Microsoft is upgrading the Infrastructure in India to cater the demand and facilitate architectures for modern cloud applications
Google Cloud	Google opened its first cloud region in Mumbai in 2017.	Google cloud plans to open another facility in India to deploy Cloud product engineering team and cater the demand for cloud computing from MSMEs
Alibaba Cloud	Alibaba opened their first data centre on Indian soil in 2017 and based out of Mumbai.	Alibaba Cloud being a market leader in cloud computing in various markets has added second data centre in India to push data localisation and increase the market share in Cloud computing especially catering to MSMEs in India
IBM Cloud	IBM entered in India in the 2014.	IBM is undergoing M&A with 17 companies to increase hybrid cloud and AI capabilities in India to compete with competitors and cater to strong demand from MSMEs

Source: Secondary Research, Technopak' s Analysis,

Device as a Service (DaaS)

The market for Device as a Service (DaaS) in 2021 was ₹ 45 billion and further, the market is projected to grow at a CAGR of 76.31% through 2025 to cross ₹ 434 billion.

DaaS industry, by revenue (₹ million)

	2015	2020	2021	2025 (P)	CAGR (2015-2020)	CAGR (2021-2025P)
Device as a Service (DaaS) (₹ billion)	0.75	24	45	434	101%	76%

Source: Primary Research, Secondary Research, Technopak Analysis

The hybrid work model is witnessing rapid adoption across the industries post pandemic. While hybrid workplace offers ease of work and safety, it also requires security and control, remote device management and deployment capabilities within organization. This has paved the way for a new business model called the Device as a Service (DaaS). DaaS model offers PCs, smartphones, and other mobile computing devices as a paid service for commercial use. It eases the IT needs of a company by outsourcing the hardware, software, and device management to an external service provider. Software and hardware management services include device backups, asset tracking, security, and end-of-life disposal. Products range from extended warranty to Device life cycle management to host of productive monitoring systems that does not require any operational expenses to deliver.

DaaS industry is majorly driven by hardware leasing in which around 25% of the revenues of the leading players were generated from hardware segment. To ensure greater flexibility and mobility requirements, the end users are opting for mobile devices such as laptops, tablets and smartphones with latest configuration matching their business requirements. The greater demand for analytics and security software in addition to deployment and maintenance services are increasingly forming a major share in the vendor's income. DaaS has been proving instrumental in reducing the cost of the end users. Periodic upgrades in hardware infrastructure provided by the vendors prevents the technology obsoleting, further pushing the technological strategic inflection point and proving as cost cutting measure for the end users. The growing acceptance of devices has been propelling the installation of wide range of applications and security software. In coming years, DaaS is expected to be a major growth driver and it is expected to have huge adoption of DaaS solutions by organizations of all sizes to increase productivity and maximize ROI, while keeping the employee safety and convenience at the core.

COVID-19 impact analysis:

The effects of Covid -19 have a significant impact on the technology sector. From a positive perspective, the disruption has caused an acceleration of remote working and a rapid focus on evaluating and de-risking the end-to -end value chain of the business.

Long term impact on Technology sub – sectors

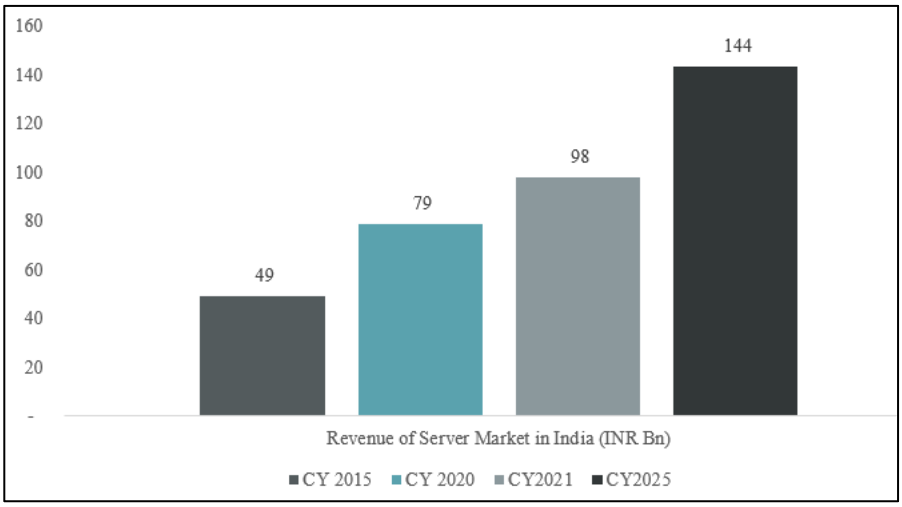
Security software companies have seen an increase in the number of subscriptions from various businesses as organizations want to secure the endpoints, particularly cloud – based tools, log management and VPNs. Most organizations don't have a tech stack in place for business - continuity plan. Due to enhanced remote work scenarios, IT departments have started to play a crucial role in the way business carry their operations.

The cloud infrastructure market in India is one of the few sectors that has emerged strong amid the pandemic. The demand for secure, reliable, scalable, and cost technology services proliferated, leading to higher cloud adoption. The demand for e-learning, telemedicine, and remote working picked up on account of the growing application of cloud computing during the lockdown. Banking, financial services, and insurance (BFSI), and manufacturing are the other sectors that have been highly dependent on cloud computing services. 63% of the Indian enterprises increased their investment in hybrid cloud as compared with 46% globally as per the study conducted by The Enterprise Cloud Index in December 2020. Major reasons for these numbers stand for the business environment that got created by the pandemic, flexibility and security have emerged to be of utmost importance. India takes the lead in modernizing the IT infrastructures as these shifts ensure better control over IT resources, increased speed to meet the business needs and better support to customers.

Server business overview in India

Indian server market in Fiscal 2015 was valued at ₹ 49 billion (USD 658 million) and this grew to ₹ 98 billion (USD 1.05 billion) in Fiscal 2021 at a CAGR of 12% in the same period. Further, this industry is valued to reach at ₹ 143 billion (USD 1.91 billion) by 2025 with a CAGR of 10% (Fiscal 2021- Fiscal 2025) as per IDC.

Revenue of server market in India (₹ billion)



Source: Secondary Research, Technopak Analysis

India is on the rise of digital adoption initiatives with a vision to transform into a digitally empowered society and knowledge economy. The server's installation benefits enterprises by various means like cost effective operations, lower hardware requirements, data backup facility, optimizing energy consumption among many others. Enterprises have been indulging into making their business operation's work decentralized, flexible and accessible from remote locations.

Demand of servers in India

Servers are hardware devices that are used to store, access, secure and manage digital data, files and services. The professional services vertical spending was led by investments from fintech, cloud service providers (CSPs), telecom players, and IT/ITeS companies. Increasing focus on digitalization and modernization has led to higher investments from banking and discrete manufacturing as well. The below mentioned are some of the major factors that are driving this demand:

- Growing adoption of newer and continuous technologies like big data, cloud computing, virtualization, requirements of data centers are among the many few examples contributing to the growth of the market.

- The Indian startup ecosystem is contributing to the rise in the number of startups coming in the country. India has over 61,400 startups recognized by the Department of Promotion Industry and Internal Trade (DPIIT) according to the economic survey Fiscal 2021 - Fiscal2022. These startups create heavy demand for servers as they depend more on cloud computing technologies, virtualization to manage their workflows offering flexibility and scalability to their teams.

- Moreover, the policies of the government in India are in favor of promoting Digitalization and the shifting of various government department's facilities though e-portals are fueling the emergence of IT infrastructure including servers.

Server market competitive scenario

Estimated share of the server market (2021) (%)

	2021
Dell Technologies	28%
HP	26%
Lenovo	9%
Cisco	8%

	2021
Super Micro	2%
Others	27%
Total	100%

Source: Secondary Research, Technopak Analysis
Note: Estimations only

The professional services vertical spending was led by investments from fintech, cloud service providers (CSPs), telecom players, and IT/ITeS companies. In addition, increasing focus on digitalization and modernization has led to higher investments from banking and discrete manufacturing as well.

Growing inclination towards Green Technology

India’s rapid growth, industrial and economic development combined with urbanization has created advantageous opportunities but at the same time let to increase in GHG emissions, waste generation and rising demand for scarce resources like water. In the similar manner, the increase in the use of modern technology in various sectors like business, software development and automation have many benefits like cost saving, elasticity, scalability among many others. However, the production and consumption of these advanced technologies have negative impact on the environment leading to increasing carbon footprints and massive energy consumption.

Indian companies and public sector organizations that have migrated computing workloads from on- premises data centers to cloud infrastructure could expect to reduce carbon footprint by nearly 80%. It is estimated that, if 25% of the 1,200 largest publicly traded business in India put one megawatt (MW) of compute workload into the cloud, it would save the equivalent of a year worth of emissions from 1,60,000 Indian households in numbers as announced by Amazon Web Services (AWS) the findings of Carbon Reduction Opportunity of Moving to the Cloud for APAC.

Tech is the green vehicle for achieving the ESG milestones

Organizations across the globe are looked upon for safeguarding our planet from environmental harm. Business leaders are tracking sustainability closing by focusing on smart technologies such as AI/ML, cloud computing and blockchain among many others to achieve their environmental, social and governance (ESG) goals. 98% of the business leaders in India believe that businesses that use technology to drive sustainability will be the one that would succeed in the long run. Technology and cloud could be vital in the achievement of the ESG objectives as per Oracle India. Cloud based data management and reporting would help in supporting the ESG missions. Global players have taken various initiatives like Microsoft has announced Microsoft Cloud for Sustainability, Amazon Web Services offers a program called Data Exchange that helps in accessing third party sustainability data. Google Cloud platform provides carbon free energy scorers for google Cloud regions.

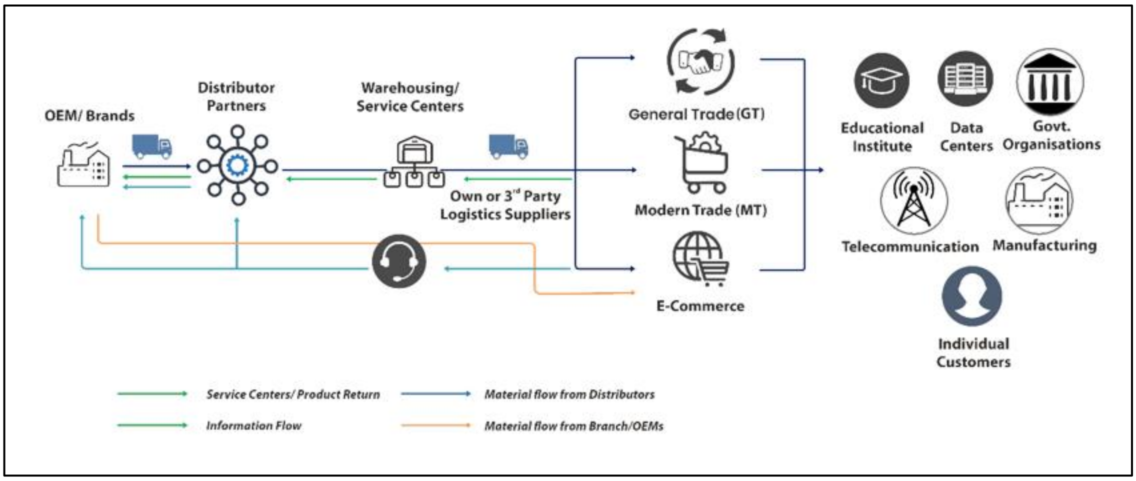
Considering the immense benefits of cloud from ESG perspective, the companies still need to confront various challenges like lack of technology talent within the company, governance challenges, cybersecurity, and privacy issues to fully reap the benefits.

Retailing of Technology Products and Key Services in India

Introduction to Retailing of Technology Products and Key Services in India

The retail technology and services market in India is dominated by international brands with multipolar and integrated business models. the various models related to technology and services in India have evolved over the years and adapted the best practices after having better understanding of the market. To increase the reach of products manufactured by the brands to consumers through different channels, an effective value chain plays a crucial role. In order to focus on the core business activities such as new product development and marketing activities, the brands require intermediaries who can push products in market and take care of service and return requirements.

Value Chain in Retailing of Technology Products and Key Services



Source: Technopak Analysis, Industry Experts
Note: General Trade – Sub Distributor/RD/Re distributor, Reseller, Retailers, System Integrators and Brand Stores
Modern Trade – Multi-city Large Format Retail Stores chains, Regional LFRs
E Commerce – Online portals such as Flipkart and Amazon appoint resellers like Apparel who buy in bulk from distributors and sell on these platforms. Their core advantages are product visibility and commercial advantage to end-users.
Hybrid Resellers are channel partners who sell to online marketplaces and retail channels.

Retail Channels in Technology and Services in India

As per the 2011 census, India has over 4,000 cities and towns and 600,000 villages. In order to cater to the demand of customers across 4,000 cities, standalone shops in the general trade play a pivotal role. As per Technopak estimates, there are 10 million retail outlets across India including organized and standalone outlets. The share of organized outlets in the same is around 1.5% of the total retail outlets in India. Retail outlets dealing in electronics and IT products are estimated at 300,000. The share of organized outlets dealing in Electronics and IT products is estimated at around 2.5%. No brand alone can cater to this vast network of retail stores spread across the country. In order to cater to the demand and push product in the market, the brands rely on intermediaries such as ICT Distributors.

The ICT distributors create a retailing ecosystem by onboarding resellers to provide market access to the products of a brand. Along with providing market access, the ICT distributors engage in providing end to end servicing, including warranty and post warranty services, infrastructure investment in supply chain and service centers, demand generation, carrying out on ground marketing activities etc. The ICT distribution business concentration in metro cities is there among few large players.

Rashi Peripherals Limited, one of the leading ICT distributors in India for IT technology related products has more than 50 retail branches and more than 12,000 re-sellers across India for deploying of products and after sale services to their customers.

Having a distribution led business allows brands to limit their exposure to activities related to sales, reseller onboarding, supply chain and logistics etc. Hence, focusing its energy and resources on efficient manufacturing techniques, new product development, developing effective marketing and communication strategies etc.

Rashi Peripherals Limited is India focussed company engaged in distribution of ICT product through their strong and robust retail network across India to fulfil the demand of each city type.

Key Players Cities Presence

S. No.	Company	City Presence
1	Rashi Peripherals Limited	730
2	Competitor 1	NA
3	Competitor 2	NA
4	Competitor 3	750+

Source: Company websites.
NA: Not available.

In certain cases where brands have their Exclusive Brand Outlets (EBOs), which are either brand owned or franchised are serviced directly by the brands. E.g., Dell has 680+ exclusive dell stores in India. Another brand HP (Hewlett-Packard) has 500+ exclusive HP stores in India.However, the share of direct sales is very low in the market given the fact that over 97.5% of the outlets are standalone outlets and are majorly serviced by ICT distributors.

The direct sales model is not limited EBOs of the brand only, the brands also supply products directly to multi brand outlets (MBOs) such as Croma, Reliance Retail etc., online marketplaces such Amazon, Flipkart, etc.

Retail Channels in India and their Key Attributes

S. No.	Type of Retail Channels	Nature of Retailers	Demand of Retailers from Brands	Dominant Distribution Network
1	Standalone Retail Store (GT)	300-400 sq. ft. Stocks low ticket value and fastest moving products, Multiple brands based on catchment requirement, High ticket value products or specialty products are procured on demand basis. Act as top-up store for accessories.	• Fast moving products with mass pricing • Servicing support • Timely availability of products	Distribution Partner led
2	EBOs (Own)	500 + sq. ft. Latest products and technologies, Customer experience, Brand exclusivity, Creating brand loyalty, Strong post-sales support and service	• Showcase complete range of the brand • Serve as customer experience center • Brand building and visibility	Brand/Distribution partner led
3	EBOs (Franchisee)	400-800 sq. ft. Latest products and technologies, Customer experience, Brand exclusivity, Creating brand loyalty, Strong post-sales support and service	• Mix of Latest products and fast-moving products • Technology and Servicing support • Timely availability of products • Training support	Brand/Distribution partner led
4	Regional/ Local Chains	1000 + sq. ft. Multi brand presence, fair range of products ranging from premium to mass, Fair mix of accessories, post-sales support and service, offers other services such as AMC extension, repair and maintenance through own or reference network, acts as go to store for all IT needs for local catchment	• Wide range of products from brands-latest to mass appeal • Technology and Servicing support • Timely availability of products	Distribution led
5	National Chains	3000- 5000 sq. ft. Multi brand presence, high focus on popular SKUs, fair	• High inventory of popular SKUs	Brand/ Distribution-partner led

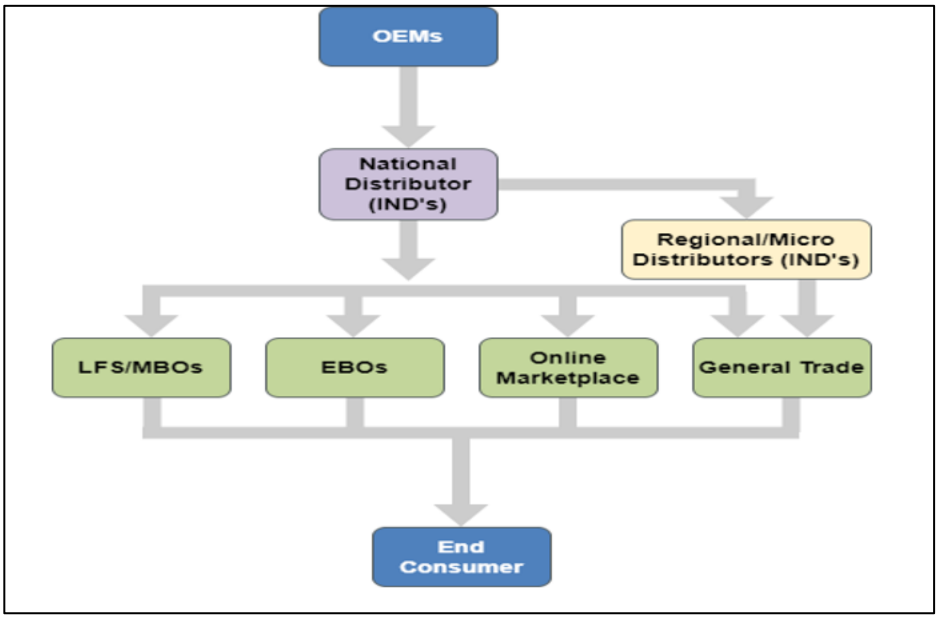
		range of premium products, good mix of accessories, post-sales support and service, focus on discounts and offers to build customer loyalty	• Discounts and Schemes • Servicing support • Timely availability of products	
6	Online Market Places	NA	• High inventory of popular SKUs • Discounts and Schemes • Servicing support • Timely availability of products	Hybrid

Source: Primary Research, Technopak Analysis, Industry Experts

Value Chain Comparison to Other Distributor led Models

The various type of stakeholders which are involved in value chain of IT Industry vs. Packaged Food Industry along with their role and responsibilities are mentioned below:

Value Chain Comparison



OEMs – Authorised OEMs of brands are responsible to supply finished products to brands authorised ICT distributors. In case, if the manufacturing is happening in India, the OEMs will supply products directly to authorised dealers.

ICT Distributors

- **In modern trade (EBOs, MBOs) & online channel (E-commerce platforms), ICT distributors are responsible for supply of products. Whereas, in general trade, the supply of products is done through national/regional or sub-distributors depending on the order quantity and other business terms.**
- **For timely delivery of products, ICT distributors have their warehouses and physical service centres for quick replenishment of product, resellers in turn supports the customers by providing services related to guarantee, warranty, repairs and maintenance and other value-added services such as AMC extension.**
- **Undertaking marketing activities to improve business through roadshows, exhibition participation, digital marketing, BTL activities etc.**
- **Strengthening their partners network by providing them training frequently to understand them right features and specifications of their offerings**
- **Distributors are also responsible for adding new retail channel partners to improve their top line.**

Source: Technopak Analysis, Secondary Research

Note: General Trade – Sub Distributor/RD/Re distributor, Reseller, Retailers, System Integrators and Brand Stores

Modern Trade – Multi-city Large Format Retail Stores chains, Regional LFRs
E Commerce – Flipkart and Amazon

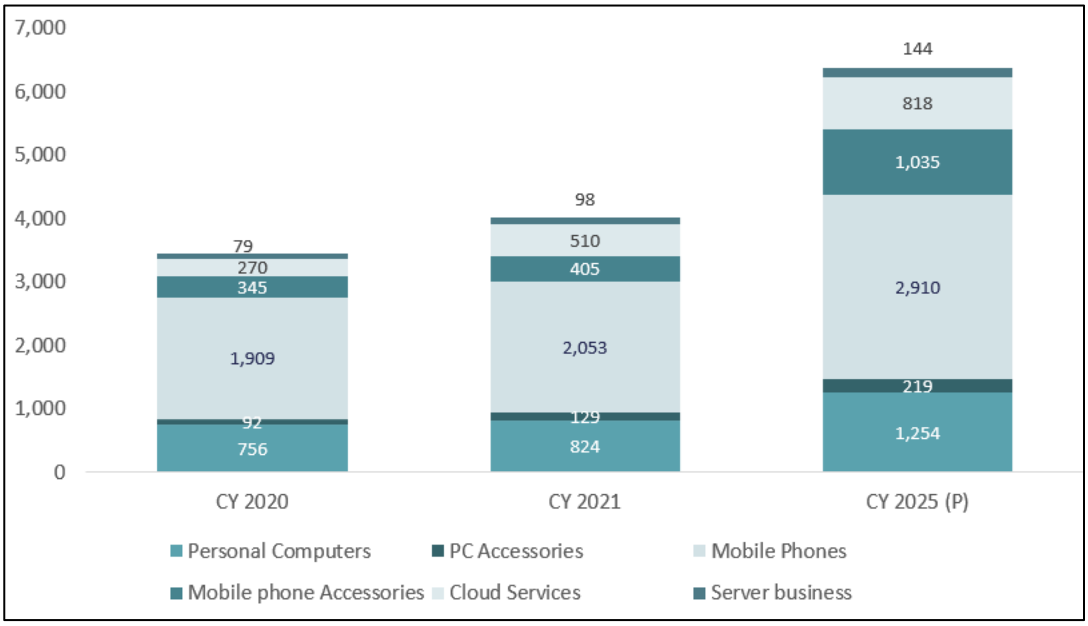
Total Addressable Market

India has a large addressable market for the PC segment including peripherals, storage, tablet PCs, mobile phone and accessories, cloud services, and server businesses. The market was approximately ₹ 3,450 billion in 2020, which is projected to grow to approximately ₹ 6,379 billion by 2025. The addressable market in 2021 was ₹ 4,018 billion.

Total Addressable Market for Technology Distribution and Reselling business (in ₹ billion)

Total Addressable market				
Category	Market Size (₹ billion)			
	2020	2021	2025 (P)	CAGR (2021-2025P)
Personal Computers				
PC'S (including Desktops, Assembled Desktops, Laptops)	680	727	1,131	12%
Tablets	76	97	123	6%
Accessories				
Printers	15	15	19	5%
Storage devices	29	43	80	17%
Supplies	47	70	120	14%
Total	**847**	**952**	**1,473**	
Mobile Phones and Accessories				
Mobile Phones	1,909	2,053	2,910	9%
Mobile Phone Accessories	165	188	315	14%
Wearables	23	30	195	60%
Hearables	158	188	525	29%
Total	**2,254**	**2,458**	**3,945**	
Cloud Services				
Public Cloud Services Market	270	510	818	13%
Total	**270**	**510**	**818**	
Server business				
Server Market	79	98	144	10%
Total	**79**	**98**	**144**	
Grand Total	**3,450**	**4,018**	**6,379**	

Source: Primary Research, Technopak Body of Knowledge and Technopak Analysis
Note: Gaming PCs and accessories are included in the Assembled PCs and Accessories.



Category	CAGR (2021-2025P)
Personal Computers	11%
PC Accessories	14%
Mobile Phones	9%
Mobile Phone Accessories	26%
Cloud Services	13%
Server business	10%

Growth Drivers

a. Goods and Services Tax (GST)

Since its launch on July 1, 2017, GST has replaced several indirect taxes and duties levied by the Central and State governments with three types of GST, that is, central GST, state GST and inter-state GST, as well as basic customs duty for imports. It has created a uniform national market.

GST has not only eliminated multiple taxes that were prevalent in the market but has also helped in improving efficiencies of logistics. Earlier, a brand was supposed to maintain multiple warehouses to avoid multiple taxes. These multiple warehouses were underutilized in terms of capacity, resulting in higher operating costs. However, in the GST regime the interstate movement of goods has eased and is less time consuming and more cost effective.

b. Efficient Supply Chain Solutions

Warehousing and logistics industry in India has witnessed tremendous changes in last 10 years due to increase penetration of international brands in India. The international brands have aided the transformation of warehousing and logistics industry as plug and play models have been introduced to obtain operational efficiencies. For brands to be successful in a geography like India, there is a need of right mix of distributors who have deep understanding of their region, supply chain network, logistics and warehousing set-ups, ease of moving products, tracking mechanisms, inventory planning systems, facility of reverse logistics etc. Global technology brands undertake continuous research and development and introduce new products from time-to-time. These global technology brands also have extensive supply chain capabilities which ensures availability of their products.

c. E-commerce Platforms are enabling the growth of Industry

E-commerce has emerged as a most preferred channel in the last six to eight years owing to the availability of brands and their entire product range along with competitive pricing, when compared to any offline point of sale. E-commerce platforms have led to an increase in demand of technology products in the country by allowing ease of browsing, product availability, timely delivery etc. ICT product distributors are also expected to get benefited by new e-commerce policy, introduced by Indian Government, which imposes restrictions to e-commerce owned re-sellers for selling on these platforms.

Extended Producer Responsibility (EPR) and E-Waste Management

With growing focus on EPR and pollution caused by e-toxins generated by e-waste, Governments and social bodies are advocating the brands to take-up responsibility of the products after its end of life and dispose the products in a way where pollution and contamination is reduced. For the same, Government of India in its E-Waste Amendment Notification dated April 6, 2018 has defined EPR targets for producers as listed below:

To comply to Government guidelines, the producers either have to invest in creating a reverse logistics system for e-waste collection or can rely on their ICT distributors to do the same for them. As ICT distributors already have a supply chain system in pace for supplying products to resellers, and for product returns to the brands. This existing system of ICT product distributors who already have supply chain system in place for supplying products to resellers, and for product returns to the brands can be used for collection of e-waste and compliance with EPR guidelines set by the Government. This will also be a cost-effective model as compared to establishing a complete reverse logistics only for e-waste collection. Understanding the importance of e-waste collection many players in the distribution of ICT Products such as Redington India, Rashi Peripherals Limited etc. have already established reverse logistics and are helping brands in meeting their EPR goals.

Key Success Factor of Reseller and Distribution Models

- ICT Distributor’s role is not limited to order placement to dealers or re-sellers. In IT technology product category, ICT distributors are also providing end-to-end complementary servicing including guarantee, warranty, repairs and maintenance services and other value-added services such as AMC to their customers

- Support from brand in Pre-sales support for high end products like servers, storage, software etc.

- Efficient operation model by having their own retail infrastructure in terms of warehouses to quick turnaround the inventory and service centres to supports their customers from product related issues after purchasing. E.g., Rashi Peripherals Limited India has more than 50 service centres branches across India to support their client base

- Robust IT infrastructure to efficiently managing of purchasing, inventory planning etc.

- Relationship with vendors is also an important factor for any ICT distributor to success

- National distribution partnership rights with vendors is another important factor for any ICT distributor to success

- Trade transparency, maintaining each channel partner profitability and best offerings to them in terms of best pricing, schemes and credit note facilities to support their businesses

- Value addition by marketing of their product portfolio through roadshows, exhibition participation, digital marketing, BTL activities etc.

- Strengthening their retail channel partners network by providing training frequently to understand them about the right specification and features of their offerings

- As part of their General Trade channel, they typically rely on Channel Partners for distribution of ICT products.

- Skilled and experienced resources on feet to provide support to their channel partners

Key Opportunities and Challenges

Supply Chain Constraints

Due to monopoly of international markets such as China, Taiwan etc. in manufacturing of semiconductors, the industries such as automobiles, electronics, IT products etc. are forced to rely on these markets for delivery of chipsets which is one of the core components in electronic and IT products. The spread of COVID-19 across world had disrupted the supply chain in terms of shortage of semiconductors and owing to the undersupply of this crucial component a long list of orders is pending and is yet to be fulfilled. The lag between a chip being ordered versus being delivered increased from three days to around seven months. This increase in delivery days and demand shortage of chipsets and future uncertainty in terms of availability, manufacturing etc. is impacting the brands in fulfilling the demand. However, the supply issue is temporary due to monopoly in manufacturing by key manufacturing companies. The demand of IT technology products in India is promising due to rise in usage of technology in day-to-day life.

The urban market has by and large evolved to a certain extent but the rural markets are still untapped. There is limited channel business in non-metro cities and selected large partners create alternate distribution channels in non-metro markets. The demand from rural market may override the urban demand due to rapid rise in adoption of social media, rise in number of online shoppers etc. India has around 600,000 villages which would be opportunity for technology related brands in near future. ICT product distributors will be indispensable for any technology brand and will act as a catalyst to fulfil both urban and rural demand given their experience, infrastructure and understanding of local nuances.

Limited Technology Usage in MSME Sector

India has around 63 million MSME companies, out of which 62 million companies are micro (59 million) and small (3 million) enterprises who have yearly turnover less than ₹ 0.05 billion and ₹ 0.50 billion respectively. Majority of these business stakeholder are yet to adopt technology and are less invested and involved on technology-oriented infrastructure for advancement of their business due to limited knowledge, awareness among them.

However, the spread of COVID-19 has forced these stakeholders to overcome their traditional methods and have now started exploring Usage of technology and IT infrastructure upgradation.

Key Players in Re-selling and Distribution of ICT technology products

In terms of product offerings, services offerings, retail network in terms of warehouses, channel partners, sales offices, service centres, Rashi Peripherals Limited score higher as compared to their competitors. Rashi Peripherals Limited has efficiently optimized their network in the last two years to become a leading company by outpacing their competitors in terms of growth.

ICT Distributors, across all industries play a pivotal role in increasing brand reach across geographies. In IT Technology products, the ICT distributors not only increase the reach by appointing resellers but also help in providing infrastructure related to servicing and repairing of products along with making spare parts available. Rashi Peripherals Limited has around 50 service centres in India and Competitor 2 has around 39 service centres globally. Key ICT distributors in the Indian market and their reach are illustrated in the exhibit below:

Key ICT Distributors

Particulars	Rashi Peripherals Limited	Competitor 1	Competitor 2	Competitor 3
Product Offerings	●	●	◑	◑
Service Offerings	●	◕	◑	◔

Infrastructure Capabilities	*Channel Partners*	◑	◕	●	◑
	Warehouses	◕	◕	●	◑
	Sales Office	●	◑	◕	*NA*
	Service Centres	●	*NA*	-	*NA*
No. of Brands Associated		◑	◕	●	◑

Source: Company websites, Primary and Secondary Research, Technopak Analysis
Note: Harvey balls assigned values are based on the datapoints available on company websites and annual reports

●: *4/4* ◕:*3/4* ◑:*2/4* ◔:*1/4*

Values are on relative basis
NA: Not available.

Key capabilities required for re-selling or distribution business

Skilled Resources

Skilled resources in sales and marketing, servicing, training, customer management and reseller onboarding are the key for any company to build brand loyalty, generate demand, push sales, customer satisfaction etc. In IT industry, skilled resources play a very crucial role in terms of creating continuous product demand by giving pre-sales support to end consumer, retail channel partner relationship, providing training to their existing or new retail partner in related to products in terms of features, pre and post-sales support etc. These resources are also responsible for on-boarding of new resellers and dealers by their actively street presence and frequently engaging with them to understand their requirements.

Supply Chain and Retail Network Capabilities

Procuring, stocking and efficiently distribution of products to meet the market demand at the earliest, ICT distributors are bound to have supply chain management as a core competency i.e., starting from import, warehousing and stock movement across the geography, packing/repacking, order processing and delivery to any part within the geographies operate. To ensure product availability at all times, increasing reach and servicing geographies a company needs robust logistics services and warehouses at strategic locations. In order to make their presence within cities more cost effective and on order to increase efficiencies of supply chain and logistics, companies like Rashi Peripherals Limited have doubled their service centres as warehouses and are present across 50+ cities within India. These service centres are responsible to product reselling and to supports their customers by providing services related to guarantee, warranty, repairs and maintenance and other value-added services such as AMC extension.

In addition to efficient supply chain and warehouses, the distribution company needs to have a strong network of resellers and dealers to push products in the market and increase throughput. In order to onboard resellers and dealers one needs to have a strong understanding of local geography, fleet of feet-on-street, market credibility, selection of brands with customer pull. Also, for maintaining sales throughput from the resellers and dealers a distributor needs to have a robust training programme in place and continuous exposure to new product launches with associated brands. Below details of brands with count of their resellers.

Rashi Peripherals Limited has wide and deep retail network in India with presence in 730 locations

Key Players Retail Network

City Type	Rashi Peripherals Limited	Competitor 1	Competitor 2	Competitor 3
Metros	●	●	●	●
Mini-Metros	●	●	●	●

Tier 1 Cities	●	●	●	◕
Tier 2 Cities	●	◑	◑	◑
Tier 3 Cities + Others	●	◑	◑	◔

Source: Company website, Industry Interaction
Metros: Delhi NCR, Mumbai
Mini Metro: Next 6 cities with population >5 million. (Ahmedabad, Bengaluru, Chennai, Hyderabad, Kolkata and Pune)
Non-Metro: All cities excluding Metros.
Tier 1: Population 1 to 5 million.
Tier 2: Population 0.3 to 1 million.
Tier 3: Population less than 0.3 million.
Harvey balls signify the degree of adherence to the criterion.
● *:4/4* ◕*: 3/4* ◑*:2/4* ◔*: 1/4*

Values are on relative basis

Working Capital Requirement

IT distribution business model is a working capital-intensive business that requires the adequate amount of resources in terms of capital to purchase the products by availing cash discounts, offering credit discount to the reseller or dealers, keeping optimum amount of inventory, managing credit cycles and maintain optimum level of working capital to run the business operation smoothly.

Domain Experience and Relationship with Channel Partners

Channel partners are one of the most strategic stakeholders in the distribution business. Distribution business completely relies on relationship with retail channel partners. It requires time to understand the specific requirement of the channel partners and build the synergy or relationship with them. Retail partners usually prefer ICT distributors who have knowledge, expertise in the geographies they cover. Further, ICT products, because of its technological nature, require specific technical expertise and domain knowledge.

Relationship with Vendors

Relationship with brand vendors plays a pivotal role on distribution business. It requires time to build the synergy or relationship with vendors to have a common objective. Hence, both the partners are equally important to each other to build their businesses by supporting each other. Also, diversification of vendors helps in encouraging innovation, better customer experience, navigate sales increase and survive surge of prices.

Impact of COVID-19 on the industry

Demand of Computing and Peripheral Products

Restriction on opening of offices, school, colleges etc. due to spread of COVID 19 across the world had forced individuals to work/study remotely from safer locations. This remote working/studying acted as a catalyst in fuelling the demand of computing products such as computer, laptop, notebooks, webcams, earphone and headsets etc.

According to IDC, India’s traditional PC market shipment, which includes desktop, notebooks, workstation, grew 44.5% year-on-year in 2021. The notebook category was the volume driver due to remote work requirements. The desktop category was driven by demand in the education and virtual learning environment segments. Other product categories such as webcams, earphone and headsets etc. have also observed surge on demand due to remotely working/studying requirements.

Surge in demand of Gaming Products

According to IBEF, Indian gaming industry was generating a revenue of USD 1.5 billion in Fiscal 2020 and grew with a CAGR of 40% in Fiscal 2019. The same is expected to grow with a CAGR of 27% and to reach >USD 5 billion by Fiscal 2025. Due to restriction on outing, gaming emerged as a preferred mode of entertainment especially for millennials. The pandemic led the shift in habits of gaming enthusiasts to seek an upgrade from mobile gaming to towards PC and console, driving up the demand for gaming

PC/Laptop/Console and their related products in India. In Fiscal 2021, Sony has witnessed the double growth demand of their console during lockdown. Asus has witnessed 3 times increase in sales of their gaming laptops as compared to Fiscal 2019-2020. Another brand MSI witnessed 3 times increase in social media queries for gaming notebooks and 1.5 times increase in actual sales of gaming notebooks during Fiscal 2021. Being a national distributor of leading motherboard and graphic cards brands such as Intel, AMD, ASUS etc. Rashi Peripherals Limited contributes 46% share to the India graphic card demand and 20% to the motherboard demand in India in Fiscal 2022.

Surge in Demand of Private Label Brands

COVID 19 has surge the demand of products such as webcams, earphone and headsets, gaming accessories, smart wearables, appliances etc. from online platforms (Amazon, Flipkart etc.). Due to surge in demand many domestic re-sellers started selling private label brands of their own or imported brand by procuring through international markets such as China, Taiwan etc. Due to their less or competitive pricing against branded products, demand for these private labels has also gained traction. E-commerce platforms have helped brands tap the domestic consumption by offering higher discounts to their end consumers.

Competitive Landscape of IT resellers in India

IT Industry has witnessed significant growth in last decade and specifically in the last five years due to increase in skilled workforce, digitalization push from government technology enablement by industry for ease of operations etc. The reach of ICT products has now reached beyond 800 cities due to increasing digital literacy and internet penetration. The faster proliferation and availability of ICT products across major cities and towns had only been possible due to presence of large ICT distributors in this segment who have the worked on increasing their capabilities to widen their reach and make infrastructure investments to achieve the scale. Companies such as Redington, Rashi Peripherals Limited, Ingram Micro, Savex etc. are key part of the Retailing ecosystem of ICT products for route to market and providing outstanding customer experience.

For brands to create market awareness and demands for their products in the new territory, the right set of ICT distributors are required who have deep understanding of their coverage area and strong market partnerships with their channel partners. It is eminent that international companies like Dell, HP, Asus, Lenovo etc. get the India presence right and rely on trusted ICT distributors who has better supply chain infrastructure (warehousing, transportation) and right channel partner's network. The Indian market has presence of domestic and international companies which are involves in distribution businesses of ICT products in India e.g., Savex Technologies and Rashi Peripherals Limited started their India operation in 1988 and 1989, respectively. They are the early entrants in distribution business followed by another company Redington (1993) and Ingram Micro (1996).

Key Players in ICT Distribution in India

Company	Key Parameters						
	Scale (Revenue)	Technology	India-Focus	Value-Added Services	Product Portfolio	Customer diversification	India Network
Rashi Peripherals Limited	◕	●	●	●	●	◕	●
Competitor 1	●	●	◑	◕	●	◑	◕
Competitor 2	●	●	◔	◕	◑	◑	◕
Competitor 3	●	◕	●	●	◑	◔	●

Source: Company Websites, Secondary Research, Technopak Analysis
India network includes warehouse, sales office, channel partners etc.
Customer diversification refers to extent of diversified customer base which includes expansion in new markets and other business segments beyond its core.

:4/4 :3/4 :2/4 :1/4

Values are on relative basis

In the last two years, Rashi Peripherals Limited has emerged as a leading and fastest growing ICT distributor having all the leading brands/OEMs as compared to other leading ICT distributors in India.

Rashi Peripherals Limited has emerged as leading national distribution partner for ICT products and services in India. The company has wide diversified customer base with more than 200 end customers, more than 800 enterprises clients, and more than 8,657 channel partners from industry such as educational institutes, data centers, media, oil and gas, manufacturing, government institutes, IT etc. Categories like Gaming/ Do-it-yourself (DIY) PCs, PC components and its accessories, Rashi Peripherals Limited acts as a leading provider in India market. The company is India focused and strong own distribution network backed by their on-ground sales team for efficient operation and quick turnaround of their inventory. The company is partnered with 48 international brands and has leading wallet share for the major brands on their India business due to their value-added marketing. Rashi Peripherals Limited emerges as a partner of choice for ICT brands/OEMs in product categories like components, peripherals and its accessories, computing, networking, lifestyle, enterprises and embedded solutions. These brands are among Fortune 500 brands worldwide. The company has national distribution partnership for brands like Asus, Dell, HP, Lenovo, NVIDIA, Western Digital, Toshiba etc. for India market.

By having vast retail network, vendor and channel partner associations, wide presence across cities in comparison to leading competitors, Rashi Peripherals Limited is able to outpace the growth of leading competitors in last two years by optimising their operation and business model efficiently.

Distributor Companies, Operational Model and Presence in India

Particulars	Rashi Peripherals Limited	Competitor 1	Competitor 2	Competitor 3
Market Entry	1989	1996	1993	1988
Presence across Indian Cities	730	NA	NA	750+
No. of Warehouses in India	62	53	164	42
No. of Channel Partners	8,657	15k+	34k+	12k+
Partner Brands	48	200+	290+	42

Source: Company Websites, MCA, Secondary Research.
NA: Not available.

International technology brands introduced to Indian Market

Resellers and distributors have been instrumental in bringing leading technology brands to India. In the last 2 decades leading ICT distributors have partnered with multiple leading IT brands from across the globe e.g., Rashi Peripherals Limited was important in creating demand and brand loyalty of Logitech brand in India. Without the distribution network of these re-sellers and distributor companies, international and domestic brands would be uncertain on their market entry and demand in the Indian market and were not able to capture the market like they have as of now. It is imperative that international and domestic brands scout for the right mix of distribution partners in Indian market to keep their product demand growing without significant challenges e.g., Rashi Peripherals Limited is a national distributor for brands like Logitech, Intel, Eaton etc. Mentioned below are the leading companies in distribution of IT related products along with their key brand partnerships in India.

Key Players and Brands Partnerships

Particulars	Rashi Peripherals Limited	Competitor 1	Competitor 2	Competitor 3
Brands	Logitech, Toshiba, Lenovo, Western Digital,	Apple, Acer, Microsoft, AMD, Zebra, Samsung,	Apple, Dell, Lenovo, HP, Toshiba, MSI,	Microsoft, D Link, HP,

	Dell, ASUS, HP, NVIDIA, Intel, APC	D Link, Compaq and others	Western Digital , Jabra and others	Logitech, Bose, LG and others
Customer Diversification	◑	◑	◕	◔

Source: Company Websites, Secondary Research

● *:4/4* ◕ *:3/4* ◑ *:2/4* ◔ *:1/4*

Values are on relative basis

Wallet Share Analysis by Brand

Rashi Peripherals Limited is able to capture a substantial share of demand in product categories such as processors, graphic cards, internal storage devices, and others

Rashi Peripherals Limited commands nearly 50% of the Indian consumer demands in product categories like processors, graphic cards, internal storage etc. in Fiscal 2022, followed by other competitor companies such as Ingram Micro, Redington, Savex etc. In product categories like Hard Drives, Keyboards and Mice, Routers etc. Rashi Peripherals Limited commands nearly one third of the domestic demands followed by other leading competitor companies.

Warehousing Footprint

Rashi Peripherals Limited has wide presence in terms of own warehouse network across India

Logistics and warehousing are the critical part of supply chain. Efficiency of the logistics and delivery dictates the time it takes for brands to reach their final destinations timely. Being associated with IT industry, these ICT distributors are aware of and have access to efficient and advanced IT infrastructure using newer technologies for streamlining their processes. IoT has become an important part of these businesses for efficient operation by allowing simplified pallet tracking, data analysis, inventory management and forecasting in terms of right mix of product for ordering. Inventory is the most significant component for any business and to ensure that adequate inventory is maintained to prevent a stock-out during spike in demand the companies are bound to use such technologies.

Warehouse Footprints of Key Players

Particular	Rashi Peripherals Limited	Competitor 1	Competitor 2	Competitor 3
No. of Warehouses in India	62	53	164	42

Source: Company Websites, Secondary Research

Business Model Comparative

Each distribution company has multiple business nuances in their operations that help them to differentiate from their competitors. Major companies involved in distribution business of IT related products have expanded their offerings from just supplying products to offering services such as product repair, product service, AMC etc. Moving to offering services is a natural business extension and not only generates additional revenue but also helps in customer loyalty along with de-risking their business in terms of demand uncertainty, supply constraints, competitive environment etc. Mentioned below are the products and services offers by key players in distribution business.

Product Ranges of Key Players

Offerings	Product Category	Rashi Peripherals Limited	Competitor 1	Competitor 2	Competitor 3
Products	Computing	✓	✓	✓	✓
	Components	✓	✓	-	✓
	Peripherals and Accessories	✓	✓	✓	✓
	Software	✓	✓	-	✓
	Networking	✓	✓	✓	✓
	Mobile, Tablets and Accessories	✓	✓	✓	✓
Services	Financial services	✓	✓	✓	✓
	IT Consultancy	✓	✓	✓	✓
	ITAD	✓	✓	-	-
	Logistics solutions	✓	✓	✓	-
	Post sales service	-✓	-	-	-

Source: Company Websites, Secondary Research
✓ *indicates presence*

Rashi Peripherals Limited

Rashi Peripherals Limited is the fourth largest player in distribution business of ICT products and services in India. The company started their operation in 1989. Rashi Peripherals Limited is one of the fastest growing national distribution partners for global technology brands in India in terms of revenue growth between Fiscal 2020 and Fiscal 2022. Their vendor base comprises 48 global technology brands/ OEMs as of September 30, 2022. Rashi Peripherals Limited has expanded the distribution network across India and they had one of the largest ICT products distribution networks in India. As of September 30, 2022, the company had one of the largest ICT products distribution networks in India with 50 branches, 62 warehouses and 50 service centres across 50 cities in 28 States and Union Territories in India covering over 730 locations in India through an ecosystem of 8,657 channel partners for 10,195 SKUs. The company also has the largest market share in the component business (namely CPU, Graphics cards) and storage peripherals (namely keyboard, mice, and other accessories), AMD based laptops and gaming laptops and PCs business in the country. Rashi Peripherals Limited is a national distribution partner of global ICT brands and OEMs in product categories such as personal computing, mobility, enterprise, embedded solutions, components, lifestyles, storage and memory devices, power and accessories. Rashi Peripherals Limited is one of the leading companies in India with extensive distribution capabilities enabling them to be the preferred national distribution partner of global technology brands/ OEMs. Apart from distribution of IT products, the company also offers services such as consulting and technical support, testing labs, marketplace fulfilment services, financial services, warranty management services, reverse logistics etc. With the liberalization of the Indian IT sector in 1991, Rashi Peripherals Limited transitioned to distribution of ICT products of global technology brands in India. Rashi Peripherals Limited has business relationships for more than 15 years with several global technology brands/OEMs that they currently service and were the first national distribution partner for a few of such global technology brands.

Rashi Peripherals Limited has been instrumental in facilitating the entry of a number of OEMs/ global technology brands and were among the select players that led the formalization of the fragmented and unorganised ICT products distribution in India. Prior to the agreement with such brand, its products were available in the Indian market through unorganized channels leading to limited brand visibility in Indian markets and low acceptance due to high price points. Rashi Peripherals Limited used brand promotion activities to position products in different markets and introduced a range of their products such as wireless mice, keyboards and gaming devices for the first time in India. Currently, Rashi Peripherals Limited is distributor of brands like Intel, Logitech, Eaton, Belkin, Lenovo, Dell, LG, Asus, Intel, Nvidia, Western Digital, Toshiba etc. The company is a market leader in product categories such as CPU, hard drives, graphics cards, accessories, gaming devices, pen drives, tablets, routers etc. The company has 50 service centres across India which act as end-to-end complementary servicing including guarantee, warranty, repairs and maintenance services and other value-added services such as AMC for their dealers/re-sellers/retailers. Both the global technology brand and Rashi Peripherals Limited have expanded operations and business across India and Rashi Peripherals Limited has acquired a leading position in the market in the peripherals segment. Rashi Peripherals Limited is among the leading value-added national distribution partners for global technology brands in India for information and communications technology ("ICT") products in terms of revenues and distribution network in Fiscal 2022. Rashi Peripherals Limited is among the select players in India instrumental in leading the formalization of the fragmented and unorganized ICT products distribution in the country. The company has strong distribution network for more than 30 years.

The DaaS model offers PCs, smartphones, and other mobile computing devices as a paid service for commercial use. Rashi Peripherals Limited is looking at DaaS as a next big business opportunity for growth of their business and operations in future. OEMs are developing software to track such productive monitoring systems so that organizations can deploy workload-based systems that will further drive efficiencies in their operations. Rashi Peripherals Limited has leveraged their presence across India to make latest ICT products and solutions available to consumers in India.

Following infographic depicts presence of Rashi Peripherals Limited on a pan-India basis:

Rashi Peripherals Limited has presence in Singapore.

Rashi Peripherals Limited has emerged as a leading B2B technology provider in last two years, with one of the most comprehensive and balanced products and solutions portfolio that ranges from small value product devices such as storage devices to high-end and complex equipment required to build super computers and servers. Mentioned below are some value propositions offered by company to stand out as compared to their competitors in Indian market. Rashi Peripherals Limited aims to expand its geographic presence by entering and growing its presence in non-metro cities which includes tier I and tier II cities. These tier I, tier II and non-metro cities and other rural geographies are becoming centre of consumptions for ICT products such as personal computers, smartphones, internet devices, networking devices and hence, there is requirement for ICT product distributors and resellers to have a pan-India presence.

- In-house logistics, reverse logistics and warehouse management for smooth and efficient operation
- 360-degree marketing approach tailored for OEM/brands, redistributors, retailers to fill the marketing gap
- Valued added services to their channel partners such as RMA Support, channel activities and online marketing support to their channel partners
- Robust warehouse network with spare capacity to handle seasonal demands
- Facilitate credit facility to their customers through third party financial services firms
- Assist brands/OEMs on formulating go-to-market strategy based on their experience
- End to end technology solution providers and after sales service to their customers through their own 50+ retail network
- Latest server and storage solutions are available at their state-of-the-art demo lab for remote POC
- Long term relationships with brands/OEMs
- Rashi Peripherals Limited has conducted extensive roadshows across cities in India for consumers, invested in product training and undertaken channel engagement activities.
- Rashi Peripherals Limited are among the few players in the industry to offer value-added services such as: (i) Just-in-time logistics capabilities and inventory management; (ii) After-sales support and warranty management; and (iii) Re-distributor financial support and others.

Some of the best practices and process followed by Rashi Peripherals Limited are mentioned below.

Technology as an Enabler

The company has real-time inventory management through the software to optimize workflow, inventory management, on timely delivery schedules, faster decision making and improved visibility of their stocks. The company also follows account management through SAP software for evaluation of key parameters of business such as profitability, inventory turnaround, sales ordering, profitability, liability or outstanding etc. for smooth and effective operations.

Efficient framework for Customer Concentration

To mitigate the risk of dependency on certain re-seller or retailers the company has robust and efficient framework for their re-sellers or retailers to ensure that the demand concentration for certain cluster is not greater than 25% on each re-seller or retailer.

Long Term Relationships with Channel Partners

By mitigating the risk of dependency on certain re-seller or retailers the company is able to manage a steady relationship with their channel partners by ensuring the profitability of each re-seller or retailer.

Ingram Micro

Ingram Micro is an American company involved in distribution of information technology products and services. The company started India operations in 1996. Apart from distribution business of IT related products, the company offers other services like 3PL (third party logistics services), Cybersecurity services, e-waste management (IT asset disposition), training and education services, B2B2C e-store services etc. to mitigate the risk and sole dependency to IT distribution business.

Redington India

Redington India is an Indian based ICT distributors of information technology products and services. It started operation in 1993. The company is involved in distribution of IT related products along with other services like 3PL (third party logistics services), cybersecurity services, e-waste management (IT asset disposition), training and education services, enterprise professional services, cloud managed services, support services, 3D printing services etc.

Savex Technologies

Savex Technologies is another home-grown distributor of information technology products and services. The company is an early entrant in distribution business and started their operation in 1987. Along with distribution, the company offers services such as consulting and technical support, marketplace fulfilment service, financial services, online store services etc.

Omnichannel Mix

Historically, the business and trade were limited to offline channel. However, in last few years online platforms have become popular destination among consumers due to convenience, extensive product range, competitive pricing etc. Factors such as increased digital push from GoI, increase in penetration of internet and smart phones have fueled the growth of overall e-commerce industry in India. These factors not only enable the demand of online shopping from e-commerce marketplaces like Amazon, Flipkart etc. but also aided specialty e-commerce players like The IT Depot, Compassco etc.to create their niche market. Due to sudden change in consumer preferences, brands are forced to adapt the omnichannel approach to their retail channel mix.

Channel Mix and Retail Network of Key Players

Particulars		Rashi Peripherals Limited	Competitor 1	Competitor 2	Competitor 3
Network	**India Presence/Footprint**	4/4	3/4	3/4	4/4
	Global Print	1/4	4/4	2/4	1/4
Modern Trade	**MBOs**	4/4	4/4	3/4	3/4
Traditional	**Traditional Retailer**	4/4	3/4	3/4	3/4
Online	**Own Website (Product Enquiries/B2B)**	4/4	4/4	NA	NA
	Specialty Retailers	4/4	4/4	3/4	2/4
	E-Commerce Marketplaces	4/4	4/4	3/4	2/4

Source: Secondary Research, Technopak Analysis

: 4/4 :3/4 :2/4 :1/4
Values are on relative basis
NA: Not Available

Technology backed

The automation in Supply Chain sector is witnessing a steady growth over last three to four years. Digital technology has revolutionized warehousing services in India. Technologies like artificial intelligence (AI), machine learnings, blockchain technology, IoT etc. are aiding warehousing and transportation industry towards automation to improve the efficiencies in operations. Automation holds immense benefits for warehousing industry in terms of solution to labor shortage, opportunity for improved productivity, and greater flexibility.

The internet of things (IoT) is being widely used across the sector. It is used for connecting data with other devices and systems over the internet, automatically, without human intervention. Some of the features enabled by IoT are real-time location tracking, automation of processes, improving warehouse security, end-to-end inventory tracking, getting updates on weather conditions (e.g., humidity, temperature) to ensure secure storage of goods, updates on the condition of goods in stock, etc.

Other technology like Blockchain helps on predicting demand and prepare the warehouse operations to have the right type and quantity of goods in stock.

Scalable business model

The ICT distribution industry is reasonably dependent on relationship between OEM brands and their distribution network and channel partners.

Reduced dependency on Vendors

ICT Distributors are usually partners with multiple vendors for the same product category to mitigate the dependency risk on handful of vendors for their smooth operation and to save themselves for business losses. Due to COVID-19, the IT industry has to face the shortage of semiconductor chipset leads to the supply constraint in terms of delay delivery of finalized products to the customers. By having right mix of larger, medium and smaller brands, ICT distributors are able to fulfill the market demand timely.

Reduced dependency on Retail Channel Partners

It is necessary for ICT distributors to have a right mix of retail channel partners. In distribution business, offering credit to their retail channel partners are common to support them in terms of financial flexibility. However, the credit service to retailers depends on the relationship between distributors and retailers and the kind of business retailers are doing. To balance out the credit facility and dependency on certain retailers for business, ICT distributors are bound to add new retail channel partners to their network to improve their top line.

Brand Mix

Distribution business are working capital-intensive business that require efficient capital allocation. To achieve overall healthy bottom-line and better margins, ICT distributors partner with different type of brands with strong consumer pull and new entrants who are entering in the business or geography.

Product and segment mix as a part of de-risking

To maintain a healthy bottom-line, the ICT distributors maintain a mix of products with high margin along with low margin products. Brands offer lower margins on fast-moving products as compared to slow moving products.

Also, to mitigate risks related to sales of products only and to stay ahead of competition, the ICT distributors have been diversifying their business from distribution of hardware products to other value-added services which are complementary to the core business of IT related products and are trying to create one stop solution for IT technology related products and services.

Due to their existing infrastructure in terms of logistic and warehousing, ICT distributors companies have started offering logistics solution services to other businesses. Cyber security has also been a newer addition to the service list of multiple IT distributers as cybersecurity itself is a growing industry in India. Companies have also started their IT consulting services for SMEs or MSMEs for improving or incorporating their IT demands in the business to maximize their operational efficiency. Other services such as annual maintenance cost ("**AMC**"), repair and maintenance, IT Asset Disposition ("**ITAD**"), financial services etc. are also considered by these distribution company to balance out their business from completely hardware distribution to services solution provider.

A decade back, the trade of business was majorly through offline retailers i.e., traditional retailers and exclusive brand outlets ("**EBOs**") of certain brands. Factors like flagship program "Digital India" which was started by Govt. to transform India into a digitally empowered country with decreased cost of internet tariffs and rising availability of smartphones etc. aided the industry to create market awareness and enabled the demand of these services from online marketplace platforms like Amazon, Flipkart etc. and other specialty online retailers which usually deals in IT related products.

Relationship with Vendors

Relationship with brand vendors plays a pivotal role on distribution business. It requires time to build the synergy or relationship with vendors to have a common objective. Mentioned below are the partnership relation between company and brands.

Association with brands of key distribution companies (in number of years)

Brands	Product Type	Rashi Peripherals Limited	Competitor 1	Competitor 2	Competitor 3
Acer	Computing	-	19	-	-
Acronis	Cybersecurity	-	6	-	-
AOC	Peripherals	4	-	-	-
APC	UPS	15	-	-	-
Aruba	Networking and Security Solution	-	-	5	-
Asus	Computing	24	-	-	-
Belkin	Peripherals	13	-	-	-
CISCO	Software Solution	-	-	15+	-
Citrix	Cloud computing	-	-	-	3
Consul Neowatt	UPS	-	-	-	3
Dell	Computing	6	9	-	-
Delta	Components & Power System	-	5	-	-
D-Link	Networking Device	-	11	-	-
EATON	UPS	1	-	14	-
ECS	Components	15	-	-	-
Hitachi	Electronic	-	-	10	-
HP	Computing	11	-	15+	9
IBM	Software Solution	-	-	15+	-
Intel	Component	9	-	11	-
Lenovo	Security Software	12	-	-	-

LG	Peripherals	2	-	-	-
Logitech	Peripherals	10	-	-	9
McAfee	Security Software	-	-	9	-
Microsoft	Software Solutions	-	-	7	-
NVIDIA	Components	6	-	-	-
Sonicwall	Cybersecurity	-	25+	-	-
Targus	Peripherals	-	-	-	-
Toshiba	Peripherals	14	-	9	-
Western Digital	Storage	6	-	10	-

Market Share by Segment

In product categories like pen drives, graphic cards, CPU etc. Rashi Peripherals Limited fulfils nearly the half of the total market demands of these categories in India by volume followed by other product categories like routers, hard drives, monitors etc. Rashi Peripherals Limited commands significant market share in India in product categories such as processors (40%), pen drives (50%), hard drives (27%), keyboards and mice (20%), monitors (25%), UPS (10%), laptops (10%), desktops (15%), routers (30%, and switches (5%) in Fiscal 2022. Being a national distribution partner of a motherboard and graphic cards brand, Rashi Peripherals Limited has contributed approximately 46% share to the Indian graphic card demand and approximately 20% to the motherboard demand in India by volume in Fiscal 2022.

Segment wise Market Share of Key Companies, by value

Category	Key Products	Rashi Peripherals Limited (% to total market share)	Others
Components	CPU	40%	60%
	Motherboard	20%	80%
	Graphic Cards	46%	54%
	Hard Drives	27%	73%
Peripherals and Accessories	Pen Drives	50%	50%
	Keyboards and Mice	20%	80%
	Monitors	25%	75%
	UPS	10%	90%
Personal Computing	Laptops	10%	90%
	Desktops	15%	85%
Networking	Routers	30%	70%
	Switches	5%	95%

Source: Primary Research, Secondary Research, Technopak Analysis
Other represents ICT distributors like Ingram Micro, Redington India, Savex Technologies, etc.
Note: Market share is determined on the basis of units of a particular product distributed by Rashi Peripherals Limited, divided by the total units of products sold in Fiscal 2022.

Financial Analysis of Key Resellers and ICT Distributors in India

In India, Rashi Peripherals Limited main competitors in the reseller and distribution industry are Savex Technologies Private Limited, Ingram Micro India Private Limited, and Redington (India) Limited. All the companies under consideration for the purpose of this report, are in stable financial health and continuity of operations.

Financial metrics of key players in Technology Reselling and Distribution Industry (in ₹ million)

Particulars	Competitor 1		Competitor 2		Competitor 3	
	Fiscal 2021	Fiscal 2022	Fiscal 2021	Fiscal 2022	Fiscal 2021	Fiscal 2022
Revenue from Operations	2,66,877	3,11,959	5,69,459	6,26,440	2,11,283	NA
EBITDA	8,007	9,383	14,328	18,792	5,060	NA
EBITDA Margin	3.00%	3.01%	2.52%	3.00%	2.39%	NA

PAT Margin	2.06%	2.10%	1.40%	2.10%	1.48%	NA
Marketing and advertising yield	NA	NA	0.16%	0.25%	0.69%	NA
Return on Owner's Equity (ROE)	14.23%	15.59%	16.40%	23.87%	23.29%	NA
Inventory Days	27	30	22	23	18	NA
Trade Receivable Days	52	53	44	45	32	NA
Trade Payable Days	43	48	47	53	8	NA
Working Capital Days	37	35	20	15	42	NA
Debt/Equity	-0.03x	0.00x	0.08x	0.10x	0.82x	NA
Interest Coverage	33.15	43.69	8.25	15.04	7.28	NA

Particulars	**Rashi Peripherals Limited**	
	Fiscal 2021	**Fiscal 2022**
Revenue from Operations	59,250	93,134
EBITDA	2,152	3,052
EBITDA Margin	3.63%	3.28%
PAT Margin	2.30%	1.96%
Marketing and advertising yield	0.14%	0.21%
Return on Owner's Equity (ROE)	39.69%	37.56%
Inventory Days	35	37
Trade Receivable Days	37	38
Trade Payable Days	36	35
Working Capital Days	36	40
Debt/Equity	1.23x	1.52x
Interest Coverage	7.20	5.47

Source: MCA and Company Annual Reports
NA: Not Available
EBITDA is calculated as Restated Profit before tax (Before Exceptional items) plus finance costs and depreciation and amortization expenses
Return on Owner's Equity is calculated as Restated profit after tax attributable to owners (i.e., total PAT minus non-controlling interest) divided by average equity attributable to owners
*Inventory Days = Average Inventory /Cost of Goods Sold*365*
*Trade Payable days = Average Trade Payable / Purchases of stock-in-trade * 365*
*Trade Receivable Days = Average Trade Receivable / Revenue from Operations *365*
Working capital days = Trade Receivable Days + Inventory Days – Trade Payable Days
Debt/Equity ratio is calculated as total borrowings (current+ non-current) divided by total equity
Interest Coverage Ratio: EBIT/Finance Cost where EBIT is Earnings before interest and taxes
Marketing and Advertisement Yield = Advertising and/or promotional spend divided by revenue from operations

Rashi Peripherals Limited has achieved the highest EBITDA margin and return on equity compared to other key players in the technology reselling and distribution industry in Fiscal 2021 and Fiscal 2022 which shows that the company is managing its business operations efficiently and shows its ability of converting the equity financing into profits. Rashi Peripherals had achieved the highest PAT margin in Fiscal 2021 and a comparable margin in Fiscal 2022.

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 22 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 35, 290 and 375, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 290. Additionally, see "Definitions and Abbreviations" on page 5 for certain terms used in this section. Unless the context otherwise requires, in this section, references to "we", "us" and "our" refer to Rashi Peripherals Limited on a consolidated basis while "our Company" or "the Company", refers to Rashi Peripherals Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report on ICT Distribution in India" dated January 5, 2023 (the "**Technopak Report**") prepared and issued by Technopak Advisors Private Limited, appointed by us on September 23, 2022, and exclusively commissioned and paid for by us in connection with the Offer. The data included herein includes excerpts from the Technopak Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the Technopak Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the Technopak Report is available on the website of our Company at https://rptechindia.com/page/investor. For more information, see "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Technopak Advisors Private Limited exclusively commissioned and paid for by us for such purpose." on page 66. Also see, "Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data" on page 17.*

OVERVIEW

About Us

We are among the leading value-added national distribution partners for global technology brands in India for information and communications technology ("**ICT**") products in terms of revenues and distribution network in Fiscal 2022. (*Source: Technopak Report*) We are also one of the fastest growing national distribution partners for global technology brands in India in terms of revenue growth between Fiscal 2020 and Fiscal 2022. (*Source: Technopak Report*) Our revenue from operations grew at a CAGR of 53.85% from ₹ 39,344.82 million in Fiscal 2020 to ₹ 93,134.38 million in Fiscal 2022 and was ₹ 50,238.09 million in the six months ended September 30, 2022. We differentiate ourselves by offering end-to-end value-added services such as pre-sale activities, solutions design, technical support, marketing services, credit solutions and warranty management services.

Our Legacy

We were incorporated in 1989 and have more than 33 years of experience in distribution of ICT products in India. Our Company commenced operations with manufacturing of peripherals. With the liberalization of the Indian IT sector in 1991 (*Source: Technopak Report*), we transitioned to distribution of ICT products of global technology brands in India. We have been instrumental in facilitating the entry of a number of global technology brands and were among the select players that led the formalization of the fragmented and unorganized ICT products distribution in India. (*Source: Technopak Report*) Over the years, we have continually expanded our operations and between Fiscal 2002 and the six months ended September 30, 2022, our Company distributed 293.63 million units (including shortages of certain items, and items given free, if any) of ICT products. We have expanded our distribution network across India and as of September 30, 2022, had one of the largest ICT products distribution networks in India. (*Source: Technopak Report*)

Business Verticals

We primarily operate the following two business verticals:

- ***Personal Computing, Enterprise and Cloud Solutions ("PES")***: Under this vertical we distribute personal computing devices, enterprise solutions, embedded designs/ products and cloud computing.

- ***Lifestyle and IT essentials ("LIT")***: This includes the distribution of products such as (i) components that include graphic cards, central processing units ("**CPUs**") and motherboards; (ii) storage and memory devices; (iii) lifestyle peripherals and accessories that include keyboard, mice, web cameras, monitors, wearables, casting devices, fitness trackers and gaming accessories; (iv) power equipment such as UPS and invertors; and (v) networking and mobility devices.

The table below sets forth details of our market share (by value) in Fiscal 2022.

Verticals / Sub-Segments	Our Market Share* (Percentage to Total Market Share)
PES	
Laptops	10%
Desktops	15%
Routers	30%
Switches	5%
LIT	
CPUs	40%
Motherboard	20%
Graphic Cards	46%
Hard Drives	27%
Pen Drives	50%
Keyboards and Mice	20%
Monitors	25%
UPS	10%

** Market share is determined on the basis of units of a particular product distributed by us divided by the total units of products sold in Fiscal 2022*

(*Source: Technopak Report*)

Distribution Network and Channels

Our pan-India distribution network comprises 50 branches that operate for sales and as service centers and 62 warehouses, as of September 30, 2022. Through our branches and warehouses, we are able to cover 730 locations in India, as of September 30, 2022.

We distribute products primarily through the following channels:

General Trade: Includes Hybrid Resellers who sell to online marketplaces and retail channels, regional distributors ("**RDs**"), stockist partners or sub-distributors, retailers, brand stores, system integrators ("**SIs**"), original equipment manufacturers ("**OEMs**") and corporate resellers who sell to corporate customers, all of which are collectively referred to as "**Channel Partners**". As of September 30, 2022, we had an ecosystem of 8,657 customers.

Modern Trade: Includes large format retail ("**LFR**"), multi-format retail ("**MFR**") and small format retail ("**SFR**") chains.

E-Commerce: Includes certain of India's leading online marketplaces.

Global Technology Brands

As of September 30, 2022, we are a national distribution partner for 48 global technology brands. We are a national distribution partner of global technology brands in product categories such as personal computing, mobility, enterprise, embedded solutions, components, lifestyle, storage and memory devices, power and accessories. (*Source: Technopak Report*) We distribute products for global technology brands such as ASUS Global Pte. Ltd., Dell International Services India Private Limited, HP India Sales Private Limited, Lenovo India Private Limited, Logitech Asia Pacific Limited, NVIDIA Corporation, Intel Americas, Inc., Western Digital (UK) Limited, Schneider Electric IT business India Private Limited, Eaton Power Quality Private Limited, ECS Industrial Computer Co. Ltd., Belkin Asia Pacific Limited, TPV Technology India Pvt Ltd., LG Electronics India Private Limited, Toshiba Electronic Components Taiwan Corporation, among others.

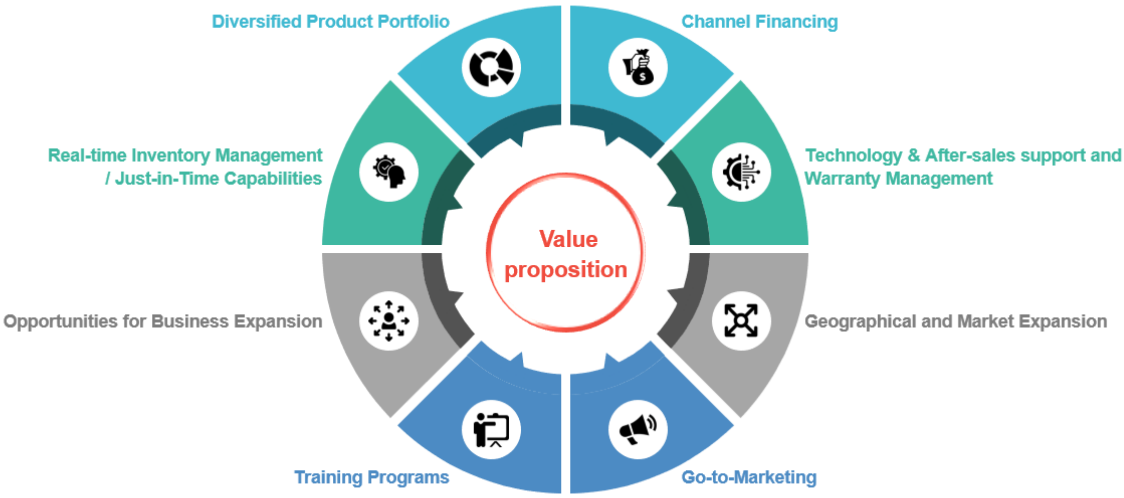
Over the years, we have consistently added new global technology brands to our portfolio and work with them to distribute products across categories. We have had business relationships for more than 14 years with several global technology brands that we currently service. We were the first national distribution partner for few of such global technology brands. (*Source: Technopak Report*)

We work with global technology brands to offer market intelligence, channel engagement strategies, competitive benchmarking and assist in formulation of entry strategies into India for global technology brands that currently do not have or have limited presence in the country. We assist global technology brands in growing their market share in India through competitive analysis across product segments, geographies and customer categories. We also provide product portfolio planning assistance across price points, ensure availability of products through multiple channels and sales promotion strategies. In our experience, these activities have helped global technology brands to penetrate, grow and retain their market share in the Indian market. We believe this has enabled us to grow our wallet share with such global technology brands.

The following sets forth details relating to the vintage of our relationship with global technology brands in Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022.

Period	No. of Global Technology Brands	No. of Global Technology Brands with Relationship of Over 10 Years	Percentage of Revenue from Operations from Global Technology Brands with Relationship of Over 10 Years (%)
Fiscal 2020	44	12	74.35%
Fiscal 2021	45	12	79.96%
Fiscal 2022	50	12	79.40%
Six months ended September 30, 2022	48	12	80.73%

Our Value Proposition



With our 50-city branch network and distribution network covering 730 locations, as of September 30, 2022, we offer our customers as well as our vendors certain advantageous value propositions:

<u>Customer Value Proposition</u>

- *Availability of diverse range of products:* As of September 30, 2022, we are a national distribution partner for 48 global technology brands. As of September 30, 2022, we sold 10,195 types of ICT products or stock keeping units ("**SKUs**"). The portfolio of products we distribute is diversified across (i) product categories; (ii) pricing segments such as entry, mid and premium segments, and (iii) end-use segments such as home, gaming, small office and home office, small medium businesses and enterprise. We have one of the most comprehensive and balanced products and solutions portfolio (*Source: Technopak Report*) that ranges from small value products such as storage devices to high-end and complex equipment required to build super computers and servers. We leverage our extensive distribution network of 50 branches and 62 warehouses, as of September 30, 2022, and logistics capabilities to ensure availability of our product portfolio across India. We undertake distribution through strategic inventory planning and based on market intelligence.

- *Credit support*: We extend credit assistance to customers based on evaluation of credit-worthiness. Our sales personnel assess customer suitability for financing and extend credit up to a pre-determined amount. To address liquidity constraints faced while purchasing products, our customers can also avail channel financing and EMI payment schemes.

- *Integrated sales and technology support*: We provide post-sales services, including technology support and warranty services. We endeavour to ensure that a customer can rely on us for assistance with the use and warranty services of the product through our team of 44 IT professionals, as of September 30, 2022, who provide technology support for backend operations. We are among the few players in the industry to offer value-added services such as: (i) just-in-time logistics capabilities and inventory management; (ii) after-sales support and warranty management; and (iii) re-distributor financial support and others. (*Source: Technopak Report*)

- *Customised solutions for customers:* With assistance of our in-house team of technical personnel, our sales teams are able to cater to specific requirements of customers through designing and customizing value-added solutions.

- *Opportunity for business expansion:* With the diversification of our product portfolio, our customers are able to expand their business and client base. As we introduce new technology or products, our customers are able to offer an increasing number of products that they source from us, and broaden their operations. This helps in creating a growing ecosystem for our products and services in India, and in encouraging customer stickiness as we are able to offer them new products and solutions.

<u>*Vendor Value Proposition*</u>

- *Geographical reach and market penetration*: Through our network of 62 warehouses, as of September 30, 2022, we are able to reach 730 locations across India. Our vendors are able to leverage our network to disseminate their products and access markets across India more effectively.

- *Training programs and business expertise*: We undertake training programmes for our vendors to enable them to conduct their business more efficiently and leverage our extensive industry experience towards their growth.

- *Sales and technology support*: Our value proposition lies in our integrated sales and technology support functions, which extend to post-sales service. Global technology brands benefit from our support network as customers of their products are able to access required support and warranty services through our service centers.

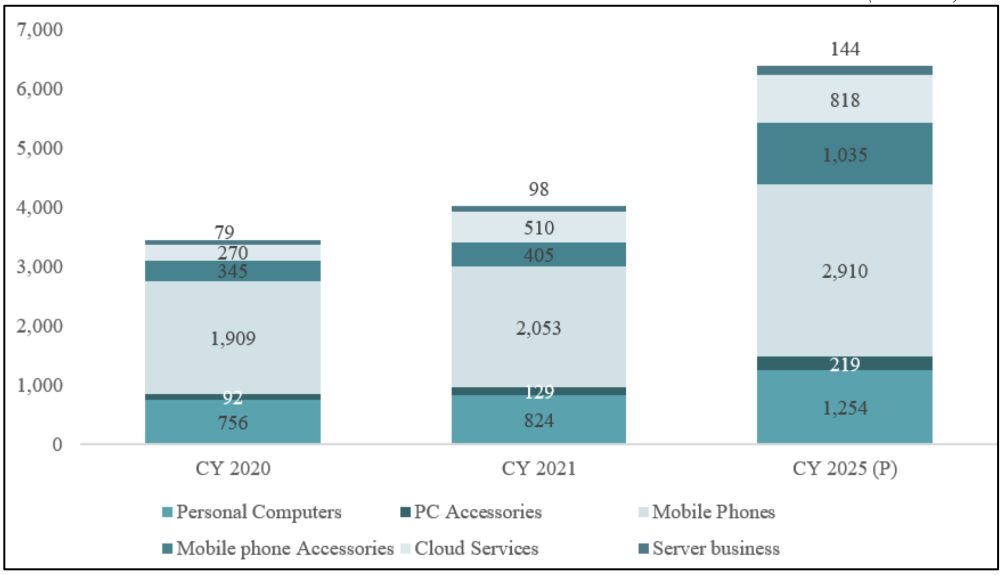
- *Channel Partner engagement*: To engage further with our Channel Partner network, we offer experience-based insights, product positioning and brand marketing activities for business expansion. We undertake regular channel training programs, workshops, in addition to offering incentive schemes to promote and upgrade products and solutions to end-users and have an active incentivization programme for our Channel Partners. We have introduced our '*Partner Certification Program*', which offers a host of benefits to select Channel Partners including priority billing and access to schemes. We also conferred the '*Platinum Partner*' status to 688 Channel Partners in Fiscal 2022 and the six months ended September 30, 2022. We also organize recreational activities for families of Channel Partners and aim to build a network of familiarity.

- *Consistency and speed of execution*: We place significant focus on maintaining an enterprise resource planning ("**ERP**") connected warehouse network to accommodate fluctuations in demand. We also offer on-time deliveries leveraging our warehouse network with real-time inventory tracking to ensure stock availability. Each of our warehouses are hosted on our ERP system for systematic inventory management.

Market Opportunity

India has a large addressable market for the personal computing segment including peripherals, storage, tablet PCs, mobile phone and accessories, cloud services, and server businesses. The market was approximately ₹ 3,450 billion in 2020, which is projected to grow to approximately ₹ 6,379 billion by 2025. (*Source: Technopak Report*) The following depicts the total addressable market for the various product categories in the ICT industry.

(₹ billion)



(*Source: Technopak Report*)

This growth is driven by several key factors:

- *Increasing usage of technology in general*: The demand for IT products in India is promising due to rise in usage of technology in day-to-day life. The demand from rural market may override the urban demand due to rapid rise in adoption of social media and rise in number of online shoppers. India has around 600,000 villages which would be opportunity for technology-related brands in near future. ICT product distributors will be indispensable for any technology brand and will act as a catalyst to fulfil both urban and rural demand given their experience, infrastructure and understanding of local nuances. (*Source: Technopak Report*)

- *Focus on e-Governance and Digitization*: Digital India is a flagship programme of the Government of India with a vision to transform India into a digitally empowered society and knowledge economy. As a part of the scheme, the digitalization of Indian governance also took place, leading to the increased demand of electronic products in the country which were also mandated by the government with this step. Of the total IT spending at USD 97 billion in 2021, share of Government spending accounted for 19% at USD 18.6 billion among the highest-spending sectors, second only to manufacturing. (*Source: Technopak Report*)

- *Increasing data volume:* Data volume that is being created by personal computers and business operations has been rapidly increasing as technological advancements occur and more data is accumulated leading to the requirement of greater storage. The total data generated worldwide is projected to reach 175 zettabytes (ZB) by 2025. To manage this rising data volume, the demand for storage devices from both corporate and end consumers is expected to drive the computer hardware market. (*Source: Technopak Report*)

- *Efficient supply chain solutions*: Warehousing and logistics industry in India has witnessed tremendous changes in last 10 years due to increased penetration of international brands in India. Additionally, the introduction of the GST regime has eliminated multiple taxes that were prevalent in the market and has helped improve efficiencies of logistics. (*Source: Technopak Report*) Global technology brands undertake continuous research and development and introduce new products from time-to-time. These global technology brands also have extensive supply chain capabilities which ensures availability of their products. (*Source: Technopak Report*)

- *E-commerce platforms are enabling the growth of industry*: E-commerce platforms have led to an increase in demand of technology products in the country by allowing ease of browsing, product availability, and timely delivery. ICT product distributors are also expected to benefit from the new e-commerce policy introduced by the Government of India. (*Source: Technopak Report*). The number of online shoppers in India reached 177 million in 2020 (up from 50 million in 2015) with significant rise in shoppers belonging to non-metro cities. (*Source: Technopak Report*) These shoppers buy a variety of products online ranging from mobiles, electronics, fashion, beauty and personal care and groceries. (*Source: Technopak Report*)

The table below indicates the growth of digital penetration in India over the periods indicated.

Particulars	**Fiscal 2010**	**Fiscal 2015**	**Fiscal 2020**	**Fiscal 2021**	**Fiscal 2022**	**Fiscal 2025 (P)**	**CAGR Fiscal 2015 – Fiscal 2021**	**CAGR Fiscal 2022 – Fiscal 2025**
Total Internet Users (million)	72	350	687	778	788	900 – 1,000	14.24%	Approx. 6%
Mobile Internet Users (Million)	24	159	480	754	760	850 – 950	29.62%	9% – 11%
Mobile Internet Users as a share of Total Internet Users (%)	34%	45%	70%	97%	96%	95% – 99%	-	-

(*Source: Technopak Report); P- Projected*

- *COVID-19 work-from-home and supply chain constraints*: The spread of COVID-19 has disrupted the supply chain in terms of shortage of semiconductors and owing to the undersupply of this crucial component, leading to increase in delivery days and future uncertainty in terms of availability, manufacturing. However, demand for at-home computers began to skyrocket. Due to work-from-home culture more people than ever before started working, learning, and entertaining themselves from home. There was a sharp incline in the amount of people looking for computers. Businesses also had to provide their employees with sufficient tools to keep their workflow going at home. India's personal computing market grew 44.5% year-on-year in 2021, with shipments of desktops, notebooks, and workstations reaching 15 million units. (*Source: Technopak Report*)

- *Production-linked Incentive ("**PLI**") Scheme*: The GoI's PLI scheme proposes to provide incentives to boost domestic manufacturing and attract large investments in IT hardware value chain with target segments including laptops, tablets, all-in-one PCs, and servers and boost the export market for the same. (*Source: Technopak Report*) The National Policy on Electronics emphasised local value-addition and created an enabling environment. Several policies related to manufacturing, such as Make-in-India, attracted the interest of both global and domestic companies. (*Source: Technopak Report*)

- *Extended Producer Responsibility ("**EPR**") and E-Waste Management*: The GoI in its E-Waste Amendment Notification dated April 6, 2018 has defined EPR targets for producers. To comply with Government guidelines, manufacturers have to either invest in creating a reverse logistics system for e-waste collection or can rely on their ICT product distributors to do the same for them. The existing system of ICT product distributors who already have a supply chain system in place for supplying products to resellers, and for product returns to the brands, can be used for collection of e-waste and compliance with EPR guidelines. (*Source: Technopak Report*) Understanding the importance of e-waste collection, we have already established reverse logistics and are helping global technology brands meet their EPR goals.

The electronics and ICT products market presents valuable opportunities for businesses such as ourselves.

Financial and Operational Information

The following tables sets forth certain financial information for the dates / periods indicated:

Particulars	As of / For the year ended March 31,			CAGR between Fiscal 2020 and Fiscal 2022 (%)	Six months ended September 30, 2022*
	2020	2021	2022		
	(₹ million, except percentages)				
Financial					
Revenue from operations	39,344.82	59,250.48	93,134.38	53.85%	50,238.09
Restated Profit after Tax	382.31	1,363.50	1,825.11	118.49%	673.75
PAT Margin(1) (%)	0.97%	2.30%	1.96%	42.15%	1.34%
Debt / Equity Ratio(2)	1.25	1.23	1.52	-	1.55
Return on Equity(3)	16.28%	39.69%	37.56%	-	11.54%
Return on Capital Employed(4)	14.58%	23.46%	20.13%	-	7.82%
EBITDA(5)	938.58	2152.27	3,052.17	80.33%	1,365.12
EBITDA Margin(6) (%)	2.39%	3.63%	3.28%	17.15%	2.72%
Working Capital Days(7)	44	36	40	-	52

** Not annualized for the six months ended September 30, 2022.*

Notes:

(1) PAT Margin is calculated as restated profit after tax divided by revenue from operations.

(2) Debt / Equity Ratio is calculated as total borrowings divided by total equity. Total borrowings include non-current liabilities : borrowings and current liabilities : borrowings. Total equity is calculated as equity share capital plus other equity plus non-controlling interest.

(3) Return on Equity is calculated as restated profit after tax divided by average equity. Average Equity is average of opening equity and closing equity. Opening Equity is opening equity attributable to owners of our Company. Closing Equity is closing equity attributable to owners of our Company.

(4) Return on Capital Employed is calculated as earnings before interest and tax divided by Capital Employed. Capital Employed is calculated as the sum of tangible net worth (excluding intangible assets) and total borrowings and deferred tax liability. Tangible net worth is calculated as equity attributable to the owners of our Company, less revaluation surplus, intangible assets and goodwill. EBIT is calculated as restated profit before tax plus finance cost.

(5) EBITDA is calculated as Restated Profit before tax (Before Exceptional items) plus finance costs and depreciation and amortization expenses. There are no Exceptional items.

(6) EBITDA Margin is calculated by EBITDA divided by revenue from operations.

(7) Working Capital Days refers to trade receivables days plus inventory days less trade payable days.

For reconciliation of EBITDA, EBITDA Margin, Return on Capital Employed and Return on Equity, see "*Other Financial Information – Reconciliation of EBITDA and EBITDA Margin to Restated Profit after Tax*", "*Other Financial Information – Reconciliation of Capital Employed and Return on Capital Employed to Total Assets*" and "*Other Financial Information – Reconciliation of Return on Equity to Total Equity*" on page 374, 372 and 372, respectively. Also see, *"Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Non-GAAP Financial Measures"* on page 17.

The following tables sets forth certain operational information for the dates / periods indicated:

Particulars	As of / For the year ended March 31,			As of / For the six months ended September 30, 2022
	2020	2021	2022	
Operational				
Warehouses(1)	58	58	58	62
Service Centres(2)	51	51	50	50
General Trade(3)	8,182	8,827	9,395	8,657
Modern Trade(4)	3	4	3	3
E-commerce(5)	2	3	3	3
Global Technology Brands	44	45	50	48
Branches(6)	50	51	50	50
Locations(7)	645	664	678	730
SKUs(8)	9,902	11,883	13,828	10,195
Units (9)	24,432,528	23,418,825	28,402,415	16,632,871

Particulars	As of / For the year ended March 31,			As of / For the six months ended September 30, 2022
	2020	2021	2022	
Others[(10)]	8,036	8,090	7,110	5,360

Notes:

(1) *Warehouse refers to a Company-operated storage facility where inventory from global technology brands is stored.*
(2) *Service Centre refers to a place where carry in-warranty services are provided to end-users.*
(3) *General Trade includes Hybrid Resellers, RDs, stockist partners, retailers, brand stores, SIs, OEMs and corporate resellers.*
(4) *Modern Trade includes LFR, MFR and SFR.*
(5) *E-commerce refers to online marketplaces.*
(6) *Branches refers to an office operated by our Company in a particular city.*
(7) *Locations refers to cities and towns where we invoice directly.*
(8) *SKUs refers to number of products.*
(9) *Units refers to the quantity of products.*
(10) *Others refers to distribution channels utilized by our Subsidiary, Znet Technologies Private Limited, for provision of its services.*

BUSINESS STRENGTHS

Leading and fastest growing Indian distribution partner for information and communications technology products

We are among the leading value-added and technology integrated national distribution partners for global technology brands in India for ICT products in terms of revenues in Fiscal 2022. (*Source: Technopak Report*) We are also one of the fastest growing national distribution partners for global technology brands in India in terms of revenue growth between Fiscal 2020 and Fiscal 2022. (*Source: Technopak Report*) Our revenue from operations grew at a CAGR of 53.85% from ₹ 39,344.82 million in Fiscal 2020 to ₹ 93,134.38 million in Fiscal 2022, and was ₹ 50,238.09 million in the six months ended September 30, 2022.

We distribute a range of ICT products such as personal computing, mobility, enterprise, embedded solutions, components, lifestyle, storage and memory devices, UPS and accessories, manufactured by global technology brands. We also distribute cloud computing solutions. The wide variety of products of global technology brands that we distribute has helped us achieve economies of scale and provide Channel Partners with a single sourcing point.

We are a major player catering to the Indian consumer demand in product categories like processors, graphic cards, and internal storage in Fiscal 2022. (*Source: Technopak Report*) We command significant market share in India in product categories such as processors (40%), pendrives (50%), hard drives (27%), keyboards and mice (20%), monitors (25%), UPS (10%), laptops (10%), desktops (15%), routers (30%), and switches (5%), in Fiscal 2022. (*Source: Technopak Report*) Being a national distribution partner of a leading motherboard and graphic cards brand, we have contributed to approximately 46% share to the graphic cards demand and approximately 20% to the motherboard demand in India in Fiscal 2022. (*Source: Technopak Report*) For further information, see "*Industry Overview – Wallet Share Analysis by Brand*" and "*Industry Overview – Surge in demand of gaming products*" on pages 206 and 203, respectively.

The table below sets forth details of our revenues across our business verticals for the periods indicated:

Vertical	Fiscal 2020		Fiscal 2021		Fiscal 2022		Six months ended September 30, 2022	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
PES – Personal computing, enterprise and cloud solutions	19,271.68	48.98%	33,460.58	56.47%	53,530.07	57.48%	28,477.28	56.68%

Vertical	Fiscal 2020		Fiscal 2021		Fiscal 2022		Six months ended September 30, 2022	
	Revenue from Operations (₹ million)	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**
LIT – Lifestyle and IT essentials	20,073.14	51.02%	25,789.90	43.53%	39,604.31	42.52%	21,760.81	43.32%
Total	**39,344.82**	**100.00%**	**59,250.48**	**100.00%**	**93,134.38**	**100.00%**	**50,238.09**	**100.00%**

As an important link in the technology value chain, we create sales and profitable opportunities for global technology brands and Channel Partners through our customized marketing programs, just-in-time logistics solutions, pre-sales and post sales technical support, product planning and distribution solutions. Since inception and as of September 30, 2022, we have an active incentivization programme for our Channel Partners. We have introduced our '*Partner Certification Program*', which offers a host of benefits to select Channel Partners including priority billing and access to schemes. We also conferred the '*Platinum Partner*' status to 688 Channel Partners in Fiscal 2022 and the six months ended September 30, 2022.

As a reflection of our commitment to quality products, solutions and services, we have received multiple awards in the past five years including the VAR India VAD Award 2022, Digital Terminal Best National Distributor Award 2022, Intel Business Excellence Award 2022, 'HP DTFT Growth FY 2022' award, 'HP Consumer Peripherals FY 2022' award, 'HP BPC - Revenue Growth FY 2022' award, 'HP BPS- Intel Growth FY 2022' award, Schneider Electric Best HBN Distributor Award 2022, Lenovo Top Commercial Distributor Champion 2022, Economic Times Channel Partner – Best Distributor 2021, LG Most Dynamic National Distributor in 2022, Digital Terminal Best National Distributor Award 2021, Intel Partner of the Year Award 2022, HP Most Trusted and Preferred Distributor Award 2022 and Samsung Top Distributor Partner in B2B Business in 2022. We are also ranked among India's Premier 200 Companies by Dun & Bradstreet.

Pan-India and multi-channel distribution footprint backed by dedicated in-house infrastructure

As of September 30, 2022, we had one of the largest ICT products distribution networks in India. (*Source: Technopak Report*) We operated branches in 50 cities that operate as sales and service centers and warehouses covering 730 locations in 28 States and Union Territories in India through an ecosystem of 8,663 customers, as of September 30, 2022.

We act as one-stop shop catering to business-to-business ("**B2B**") customers. We maintain a multi-channel mix to avoid risks associated with dependence on any single channel. Our channel mix primarily comprises General Trade, Modern Trade and E-commerce channels. Our multi-channel mix also allows us to serve a diverse customer base.

The following table sets forth certain details of our distribution network and channel for the periods indicated.

Particulars	Fiscal 2020			Fiscal 2021			Fiscal 2022			Six months ended September 30, 2022		
	Number	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Number**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Number**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Number**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**
General Trade[(1)]	8,182	33,399.64	84.89%	8,827	45,465.33	76.73%	9,395	75,193.27	80.74%	8,657	38,759.59	77.15%
Modern Trade[(2)]	3	1,229.75	3.13%	4	2,495.77	4.21%	3	4,819.28	5.17%	3	3,660.56	7.29%
E-Commerce[(3)]	2	4,549.27	11.56%	3	11,088.68	18.72%	3	12,896.06	13.85%	3	7,734.71	15.40%
Others[(4)]	8,036	166.16	0.42%	8,090	200.70	0.34%	7,110	225.77	0.24%	5,360	83.23	0.16%
Total	**16,223**	**39,344.82**	**100.00%**	**16,924**	**59,250.48**	**100.00%**	**16,511**	**93,134.38**	**100.00%**	**14,023**	**50,238.09**	**100.00%**

Note:

(1) *General Trade includes Hybrid Resellers, RDs, stockist partners, retailers, brand stores, SIs, OEMs and corporate resellers.*

(2) *Modern Trade includes LFR, MFR and SFR.*

(3) *E-commerce refers to online marketplaces.*

(4) *Others refers to channels used by our Subsidiary, ZNet Technologies Private Limited, for provision of its services.*

We work primarily with Hybrid Resellers who are Channel Partners that sell to both online market places and retail channels enabling us to serve tier II and tier III cities in India. We are able to leverage their local sales and inventory knowledge and post sales servicing capabilities to offer local connectivity and just-in-time deliveries. To incentivize Hybrid Resellers, we offer credit financing and competitive pricing solutions thereby enabling them to scale their business with us.

In addition, we also distribute equipment for high performance computing, artificial intelligence, data centers, enterprise storage, rendering, cloud computing, networking and point-of-sale solutions to effectively serve the needs of our Enterprise Customers to provide solutions to their end-consumers.

We consider our key value propositions to our customers to be our relationships with our Channel Partners, diverse portfolio, extensive pan-India operations and commitment to quality of service, which have reflected in our increasing customer stickiness over the years. In our experience, by facilitating our customers' business expansion by offering additional products and services, introduction of new technology, as well as our continuous engagement through sell-through programs such as discount schemes, ageing liquidation schemes, target based incentives and reward programmes, we have been able to retain existing customers. This is demonstrated below:

Particulars	**Fiscal 2020**	**Fiscal 2021**	**Fiscal 2022**	**Six months ended September 30, 2022**
Total customers	8,187	8,834	9,401	8,663
Percentage of revenue from operations from Repeat Customers*	90.86%	89.10%	90.49%	97.01%

Note:

** Repeat Customers are defined as customers invoiced in each quarter of a particular Fiscal/ period.*

Over the years, we have placed significant emphasis on our channel engagement activities. As of September 30, 2022, we have a dedicated sales team of 283 employees focused on understanding the demands and driving business needs of our Channel Partners. We conduct in-house events with our Channel Partners including '*Partner Connect*', a platform that connects global technology brands with target Channel Partners and helps them increase visibility in different markets, launch public relations initiatives including product launches, Channel Partner interview series and media engagement, and engage in advertising on digital and traditional media. We conduct product training for Channel Partners to keep them updated on market trends and new technologies, enabling them to educate potential consumers and also influence their buying decision. We also undertake digital marketing focused on lead generation and promotion within a Channel Partner's territory. We frequently organize roadshows and conduct various engagement activities for their families such as competitions for children and spouses, birthday and anniversary celebrations.

We support our logistics and supply operations with our dedicated in-house infrastructure. As of September 30, 2022, our 62 warehouses have stored and distributed 10,195 SKUs. In addition, we offer just-in-time delivery and leverage in-house logistics and reverse logistics capabilities, as well as real-time inventory tracking, to ensure support for varying customer needs and their ability to meet changing end-user demands. We consistently measure and monitor our performance based on metrics such as our price and consistency of service, responsiveness and product knowledge, accuracy and on-time delivery, timeliness and warehouse proximity, fulfillment and product availability, and credit availability.

Long-term relationships with marquee global technology brands supported by committed engagement strategy with customers

We maintain long-term relationships with several marquee global technology brands from whom we procure ICT products that we supply to our customers. As of September 30, 2022, we served 48 global technology brands.

Global technology brands undertake continuous research and development and introduce new products from time-to-time. (*Source: Technopak Report*) These global technology brands also have extensive supply chain capabilities which ensures availability of their products. (*Source: Technopak Report*) In our experience, these factors result in greater brand recall for such global technology brands which facilitates the sale of their products.

The table below sets forth revenue contribution from our top eight global technology brands for whom we are a national distribution partner for the periods indicated.

Particulars	Fiscal 2020		Fiscal 2021		Fiscal 2022		Six months ended September 30, 2022	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
Top 8 Global Technology Brands	34,338.36	87.28%	49,266.28	83.15%	76,758.36	82.42%	41,448.93	82.51%

Note: Top 8 global technology brands differ across periods

The table below sets out information on the length our agreements with certain key global technology brands we serve, as of September 30, 2022.

Brands	ASUS Global Pte. Ltd.	Logitech Asia Pacific Limited	Lenovo India Private Limited	HP India Sales Private Limited	Dell International Services India Private Limited	NVIDIA Corporation	Western Digital (UK) Limited	Intel Americas, Inc.
No of Years of Relationship	24	10	12	11	6	6	6	9

The following table sets forth certain details relating to our relationships with global technology brands we serve for the periods indicated, based on revenue.

Particulars	Fiscal 2020			Fiscal 2021			Fiscal 2022			Six months ended September 30, 2022		
	No. of Global Technology Brands	Revenue from Operations (₹ million)	Percentage of Total Revenue from Operations (%)	No. of Global Technology Brands	Revenue from Operations (₹ million)	Percentage of Total Revenue from Operations (%)	No. of Global Technology Brands	Revenue from Operations (₹ million)	Percentage of Total Revenue from Operations (%)	No. of Global Technology Brands	Revenue from Operations (₹ million)	Percentage of Total Revenue from Operations (%)
Over 5 years	18	36,301.61	92.27%	22	56,991.36	96.19%	24	89,253.74	95.83%	24	47,984.70	95.51%
Over 10 years	12	29,252.26	74.35%	12	47,375.49	79.96%	12	73,952.67	79.40%	12	40,556.53	80.73%
Over 14 years	7	27,425.50	69.71%	7	41,971.36	70.84%	9	68,828.93	73.90%	9	36,550.76	72.76%

We also provide advertisements on behalf of global technology brands in technology and consumer media publications and regularly participate in media events. In Fiscal 2022 and the six months ended September 30, 2022, we received 401 media mentions. As of September 30, 2022, we had a design, marketing and communications team of 16 employees who drive our pan-India promotional activities.

Diversified and comprehensive product portfolio and value-added solutions

Between Fiscal 2002 and the six months ended September 30, 2022, our Company distributed 293.63 million units (including shortages of certain items, and items given free, if any) from global technology brands, enabling us to satisfy customer requirements for seamless product availability and meet end-user demand for multi-vendor and multi-product IT configurations. Over the years, we have continuously added products across sub-segments like lifestyle, components, networking, personal computing, storage and memory, mobility, enterprise and embedded solutions.

Our value-added support services are intended to link our customers and global technology brands with us as a one-stop provider of ICT products and related services. We also provide cost-effective services such as arrangements for financing support and project-based finance through third party financial institutions. In our experience, customer profitability is necessary for steady long-term relationships. To achieve this, we provide sales and technical support such as pre-sale activities, warranty management, post-sales training, marketing, logistics management and other business solutions. Our comprehensive support services also include conducting demos and testing for the products, pre and post-sales technology support. We also have a dedicated pre-sales team and leverage their experience in marketing and branding to drive the sales of the products of the global technology brands we distribute. These measures have helped us forge business relationships at a national level with global technology brands.

Scalable business model supported by advanced technology stack

We strive to create a business model that minimizes vulnerabilities from product, customer or vendor concentration through diversification. We purchase from global technology brands and sell to our customers. Maintaining relationships with our customers enables us to monitor demand to optimize our inventory while preserving customer fill rates and service levels. We manage our inventory through targeted initiatives aimed at minimizing excess and obsolete goods while improving our purchasing processes and product flow. For instance, we implemented SAP, an advanced ERP system nearly two decades ago and manage our finance function and back-end operations, including warehousing, through our ERP system, which allows us to efficiently scale our operations. We conduct real-time inventory tracking with monthly profitability evaluations to track and assess branch performances to ensure financial returns and minimize costs. We provide incentives and schemes to push sales efficiently. Furthermore, we effectively manage our accounts receivable through timely collections, disciplined credit limits, customer terms and process efficiencies to minimize our working capital requirements.

Our business model is driven by our branch heads who lead our branches in their respective regions, across the 50 cities in which we have branches, as of September 30, 2022. Our branch heads have autonomy to manage credit terms with customers and also manage decision making for their regions. Our structure has allowed us to grow our business across several geographic regions simultaneously while minimizing revenue concentration risk for both vendors and customers.

The table below sets forth details of our top five General Trade customers for the periods indicted.

Particulars	Fiscal 2020		Fiscal 2021		Fiscal 2022		Six months ended September 30, 2022	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
Top 5 General Trade Customers	2,319.16	5.89%	2,183.01	3.68%	7,116.69	7.64%	4,077.36	8.12%

Note: Top 5 General Trade customers differ across periods

We have continually scaled our operations over the years. For instance, we were initially appointed as distributors for flash drives with limited SKUs for a global technology brand in 2010 and undertook distribution in six locations in India. We have since expanded our portfolio to also distribute memory cards, camera cards and external solid-state drives for the global technology brand. As of September 30, 2022, we distributed 10,195 SKUs across 730 locations across India.

We facilitate arrangements with banks or non-banking financial companies for our customers to provide access to finance for efficient working capital management which in-turn leads to their growth, along with stability for our revenue sources and higher customer satisfaction.

Our business model is complemented by our advance IT infrastructure. Our infrastructure is capable of handling voluminous transaction loads in terms of orders, customers, and products. Our current ERP system offers us real-time business analytics and insights to streamline and increase the efficiency of our business operations. Our advanced ERP system has resulted in enhanced business efficiency and flexibility to add features at subsequent stages. We are able to undertake real-time data analytics which drives analysis of business performance specific to brands, branches, product categories, branch heads and branch managers and channel partners. We are able to generate real-time sales reports to develop business plans, set targets and evaluate performance of our sales and marketing teams. The data we generate also helps us allocate resources for our sales and marketing activities. In addition, we are able to better manage our inventory planning, and clearance of ageing stocks. We also have an in-house team of technology professionals who continuously work on enhancing our IT systems.

With the objective of growing the scale of business operations and to derive real time data insights for swifter, more effective decision-making, we are implementing the SAP customer relationship management ("**CRM**"). The SAP CRM is intended to help us drive end-to-end integration, provide support for our digital channels and portals. The SAP CRM will possess the capability to customize and design interactive dashboards with an easy-to-use interface and produce key reports to track orders and sales, inventory data, and other efficiency-related metrics.

Consistent track record of superior financial performance and return metrics

We have organically grown our operations and have demonstrated an increase in our revenues and profitability. For instance, our revenue from operations, EBITDA and restated profit after tax have consistently increased between Fiscal 2020 and Fiscal 2022, and up to the six months ended September 30, 2022. Our revenue from operations were ₹ 39,344.82 million, ₹ 59,250.48 million, ₹ 93,134.38 million and ₹ 50,238.09 million in Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, and have grown at a CAGR of 53.85% between Fiscal 2020 and Fiscal 2022. Our restated profit after tax has increased from ₹ 382.31 million in Fiscal 2020 to ₹ 1,363.50 million in Fiscal 2021, ₹ 1,825.11 million in Fiscal 2022 and further to ₹ 673.75 million in the six months ended September 30, 2022, while our EBITDA grew from ₹ 938.58 million in Fiscal 2020 to ₹ 2,152.27 million in Fiscal 2021, ₹ 3,052.17 million in Fiscal 2022 and further to ₹ 1,365.12 million in the six months ended September 30, 2022.

We have maintained a track record of delivering growth in revenue from operations at a CAGR of 24.97% between Fiscal 2002 to Fiscal 2022. We have also maintained a track record of dividend payment for over 20 years, with dividend payments of ₹ 2.40 million, ₹ nil, ₹ 0.99 million and ₹ 1.05 million in Fiscals 2020, 2021, 2022 and the six months ended September 30, 2022, respectively.

We have efficiently optimized our network in last two years to become a leading company by outpacing our competitors in terms of growth. (*Source: Technopak Report*) Between Fiscal 2020 to Fiscal 2022, we reported highest revenue growth compared to our competitors. (*Source: Technopak Report*) We have demonstrated profitability, efficient business operations, sound capital deployment through achieving the healthy return ratios. Our Return on Equity was 16.28%, 39.69%, 37.56% and 11.54% (*not annualized for the six months ended September 30, 2022*), as of March 31, 2020, 2021 and 2022, and as of September 30, 2022, respectively, while our Return of Capital Employed was 14.58%, 23.46%, 20.13% and 7.82% (*not annualized for the six months ended September 30, 2022*), as of such dates, respectively.

For reconciliation of EBITDA, EBITDA Margin, Return on Capital Employed and Return on Equity, see "*Other Financial Information – Reconciliation of EBITDA and EBITDA Margin to Restated Profit after Tax*", "*Other Financial Information – Reconciliation of Capital Employed and Return on Capital Employed to Total Assets*" and "*Other Financial Information – Reconciliation of Return on Equity to Total Equity*" on page 374, 372 and 372, respectively. Also see, *"Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Non-GAAP Financial Measures"* on page 17.

Experienced Promoters and professional senior management team

Krishna Kumar Choudhary and Sureshkumar Pansari, who are among our Promoters and the Chairman and Vice-Chairman of our Company respectively, have experience across the ICT distribution industry. Their experience has resulted in the expansion of our operations over the years. We have enabled an orderly transition of our business to Kapal Suresh Pansari, our Managing Director, Keshav Krishna Kumar Choudhary, one of our Whole-time Directors, who are among our second generation Promoters and who continue to drive our growth. Our Board of Directors also includes a combination of management executives and independent directors who bring in diverse experience including in areas of business management, financial planning, credit and taxation, marketing, and technology.

We also have an experienced senior management team that leverages experience across diverse industries, including finance, marketing and business management, which positions us well to capitalize on future growth opportunities and implement new ideas and concepts. In Fiscal 2022 we were recognized with the Great Place to Work certification and a high score for credibility, pride, fairness, respect and camaraderie. Our senior management team has been critical in establishing a successful, scalable operating model, consistently generating strong financial results and managing new service segments, customer relationships and new geographic markets. We believe the breadth of our management's background and the depth of its experience will continue to drive our dynamic growth and continued success.

BUSINESS STRATEGIES

Increase wallet share with global technology brands for our existing portfolio

We currently command a certain wallet share of such global technology brands and believe there is potential to grow our wallet share. As part of our strategy, we intend to leverage our existing distribution capabilities, offerings and experience to increase wallet share from existing global technology brands. With our multiple warehouses present across India, we can stock additional inventory and also facilitate faster delivery of the products. Our understanding of the ICT industry and relationships with our vendors will enable us to expand the scope of our current services as well as provide additional services in new areas and segments to such global technology brands.

We intend to increase our geographic penetration of existing global technology brands into different states and in particular focus on tier II and tier III cities. In regions where we intend to grow our share with a particular vendor, we plan to engage in focused marketing activities and introduce additional programmes. We will look to offer our customers a wider range of products of such global technology brands. As part of our efforts, we will continue to offer end-to-end solutions including pre-sales, marketing, supply, technical and post-sales support. We believe such solutions help increase vendor preference towards our services thereby allowing us to growing our wallet share.

Diversify our product and solutions offerings and focus on emerging digitization trends

We intend to continue to expand and diversify our existing product offerings. We have targeted brands that focus on product design and have curated our portfolio to include Edge Processors for artificial intelligence, DRAM, flash memory for storage, automotive integrated circuits, and Internet-of-Things modules such as 4G, 5G and GPS. We have also established a dedicated team that comprises business development executives and sales managers who have successfully on boarded several embedded brands.

We aim to establish a presence across the entire IT value chain as an end-to-end technology solutions provider in addition to targeting emerging product areas. For instance, we intend to expand further in our embedded segment, and enter into new sub-segments. Further, we intend to add printing and scanning solutions and associated software, and endpoint security. We also intend to continue to offer bundled schemes more frequently for our channel partners to efficiently drive sales.

We also plan to target emerging IT product segments in their developmental stages and establish product experience allowing us to keep our broad product line current with emerging trends. Growth in demand for storage devices, laptops, accessories, networking devices and artificial intelligence machines is expected to drive the demand for ICT products in India going forward. (*Source: Technopak Report*)

We continue to add additional categories of products from existing global technology brands. For example, we currently distribute notebooks and laptops for a particular global technology brand. Going forward we intend to also distribute tablets for the said global technology brand. Our financial resources and existing distribution infrastructure allow global technology brands to evaluate us favourably for additional product distribution. In our experience, these factors have helped vendors successfully consolidate, reduce their operating resources and become more efficient.

Apart from the traditional ICT products distribution, we also intend to step into emerging business verticals to project ourselves as the holistic technology solutions provider. We intend to focus on offering Device-as-a-Service ("**DaaS**") for our customers. The pandemic has caused a shift in the working environment of people with work from home and hybrid models of working becoming the norm. While a hybrid workplace offers ease of work and safety, it also requires security and control, remote device management and deployment capabilities within organization. This has paved the way for DaaS. (*Source: Technopak Report*)

The DaaS model offers personal computers, smartphones and other mobile computing devices as a paid service for commercial use. It eases IT needs of a company by outsourcing the hardware, software and device management to an external service provider. Software and hardware management services include device backups, asset tracking, security and end-of-life disposal. Products range from extended warranty to device life cycle management to host of productive monitoring systems that does not require any operational expenses to deliver. (*Source: Technopak Report*) We expect DaaS to be significant opportunity for the growth of our business and operations in future. Global technology brands are developing software to track such productive monitoring systems so that organizations can deploy workload-based systems that will further drive efficiencies in their operations. (*Source: Technopak Report*) We intend to act as the fulfilment partner of DaaS.

Grow our portfolio of global technology brands

We served 44 global technology brands, as of March 31, 2020 and as of March 31, 2021 that grew to 50 global technology brands, as of March 31, 2022 and stood at 48 global technology brands as of September 30, 2022. Going forward, we intend to continue to leverage our distribution network, sales and marketing initiatives and our industry standing to establish relationships with new global technology brands and local brands to expand our vendor base, thereby growing the portfolio of products we distribute.

We intend to target global technology brands that offer enterprise class networking and storage solutions. We also intend to foray into the software distribution segment. In order to address new product verticals such as enterprise class networking, storage solutions and software, we will look to hire specialized teams with core expertise. For example, in the past we onboarded a team to grow our embedded solutions sub-segment. We also intend to participate in global forums and exhibitions to show case our abilities, gain industry insights on technology trends and engage with additional vendors.

Deepen penetration across India and widen channel network

We have a multi-channel pan-India distribution footprint and adopt a committed high-engagement strategy with our General Trade, Modern Trade and E-Commerce channels. Our current business model has allowed us to grow our business across several geographic regions within India simultaneously while minimizing the risk of geographical concentration in revenue generation for both vendors and customers. In existing markets, we intend to undertake additional channel engagement schemes. We will continue to offer training programmes and marketing support to Channel Partners to improve product knowledge and assist with sales. We also intend to expand our feet-on-street to onboard additional Channel Partners. We intend to further enhance our Channel Partner experience by implementing a CRM software to enable sales automation on a unified platform

In addition, we intend to enter new markets where we are able to provide additional value by capitalizing on our robust distribution infrastructure, wide reach, channel connect and global management skills. We will continue to expand our geographic reach by further penetrating tier I and tier II, including non-metro, cities. These tier I, tier II and non-metro cities and other rural geographies are becoming centre of consumptions for IT products such as personal computers, smartphones, internet devices, networking devices and hence, there is requirement for ICT product distributors and resellers to have a pan-India presence. (*Source: Technopak Report*) India is expected to grow continuously across the digital use-case funnel which will be driven by the affordability of internet, continuous improvement in telecommunications infrastructure, increase consumption of data, increased adoption from tier II cities, rising popularity of social media and growing trust and adoption of online payment platforms. (*Source: Technopak Report*) We intend to capitalize on the trend towards digitization in smaller cities in India and capture a larger wallet share in these relatively untapped markets, by leveraging our existing networks and operational infrastructure to expand our geographical coverage with economies of scale and cost efficiency.

We commenced our international operations in Singapore in 2019 to expand our international footprint. While still nascent, we have witnessed steady growth in our international operations. We also intend to grow our international operations to increase our distribution outreach and Channel Partner connectivity, and to serve the more players in the global market.

Further leverage technology and digital infrastructure to drive enhanced upselling, cross selling and improve efficiencies

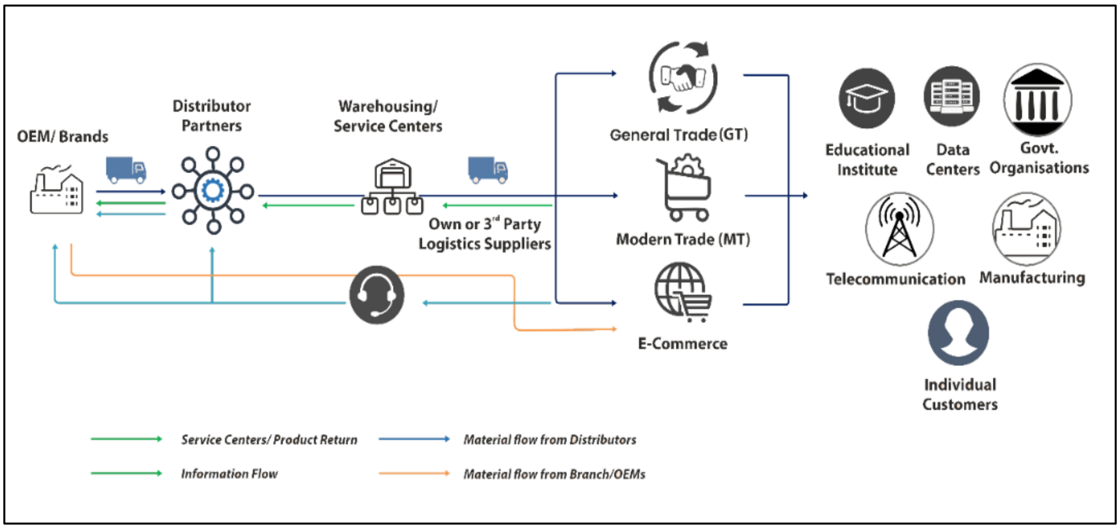
We intend to introduce additional services that capitalize on our existing technological infrastructure and digital ecosystem to provide greater value to our global technology brands and Channel Partners and capture a greater wallet share through cross-selling and upselling opportunities. For instance, we offer high-end storage solutions and servers for artificial intelligence machines. We also offer complete set of high performance computing products for high-end gaming machines. We are currently in the process of implementing a SAP CRM that will enable sales automation to a unified platform and we believe this will drive enhanced upselling and cross selling opportunities of bundled products and solutions across our customers.

We also intend to leverage our in-house logistics and reverse logistics capabilities, as well as real-time inventory tracking, to ensure support for varying customer needs and their ability to meet changing end-user demands, and forecast demand for our global technology brands. We plan to continue measure and monitor our performance based on metrics or data such as our price and consistency of service, responsiveness and product knowledge, accuracy and on-time delivery, timeliness and warehouse proximity, fulfillment and product availability, and credit availability, which allows us to offer our global technology brands and re-distributors real-time business analytics and insights to streamline and increase the efficiency of business operations.

BUSINESS OPERATIONS

We use technology and our extensive experience to carry out comprehensive business planning exercise through dynamic demand forecasting, real-time Channel Partner feedback, end-user requirements and global technology brands product strategy to develop an annual sales plan. We engage with global technology brands to enter into detailed sourcing arrangement which involves comprehensive marketing and sales plan, resource management and brand promotion. Our marketing teams periodically determine product pricing in accordance with the terms of sourcing arrangements with global technology brands, engage in designing channel schemes and marketing programs for customers. Targets are assigned to our sales teams based on annual sales plan, detailed inventory plan across our warehouse network. Our sales team sell products to customers who in-turn sell onwards to retailers and end-users. We also promote cross selling and up-selling as an integral part of our sales strategy.

Our distribution model is as below:



Products, Services, Solutions, Logistics Management and Implementation

We maintain a diversified and comprehensive portfolio of products and solutions across multiple product categories such as personal computing, embedded, cloud computing, retail, lifestyle, storage/memory, mobility, online and enterprise, networking, power, component, as of

- *Products*: We distribute a variety of ICT products.

The table below sets forth details of the number of products we distribute across our various business verticals, as of September 30, 2022:

Vertical	Products (Units)	SKUs
PES – Personal computing, enterprise and cloud solutions	2,233,659	2,450
LIT – Lifestyle and IT essentials	14,399,212	7,745

The table below sets forth details of our revenues across our business verticals for the periods indicated:

Vertical	Fiscal 2020		Fiscal 2021		Fiscal 2022		Six months ended September 30, 2022	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
PES – Personal computing, enterprise and cloud solutions	19,271.68	48.98%	33,460.58	56.47%	53,530.07	57.48%	28,477.28	56.68%
LIT – Lifestyle and IT essentials	20,073.14	51.02%	25,789.90	43.53%	39,604.31	42.52%	21,760.81	43.32%
Total	**39,344.82**	**100.00%**	**59,250.48**	**100.00%**	**93,134.38**	**100.00%**	**50,238.09**	**100.00%**

- *Services and Solutions:* In addition to distribution of ICT products, we also offer services and solutions to end-customers for certain global technology brands. We provide carry-in warranty services for products we distribute subject to vendor approval. In our experience, this offers end-customers the ability to obtain sales and service from the same company and location.

We provide customized solutions to customers and we have developed a dedicated enterprise vertical where our pre-sales team develops solutions according to business requirements of enterprise customers. Our marketing initiatives result in product inquires which lead to revenue opportunities, and our post-sales team assists in installation at customers' locations. Given the wide range of products we distribute and the experience of our team, we are able to develop solutions to address customer requirements.

- *Logistics Management and Implementation:* All our 62 warehouses, as of September 30, 2022, are connected on our advanced ERP system which offers real-time sales and inventory data across branches and warehouses. This enables us to plan inventories pan-India systematically and offer the same to our customers. We also have arrangements with national logistics providers as well as state and city based transport agencies. We also engage hire third party transportation providers to enable just-in-time delivery. We have developed capabilities of re-packing and compilation of various orders, which enables us to ship goods in an organized manner. Once goods are shipped from one location to the branch, the docket number is shared with the respective branch and its tracking is done to ensure priority delivery and avoid delays.

Business Model

Our revenue model focusses on fast-moving high volume products and high-end, high-value products across global technology partners. Our distribution network is designed to operate on two core strategies as follows

- *Volume-based Product Strategy*: The fast-moving high-volume products typically belong to well-established global technology brands. We play an integral role working jointly with global technology brands to execute their demand generation activities through trade marketing across distribution network and channels. Key deliverables are just-in-time logistics, efficient inventory management, credit availability and cost-efficient economics to customers. Volume business involves strategic inventory management and real time inventory tracking across branches and delivery network to optimize working capital management.

- *Value-based Product Strategy*: The high end, high value products premium products are sold as a comprehensive IT solution to customers, enabling improved margins for the entire distribution network. This is an integral part of our upselling and premiumization strategy which helps increase wallet share and margins. Unlike volume based products, selling cycles are longer and many solutions require bundled products from multiple global technology brands allowing us to leverage our diversified product portfolio to address the needs of such consumers. Demand generation is led by in-house sales team using various cross-selling and upselling sales strategy. We complement these high-end high-value products and solutions require value-added support services which improves customer experience and productivity.

In Fiscals 2020, 2021, 2022 and the six months ended September 30, 2022, ₹ 39,124.22 million, ₹ 59,010.81 million, ₹ 92,874.82 million and ₹ 50,134.44 million was generated from revenue from sale of products, which constituted 99.44%, 99.60%, 99.72% and 99.79% of our revenue from operations, respectively.

In Fiscals 2020, 2021, 2022 and the six months ended September 30, 2022, ₹ 220.60 million, ₹ 239.67 million, ₹ 259.56 million and ₹ 103.65 million was generated from revenue from sale of services, which constituted 0.56%, 0.40%, 0.28% and 0.21% of our revenue from operations, respectively.

Overall, we have a broad based distribution model which is based on multiple products and multiple brand strategy. Our focus is to capture a considerable market share in each of the product categories and leverage economies of scale across each product segment. Our strategy helps us make our offering complete to our customers.

Global Technology Brands

As of September 30, 2022, we are a national distribution partner for 48 global technology brands including ASUS Global Pte. Ltd., Dell International Services India Private Limited, HP India Sales Private Limited, Lenovo India Private Limited, Logitech Asia Pacific Limited, NVIDIA Corporation, Intel Americas, Inc., Western Digital (UK) Limited, Schneider Electric IT business India Private Limited, Eaton Power Quality Private Limited, ECS Industrial Computer Co., Ltd., ECS Industrial Computer Co., Ltd., Belkin Asia Pacific Limited, TPV Technology India Pvt Ltd., LG Electronics India Private Limited and Toshiba Electronic Components Taiwan Corporation, among others.

We are an important part of the global technology brands' value chain and growth strategy in India. Global technology brands rely on our value-added services, pan-India distribution network to establish and grow their product positioning and brand positing. India is among the fastest growing, underpenetrated and strategically important market for these brands. (*Source: Technopak Report*)

Certain global technology brands have long-term national distribution agreements with us, which range from between one to five years, which are renewed periodically. These agreements usually provide for non-exclusive distribution rights and often include territorial restrictions that limit the regions in which we can distribute products. Under the agreements, we periodically place purchase orders from our global technology brands based on our inventory needs and stocking across branches and warehouses. Our contracts with global technology brands also typically stipulate monthly, quarterly and annual sales targets; require a minimum annual order value from the brand; require us to indemnify the global technology brands for any violation of their intellectual property rights or product liability claims; periodic reporting of sales data, stipulate payment in foreign currencies in certain instances; and in some instances are governed by laws other than Indian law and are subject to jurisdiction of foreign courts.

Network

The following map sets forth our distribution network in India, as of September 30, 2022.

(Map not to scale)

Branches

As of September 30, 2022, we have branches in 50 cities that operate as sales centers, service centers and warehouses.

Our branches are led by our branch heads in respective regions. Our branch heads have autonomy to manage credit terms with customers and also manage decision making for their regions. Our branch managers are involved in the onboarding of customers on our native digital cloud infrastructure. With the implementation of our SAP CRM, branch managers will be able to track performance of our sales team, and monitor and measure sales revenue targets for our *Champions*. Our structure has allowed us to grow our business across several geographic regions simultaneously while minimizing the risk of geographical concentration in revenue generation for both vendors and customers.

Warehouses

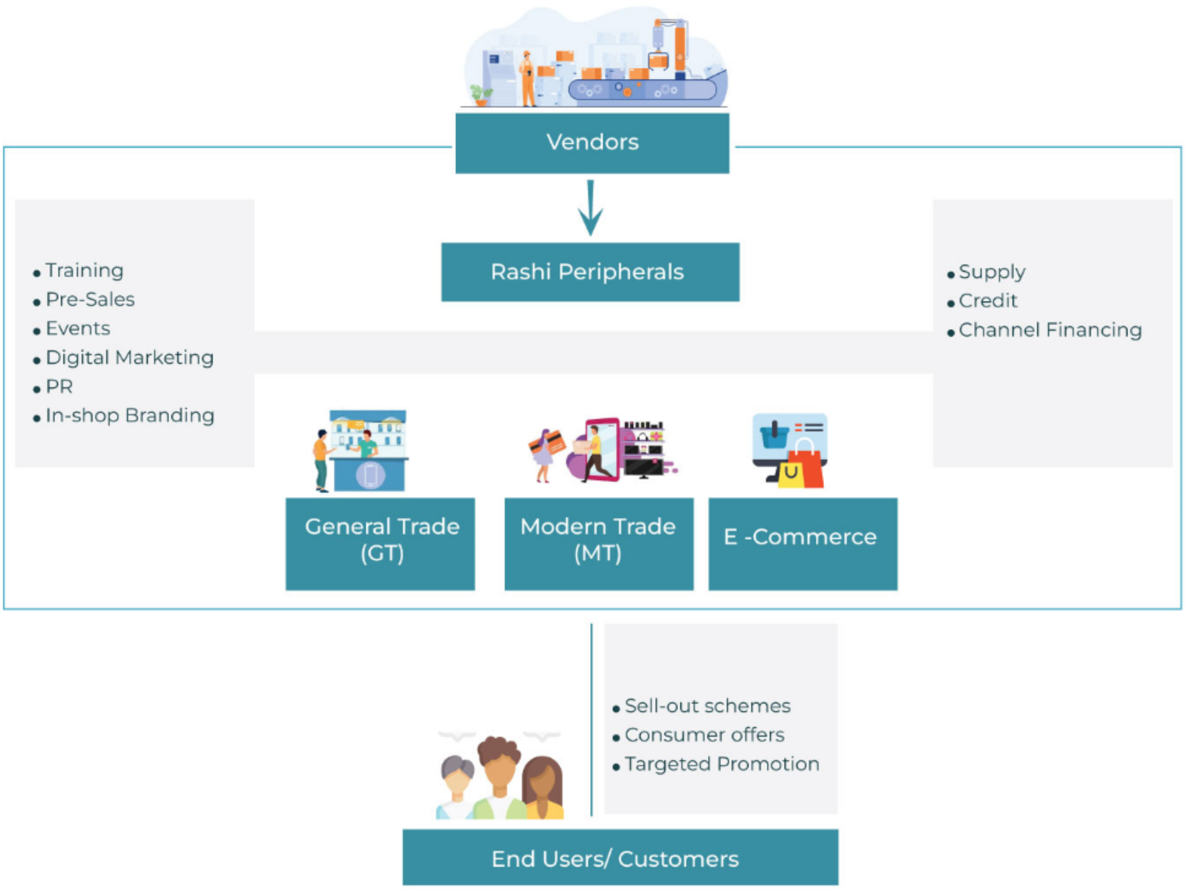
As of September 30, 2022, we have 10,195 SKUs across 62 warehouses. We distributed and marketed 28.40 million units in Fiscal 2022 and 16.63 million units in the six months ended September 30, 2022 from 48 global technology brands. Our warehouses are connected to our ERP system and resulting in efficient inventory management. We engage with third party logistics provider for pick up and deliveries from our warehouses.

Service Centers

As of September 30, 2022, we have 50 service centers. End users of ICT products with valid warranty on select global technology brands we service can visit these service centers to get replacement or refund in accordance with the brand policy. Each of our branches is equipped with a service center for better customer experience.

Distribution Network and Channels

We distribute products through our Pan India distribution network through multiple channels:



- *General Trade*: As part of our General Trade channel, we typically rely on Channel Partners for distribution of ICT products. Channel partners are one of the most strategic stakeholders in the distribution business. (*Source: Technopak Report*) Distribution business completely relies on relationship with retail channel partners. (*Source: Technopak Report*) It requires time to understand the specific requirement of the channel partners and build the synergy or relationship with them. (*Source: Technopak Report*) As part of our General Trade channel, we had ecosystem of 8,657 customers, as of September 30, 2022. Further, our General Trade channel historically also included certain sales done through our website. However, as of the date of this Draft Red Herring Prospectus, we have discontinued sale of ICT products undertaken through our website.

- *Modern Trade*: Includes LFR, MFR and SFR chains.

- *E-commerce*: In the last few years online platforms have become popular destination among consumers due to convenience, extensive product range and competitive pricing. (*Source: Technopak Report*) E-commerce platforms have helped brands tap domestic consumption by offering higher discounts to their end consumers. (*Source: Technopak Report*) Our E-commerce channel includes sale to some of India leading online marketplaces through our e-commerce distributors. As of September 30, 2022, we catered to vendors on two major e-commerce online marketplaces.

Channel Engagement

As a part of our overall channel engagement strategy, we continuously engage with our customers through various modes including product launches, events and training programs. Our objective is to remain connected with our customer network including their families to build a strong bond and recall. We also organize entertainment programmes for families of customers including cooking competitions for spouses and e-sports competitions for children. We actively undertake various above-the-line and below-the-line marketing and promotion activities. Certain above-the-line activities including marketing and promotion through print, digital and outdoor media. As part of our below-the-line activities, we periodically organize roadshows, product training sessions, launch channel schemes.

Inventory Management

We consider effective inventory management system as a key factor of our success. We offer just-in-time delivery which involves aligning product orders from Channel Partners or our direct channels directly with the production schedules of global technology brands. It involves demand forecasting, continuous flow of production with minimal to zero inventory and proper quality control for each batch we receive from the global technology brands we serve. We also leverage in-house logistics and technology, with real-time inventory tracking. We have an SAP system, which enables us to receive real-time updates on our inventory movement and receivables, assists in product procurement, delivery and inventory management, allocate products to respective customers and provide quotations more accurately and efficiently. Our SAP system also enables us to improve our financial reporting and risk management functions.

Our business managers or product managers undertake a comprehensive business planning exercise in consultation with global technology brands based on dynamic demand forecasting, real-time Channel Partner feedback, end-user requirements and global technology partner product strategies. The business planning and annual sales plan is integrated with the ERP System. For goods being imported, the vendor acknowledges receipt of the order and indicates the expected time of arrival in India, which is recorded in SAP to track shipments. This is followed by customs clearance of the shipment upon arrival in India. For locally manufactured products, goods are shipped directly to our branches. The product manager allocates products based on the business plan and products are then transferred to branches, where the sales team executes the order and completes invoicing.

In this process, ageing inventory is critical and all product managers track 30 days, 60 days and 90 days ageing and ensure liquidation to ensure that there is no overhang of aged inventory. A dedicated team tracks and supports the liquidation process.

Ageing inventory is actively tracked by business managers based on 30 days, 60 days and 90 days ageing to ensure prompt liquidation of such inventory.

As of March 31, 2020, 2021 and 2022 and as of September 30, 2022, our inventories were ₹4,890.08 million, ₹ 5,725.32 million, ₹ 11,993.03 million and ₹ 17,938.16 million, and as a percentage of our current assets were 49.02%, 38.24%, 47.00% and 54.32%, respectively, while our inventory as a percentage of our revenue from operations was 12.43%, 9.66%, 12.88% and 35.71%, respectively. All our assets and inventory are digitally tracked and analyzed as part of our focused efforts to maintain our asset pool and increase our product utilization and yields with reduced inventory turnover days. In Fiscals 2020, 2021, 2022 and in the six months ended September 30, 2022, our inventory turnover days was 41 days, 35 days, 37 days and 57 days, respectively.

Sales Administration

Technology is a key enabler for our operations. As part of our sales administration process, we have implemented an ERP system. All sales transactions right from raising sales order to billings and collections are executed in the ERP system. This offers us an adequate control and micro level visibility for administration and decision making thereby enabling us to optimize our product and channel mix. Our sales administration process also enables us to undertake analytics and periodic reviews with detailed sales reports to have a more rationale-based sales and distribution planning to optimize demand of the products we distribute. We have implemented ERP modules such as sales, distribution and material management.

Further, we are in the process of implementing a CRM module to provide two-way visibility in the organizational pyramid which we believe will enhance sales capabilities, result in coordinated inventory movement, spontaneity in sales decisions, better controls via end-to-end visibility from sales pitching stage to final collection from customers.

Credit Management

Credit is a significant enabler for our business. We have implemented credit management mechanisms and as part of our credit management, we actively assess credit worthiness of our customers based on a number of qualitative and quantitative parameters including but not limited to financial profile and strength, market reputation, credit track record and past business associations etc. Set forth below are details of our credit management framework:

Policy

We have a well-defined policy controlling the delegation of power at a branch level for extending credit to our customers which is enabled, monitored and controlled through our ERP system. Our ERP system not only defines credit limits that can be sanctioned at each level of our organisation’s hierarchy, but also the limits within which these can be delegated, as well as process to be followed prior to delegation.

Control

A centralized credit team provides analytical inputs to our management to take enhanced credit calls for business requirements. The centralized team also has a follow-up mechanism for monitoring collections against enhanced credit calls and keeps our management apprised of micro level credit calls and movements thereof to take corrective action as and when required. We are protected by requisite credit insurance coverage against any potential customer credit default.

Optimization

We also use other tools also to optimize our credit portfolio by adopting measures such as offering cash discounts to performing Channel Partners, levying interest on delayed payments, imposing penalties for frequent delays, and using channel finance programs to manage our cash flows and ensure that risk is spread in an optimized manner.

We also have a pre-defined matrix which is declared with the credit insurance company to ensure that there are no irrational credit risks. We believe this enhances our capability to enable business with more intelligent credit calls.

Marketing and Branding

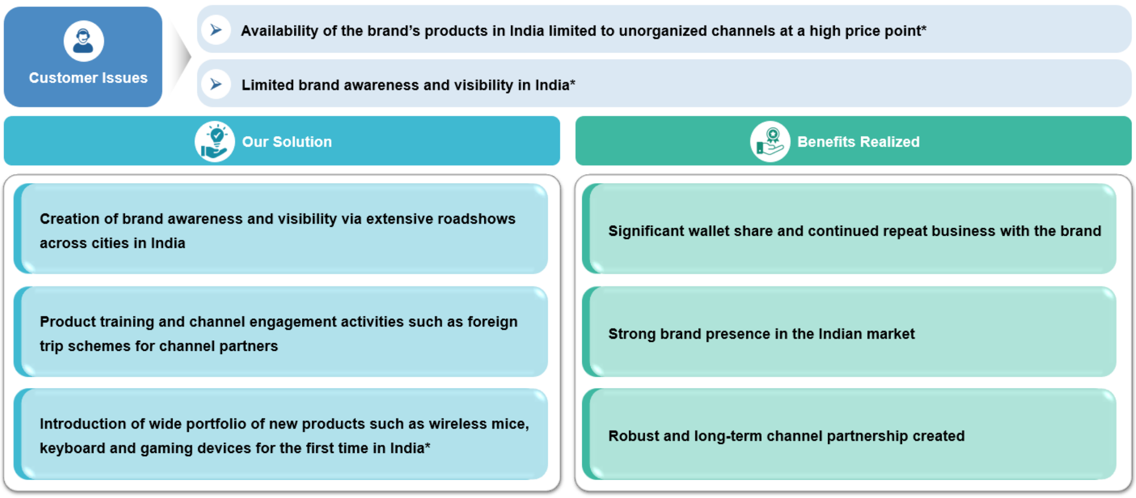
Our integrated marketing efforts deliver consistent messages about the diversity and quality of our products and their brand names within our distribution portfolio. We utilize a variety of means to deliver our marketing messages, including digital marketing, social media interactions and print publications, experiential events, enhanced store fronts and product displays and consumer focused public relations efforts. We engage with our current and prospective customers on a regular basis on our social media handles, and periodically undertake promotional activities to create awareness and increase the strength of our branding. We have also received 401 media mentions in Fiscal 2022 and the six months ended September 30, 2022.

We also have a team of 501 sales and marketing executives, as of September 30, 2022, who are responsible for launching focused and targeted sales campaigns based on customer data collected and data insights generated. Our marketing and communications managers are able to track, monitor and analyse the performance of sales campaigns, customer responses, and provide visibility on marketing interactions with notifications, and manage and make decisions relating to these campaigns through our SAP ERP system. Our marketing managers turn campaign responses into leads, which are assigned to the respective managers based on our assignment rules to increase our lead conversions, increase the effectiveness of our marketing strategies and reduce our customer acquisition costs. Our *Champions* collaborate with customers to manage our relationship with them as our point-of-contact for purchase orders relating to the products we distribute for our global technology brands.

Our *Champions* are assigned leads generated from sales campaigns and create opportunities for revenue generation by engaging in dialogues with existing or prospective Channel Partners. Our *Champions* are granted access to partner information, product information including key attributes and price points, and inventory information relating allowing our *Champions* to make decisions on our ability to deliver on-time and source additional products from global technology brands, as required. In Fiscals 2020, 2021, 2022 and the six months ended September 30, 2022, our advertisement and sales promotion expenses were ₹ 107.04 million, ₹ 84.27 million, ₹ 195.81 million and ₹ 38.17 million and accounted for 0.27%, 0.14%, 0.21% and 0.08% of our revenue from operations, respectively.

Case Study 1 –

<u>Market entry of a global technology brand in India</u>



**Technopak Report.*

Case Study 2 –

<u>Formulation of brand positioning strategy in India for a global technology brand</u>

Customer Issues

- Limited brand visibility in the Indian market*
- Low acceptance due to high prices*

Our Solution	Benefits Realized
Product seeding, special schemes and awareness programs for products	Increase in sale of the relevant brand's products and improving average selling price
Focus on training, marketing and promotion of the brand	Improved brand recall and acceptance of new SKUs
Use brand promotion activities to position products in different markets*	Significant wallet share and continued repeat business with the brand

** Technopak Report.*

Case Study 3 –

<u>Geographical expansion and re-activation of Channel Partners</u>

Customer Issues

- Limited channel business in non-metro cities*
- Business concentration in metro cities among few large partners*
- Creation of alternate distribution channels by select large partners in non-metro markets*

Our Solution	Benefits Realized
Maintain price consistency	Renewed business with 100+ non-metro channel partners
Support to channel partners through means such as credit assistance	Increased visibility of brands that we distribute in non-metro locations
Revise product allocation, focus on channel marketing and brand promotion efforts towards non-metro cities	Improved penetration in non-metro markets, leading to improved branch profitability

** Technopak Report.*

Case Study 4 –

<u>Mentorship program to achieve topline growth</u>

Customer Issues

- 27 branches in non-metro cities experienced business below our national average
- Channel business was subdued in the relevant period due to lack of market demand

Our Solution

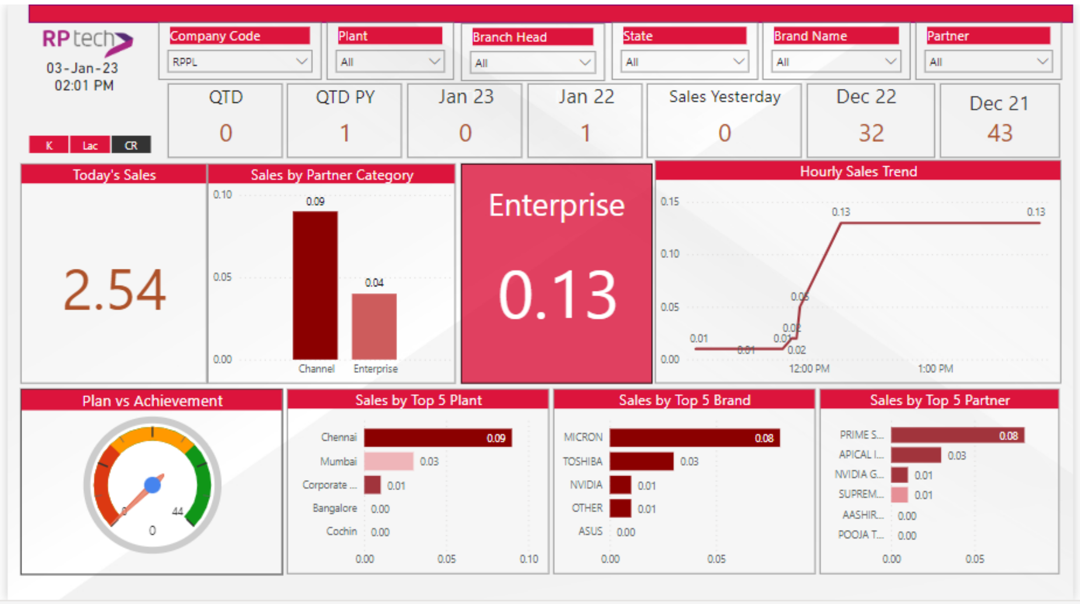
- Assign mentors from central marketing team to each of the 27 branches
- Channel Partner mapping, vendor mapping to focus on new business and B2B business
- Credit assistance to top partners. Schemes to help them liquidate existing stock
- Shortlist high growth brands in each branch, focus on stock allocation, target setting for champions, increase manpower

Benefits Realized

- 26 out of 27 branches earned higher revenue within the span of one year
- Resolved issues of stock allocation, product shortage and inter-state billing through inter-branch logistics
- Framework for coordination and communication between branches and product teams

Information System and Technology Infrastructure

For bringing synergies between our facilities engaged in forward as well as backward integrated supply chain, we have invested in ERP systems, implemented across our operations in India. Our robust IT infrastructure hosted on SAP S/4 HANA with 24x7 monitoring and service support, which also offers us real-time business analytics and insights to streamline and increase the efficiency of business operations. Our IT systems are managed by an in-house IT team.



We have secure access and network connectivity across locations, and a facility and asset management system, all of which facilitates integration intra-group as well as with customer systems.

We explore and adopt efficiency enhancement and automation tools to streamline operational processes. We undertake and foster data analytics and data-based decision making. We have also digitalized and automated our key processes such as our billing processes and order booking processes, which helps in group wide information dashboards and effective management and decision-making. Our branch heads can access assigned sales targets through our ERP system, which targets are in-turn assigned to align with our overall strategy and objectives. We believe that the resulting automation and transparency has strengthened the scalability of our operations and will help us in operational expansion and growth that we may undertake in the future.

We have also implemented business intelligence tools in order to gain visibility on our sales and financial performance, and enable key metrics and performance dashboards to become available at a click of a button. With the objective of growing the scale of business operations and to derive real time data insights for swifter, more effective decision-making, we are implementing SAP CRM. The SAP CRM is intended to help us drive end-to-end integration and provide support for our digital channels and portals for our business managers, branch heads and *Champions*. It also possesses the capability to customize interactive dashboards with an easy-to-use interface and produces key reports to track orders and sales, inventory data, and other efficiency-related metrics regarding inventory. We have dedicated technology support staff that includes network engineers engaged in the implementation of our CRM platform.

E-Waste Management

With growing focus on EPR and pollution caused by e-toxins generated by e-waste, Governments and social bodies are advocating that brands take-up responsibility of products after their end of life and dispose products in a way where pollution and contamination is reduced. (*Source: Technopak Report*)

We have an arrangement with an authorized e-waste recycler in India, pursuant to which we facilitate disposal of e-waste following their end-of-life. Under the terms of the arrangement, the e-waste recycler is responsible for establishment of collection points, collection of e-waste and transporting such waste to dismantling premises. Customers can walk-in at e-waste collection points created at our branches and dispose their end-of-life electronics. These end-of-life units are then sent to the agency for their further handling and disposal.

Competition

We operate in a competitive environment. The ICT distribution industry is characterized by competition based primarily on price, product and service availability, speed and accuracy of delivery, effectiveness of sales and marketing programs, credit terms and availability, ability to tailor specific solutions to customer requirements, quality and breadth of product offerings, availability of technical and product information. Our main competitors include Savex Technologies Private Limited, Ingram Micro India Private Limited, and Redington (India) Limited. (*Source: Technopak Report*)

For further information, see "*Risk Factors – Increasing competition in the information and communications technology products distribution industry may create certain pressures that may adversely affect our business, prospects, results of operations, cash flows and financial condition.*" on page 40.

Awards and Recognition

As a reflection of our commitment to quality products, solutions and services, we have received multiple awards in the past five years including VAR India VAD Award 2022, Digital Terminal Best National Distributor Award 2022, 'HP DTFT Growth FY 2022' award, 'HP Consumer Peripherals FY 2022' award, 'HP BPC - Revenue Growth FY 2022' award, 'HP BPS- Intel Growth FY 2022' award, Schneider Electric Best HBN Distributor Award 2022, Intel Partner of the Year Award 2022, Intel Business Excellence Award 2022, Lenovo Top Commercial Distributor Champion 2022, Economic Times Channel Partner – Best Distributor 2021, LG Most Dynamic National Distributor in 2022, Digital Terminal Best National Distributor Award 2021, Intel Partner of the Year Award 2022, HP Most Trusted and Preferred Distributor Award 2022 and Samsung Top Distributor Partner in B2B Business in 2022. We are also ranked among India's Premier 200 Companies by Dun & Bradstreet.

Intellectual Property

We have nine registered trademarks, out of which, three pertain to our logo, under the Trade Marks Act, 1999, as amended. Our registered trademarks are valid for a period of ten years from the date of application and renewable from time to time, on expiry. Further, we have one trademark application in relation to our logo which is currently pending. Our Subsidiary, ZNet currently has nine registered trademarks, out of which three pertain to its logo, and has one trademark application which is currently pending. For further information, see "*Risk Factors – The reputation and consumer goodwill associated with our brand name is critical to the success of our business. An inability to maintain or enhance the popularity of our brand among brands and customers may adversely impact our business prospects and financial performance.*" on page 41

Insurance

Our operations are subject to various risks inherent to the ICT distribution industry including loss of inventory or fixed assets due to fire, explosions, theft, loss-in-transit for our products, accidents and natural disasters. Our insurance covers, amongst others, marine insurance, property insurance against burglary and fire and credit risk insurance. These insurance policies are generally valid for a term of one year, renewable annually. We believe that the insurance coverage currently maintained by us represents an appropriate level of coverage required to insure our business and operations, and is in accordance with industry standards in India.

Our insurance cover for property, plant and equipment as of March 31, 2020, 2021 and 2022 and as of September 30, 2022, was ₹ 100.24 million, ₹ 91.31 million, ₹ 174.05 million and ₹ 169.17 million, respectively, while our net block of property, plant and equipment and capital work-in-progress was ₹ 523.25 million, ₹ 553.04 million, ₹ 581.07 million and ₹ 545.66 million as of March 31, 2020, 2021, 2022 and as of September 30, 2022, respectively. Consequently, our insurance cover on property, plant and equipment as a percentage of net block of property, plant and equipment and capital work-in-progress was 19.16%, 16.51%, 29.95% and 31.00% as of March 31, 2020, 2021 and 2022 and as of September 30, 2022, respectively. For further information, see "*Risk Factors – Our insurance cover may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage.*" and "*Risk Factors – We enter into certain related party transactions in the ordinary course of our business and we cannot assure you that such transactions will not have an adverse effect on our results of operation and financial condition.*" on pages 65 and 53, respectively.

Human Resources

We consider our employees and personnel one of our most important assets, who are critical to maintaining our competitive position within the ICT distribution industry. As of September 30, 2022, we had 1,322 full-time employees. We also offer health insurance to all employees and their families. The breakdown of our employees as on September 30, 2022 by function is set out in the table below:

Department	Number of Employees
Accounts and Finance	234
Administration	133
Credit Control	3
Customer Support	134
Human Resources	7
Information Technology	44
Legal and Compliance	2
Logistics	234
Marketing and Communication	16
Sales and Marketing	501
Software Development	14
Total	**1,322**

For further *information, see "Risk Factors – Our success depends on employees with technical knowledge and reliable sales teams, who are able to maintain quality and consistency in customer service. Our inability to attract or retain sales personnel or employees with technical knowledge could adversely affect our business, financial condition and results of operations.*" on page 49.

Corporate Social Responsibility

We have constituted a corporate and social responsibility ("**CSR**") committee of our Board of Directors (the "**CSR Committee**") and have adopted and implemented a CSR policy, pursuant to which we carry out our CSR activities. Our recent CSR initiatives include construction of an emergency ward in Bhakti Vedanta Hospital, Thane, Maharashtra and support to students at VVS School, Lonavala, Maharashtra.

In Fiscals 2020, 2021, 2022 and the six months ended September 30, 2022, our contribution to corporate social responsibility aggregated to ₹ 8.07 million, ₹ 11.30 million, ₹ 16.92 million and ₹ 9.37 million respectively, and accounted for 0.02%, 0.02%, 0.02% and 0.02% of our total expenses, respectively.

Properties

Our Corporate and Registered office is located at Ariisto House, 5th Floor, Corner of Telli Galli, Andheri (East), Mumbai – 400 069, Maharashtra. While our Registered and Corporate Office is located on our owned property, certain of our branches, services centres and warehouses are located on leasehold premises. The respective leases for our branches, service centres and warehouses have a term ranging between one year and nine years. For further information, see "*Risk Factors – Some of our branches, service centres and warehouses are located on premises held by us on a leasehold basis. We cannot assure you that the lease deeds governing these premises will be renewed upon termination or that we will be able to obtain other premises on same or similar commercial terms.*" on page 57.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain key regulations and policies in India which are applicable to our operations. The information detailed in this section has been obtained from publications available in the public domain. The description of the regulations disclosed below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The information in this section is based on the current provisions of applicable laws in India that are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Under the provisions of various central government and state government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see "Government and Other Approvals" beginning on page 424.

Laws in relation to our Business

Consumer Protection Act, 2019 (the "Consumer Protection Act") and rules made thereunder

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was enacted for better protection of interests of consumers and establish authorities for timely and effective administration and settlement of consumers disputes. It seeks, *inter alia*, to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It further enumerates the situations where a claim for compensation would be available for harm including, (i) damage to any property other than the product itself; (ii) personal injury, illness or death; (iii) mental agony or emotional distress, etc. caused by a defective product manufactured by a product manufacturer or serviced by a product service provider or sold by a product seller. It provides for the establishment of consumer disputes redressal commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of deficiency of services, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakh rupees.

The Department of Consumer Affairs, Ministry of Consumer Affairs, Food and Public Distribution, Government of India ("**MoCA**") has also notified the Consumer Protection (E-Commerce) Rules, 2020 under the Consumer Protection Act ("**E-Commerce Rules**") which provide a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, and sellers of products and services on such platforms. Further, on June 21, 2021, the MoCA has also released a discussion paper in relation to the draft amendments to the E-Commerce Rules for public consultation.

The Information Technology Act, 2000 (the "IT Act") and the rules made thereunder

The IT Act seeks to: (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and damaging computer systems, and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("IT Security Rules")

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India, ("**MeitY"**) in April 2011, notified the IT Security Rules, 2011 which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

Environmental Laws

E-Waste (Management) Rules, 2016 ("E-Waste Rules")

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

Environment (Protection) Act, 1986 ("EPA") and the Environment Protection Rules, 1986 ("EP Rules")

The EPA provides for the protection and improvement of the environment. The EPA empowers the Central Government to take all such measures as it deems necessary or expedient for the purpose of protecting and improving the quality of the environment and preventing, controlling and abating environmental pollution. The EPA prohibits any person carrying on any industry, operation or process from discharging, emitting or permitting to be discharged or emitted any environmental pollutant in excess of prescribed standards. Further, it requires persons handling hazardous substances to do so in accordance with such procedure, and in compliance with such safeguards, as may be prescribed.

The EP Rules prescribe the standards for emission or discharge of environmental pollutants from industries, operations or processes, for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution.

Laws relating to taxation

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

- Income tax Act 1961, the Income tax Rules, 1962, as amended by the Finance Act in respective years;
- Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and

various state-specific legislations made thereunder;
- The Integrated Goods and Service Tax Act, 2017;
- Customs Act, 1962;
- State-specific legislations in relation to professional tax; and
- Indian Stamp Act, 1899 and various state-specific legislations made thereunder

Foreign Investment Regulations

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("**FEMA Rules**") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("**FDI Policy**"), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. The FDI Policy and the FEMA Rules prescribe *inter alia* the method of calculation of total foreign investment (*i.e.*, direct foreign investment and indirect foreign investment) in an Indian company.

Foreign Trade (Development and Regulation) Act, 1992 ("FTDRA"), the Foreign Trade (Regulation) Rules, 1993 ("FTRR") and the Foreign Trade Policy 2015-2020 ("Foreign Trade Policy")

The FTDRA provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTDRA empowers the Central Government to formulate and amend the foreign trade policy. The FTDRA prohibits any person from making an import or export except under an Importer-exporter Code Number ("**IEC**") granted by the director general or any other authorised person in accordance with the specified procedure. The IEC may be suspended or cancelled if the person who has been granted such IEC contravenes, amongst others, any of the provisions of the FTDRA, or any rules or orders made thereunder, or the foreign policy or any other law pertaining to central excise or customs or foreign exchange. The FTDRA also prescribes the imposition of penalties on any person violating its provisions.

The FTRR prescribes the procedure to make an application for grant of a license to import or export goods in accordance with the foreign trade policy, the conditions of such license, and the grounds for refusal of a license.

The FTDRA empowers the Central Government to, from time to time, formulate and announce the foreign trade policy. The Foreign Trade Policy came into effect in 2017 and requires all importers and exporters to obtain an IEC. Further, pursuant to the policy, the Director General of Foreign Trade may impose prohibitions or restrictions on the import or export of certain goods, for reasons including the protection of public morals, protection of human, animal or plant life or health, and the conservation of national resources. The Foreign Trade Policy also prescribes restrictions on imports or exports in relation to specific countries, organisations, groups, individuals or products. The Foreign Trade Policy also provides for various schemes, including the export promotions capital goods scheme and duty exemption/remission schemes. India's current Foreign Trade Policy (2015-20) (as extended until September 30, 2022 and thereafter, extended till March 31, 2023) envisages helping exporters leverage benefits of GST, closely monitoring export performances, increasing ease of trading across borders, increasing realization from India's agriculture-based exports and promoting exports from MSMEs and labour-intensive sectors.

Intellectual Property Laws

Trade Marks Act, 1999 ("Trade Marks Act")

The Trade Marks Act provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement. The Trade Marks Act also governs the statutory protection of trademarks and also prohibits any registration of deceptively similar trademarks or chemical compounds, among others. Indian law permits the registration of trademarks for both goods and services It also provides for infringement, falsifying and falsely applying for trademarks. Under the provisions of the Trade Marks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trademark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration are required to be restored. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010 simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. The Trade Marks (Amendment) Act, 2010 also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice. The Trade Marks (Amendment) Rules, 2013 were enacted to give effect to the Trade Marks (Amendment) Act, 2010.

Other laws

The Legal Metrology Act, 2009 ("Legal Metrology Act")

The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The key features of the Legal Metrology Act are (a) appointment of Government approved test centres for verification of weights and measures; (b) allowing the companies to nominate a person who will be held responsible for breach of provisions of the Legal Metrology Act. Any non-compliance or violation of the provisions of the Legal Metrology Act may result in, among others, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

Bureau of Indian Standards Act, 2016 ("BIS Act")

The BIS Act provides for the establishment of the Bureau of Indian Standards ("BIS") for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services. The BIS Act for the functions of the BIS which includes, among others, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) undertake testing of samples for purposes other than for conformity assessment and (d) undertake activities related to legal metrology. The BIS Act empowers the Central Government in consultation with the BIS to order compulsory use of standard mark for any goods or process if it finds it expedient to do so in public interest. The BIS Act also provides the penalties in case there is a contravention of the provisions of the BIS Act.

Competition Act, 2002 (the "Competition Act")

The Competition Act is an act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The Competition Act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India ("**Commission**") is to eliminate practices having adverse effect on competition, promote and sustain competition, to protect the interests of consumers and ensure freedom of trade. On March 4, 2011, the Government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission. Additionally, on May 11, 2011, the Commission issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Commission can issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16(1) of the Competition Act), he shall be punishable with a fine which may extend to ₹100,000 for each day during which such failure occurs subject to a maximum of ₹100,000,000, as the Commission may determine.

Shops and Establishments Legislations

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

Further, certain labour regulations that may be applicable to our Company in India including Employees' Provident Funds and Miscellaneous Provisions Act, 1952; Employees' State Insurance Act, 1948; Employee's Compensation Act, 1923; Equal Remuneration Act, 1976; Maternity Benefit Act, 1961; Labour Contract Labour (Regulation and Abolition) Act, 1970; Industrial Employment (Standing Orders) Act, 1946; Minimum Wages Act, 1948; Payment of Bonus Act, 1965; Payment of Gratuity Act, 1972; and Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 among others. The Occupational Safety, Health and Working Conditions Code, 2020, the Code on Social Security, 2020, and the Code on Wages, 2019 have received the President's assent, and will come into force at a date notified by the Central Government.

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, Indian Contract Act, 1872, the Specific Relief Act, 1963, the Sale of Goods Act, 1930, and other applicable statutes promulgated by the relevant Central and State Governments.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as "Rashi Peripherals Private Limited" as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated March 15, 1989, issued by the Registrar of Companies, Mumbai at Maharashtra. Our Company became a deemed public limited company under Section 43A of the Companies Act, 1956 and the word 'private' was deleted with effect from July 1, 1997, pursuant to that our Company once again became a private limited company with effect from October 29, 2001. Subsequently, our Company changed its name and was converted into a public limited company pursuant to a special resolution passed in the annual general meeting of our Shareholders held on July 29, 2022, and consequently, a fresh certificate of incorporation dated August 4, 2022 was issued by the RoC to our Company under its present name, Rashi Peripherals Limited.

Changes in the registered office

Our Company was originally incorporated with its registered office at 41, Suhana, Azad Road, Andheri (E) Mumbai, 400069. Details of subsequent changes in the registered office of our Company are set forth below:

Effective Date	Details of change	Reasons for change
September 14, 1990	Registered office of our Company was changed from 41, Suhana, Azad Road, Andheri (E) Mumbai, 400069 to 404, Vardhaman Chambers, Cawasji Patel Street, Fort, Mumbai, 400023.	In the ordinary course of business for the convenience of the stakeholders
March 31, 2000	Registered office of our Company was changed from 404, Vardhaman Chambers, Cawasji Patel Street, Fort, Mumbai, 400023 to 105, Unique House, Chakala Road, Andheri (E) Mumbai, 400099.	In the ordinary course of business for the convenience of the stakeholders
March 6, 2006	Registered office of our Company was changed from 105, Unique House, Chakala Road, Andheri (E), Mumbai 400099 to 102, Dhantak Plaza, Makwana Road, Marol, Andheri (E), Mumbai, 400059.	In the ordinary course of business for the convenience of the stakeholders
April 16, 2012	Registered office of our Company was changed from 102, Dhantak Plaza, Makwana Road, Marol, Andheri (E), Mumbai, 400059 to Ariisto House, 5th Floor, Corner of Telli Galli, Andheri (E), Mumbai 400 069, Maharashtra, India.	In the ordinary course of business for the convenience of the stakeholders

The Registered and Corporate Office of our Company is currently situated at Ariisto House, 5th Floor, Corner of Telli Galli, Andheri (E), Mumbai- 400069, Maharashtra, India.

Main objects of our Company

The main objects of our Company as contained in our Memorandum of Association are as mentioned below:

"*1. To carry on business of Manufacturers, assemblers, importers, exporters, buyers, sellers, factors, builders, designers, hirers, brokers, agents, packers, distributors and/or dealers in and/or render services and repairs of all kind of Peripherals, Computers, Computing systems, Hardware software's, Material instrumentations, Printers, Monitors, Keyboards, Key mouse, Drives, Modems, Mouse, Joysticks, Scanners, Plotters, Digitizers, Light pen, Plotter pen, Ribbons, Diskettes, Data Cartridges, Magnetic Taps, Integrated circuits, Printed Circuits Boards, Crystals, Diodes, Transistors, Registors, Capacitors, Heads, Sensors, speakers, Transducers, Bzzers, Relays, Displays, Electronic tubes, Motors, cooling fans, Transformers, coils, Batteries, Power Supplies, Connectors, Wires, Cables Sockets, Switches, electrical products equipment's devices, all kinds of electrical and electronics components, accessories and all kind of materials, machineries stores required in connection therewith.*"

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to the Memorandum of Association of our Company

Set out below are the amendments to the Memorandum of Association of our Company in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution	Nature of amendment
February 18, 2019	Clause III of MOA was amended by insertion of the following clause 1A immediately after clause 1: "*1A. To carry on the business of management consultants and advisors and to provide management services in all forms and aspects of trade and industry, including, without limitation, problem solving, team building, strategic and operational planning, corporate communications, information technology and knowledge management, corporate management, productivity, profitability, human resource development, change processes, recruitment of managerial personnel, manpower planning, cost of control, marketing, advertisement, and any other related activity, to companies, bodies corporate, governments, central or state, municipal or local authority, society, undertaking, institution or any association of persons or any individual, whether in India or abroad*."
February 22, 2022	Clause V of the MOA was amended to reflect the decrease in face value of equity shares of our Company. The authorised share capital of our Company was amended from ₹ 10,000,000 divided into equity shares of 1,000,000 equity shares of ₹ 10 each to ₹ 10,000,000 divided into equity shares of 2,000,000 equity shares of ₹ 5 each.
March 15, 2022	Clause V of the MOA was amended to reflect the increase in the authorised capital of our Company from ₹ 10,000,000 divided into 2,000,000 equity shares of ₹ 5 each to ₹ 250,000,000 divided into 50,000,000 equity shares of ₹ 5 each.
June 28, 2022	Clause III of the MOA was amended by deletion of the following clause 1A immediately after clause 1: *1A. To carry on the business of management consultants and advisors and to provide management services in all forms and aspects of trade and industry, including, without limitation, problem solving, team building, strategic and operational planning, corporate communications, information technology and knowledge management, corporate management, productivity, profitability, human resource development, change processes, recruitment of managerial personnel, manpower planning, cost of control, marketing, advertisement, and any other related activity, to companies, bodies corporate, governments, central or state, municipal or local authority, society, undertaking, institution or any association of persons or any individual, whether in India or abroad.*
July 29, 2022	Clause I of the MOA was amended to reflect the change in name of our Company from 'Rashi Peripherals Private Limited' to 'Rashi Peripherals Limited' pursuant to the conversion of our Company from a private limited company to a public limited company. Clause V of the MOA was amended to reflect the increase in the authorised capital of our Company from ₹ 250,000,000 divided into 50,000,000 equity shares of ₹ 5 each to ₹ 300,000,000 divided into 60,000,000 equity shares of ₹ 5 each.

Major events and milestones

The table below sets forth some of the major events in the history of our Company, on a standalone basis.

Financial Year	Details
2000	Our Company established 9 branches.
2002	Our Company sold more than 1,000,000 units.
2004	Our Company established 30 branches.
2007	Our Company employed more than 500 resources in its workforce across India.
2009	Our Company generated an average revenue of ₹ 0.99 million per customer.
2011	Our Company generated a revenue of more than ₹ 10,000 million in a financial year.
2011	Our Company sold more than 10 million units.
2016	Our Company generated a revenue of more than ₹ 30,000 million in a financial year.
2017	Our Company generated an average revenue of ₹ 5.15 million per customer.
2020	Our Company employed more than 1000 resources in its workforce across India.
2022	Our Company generated a revenue of more than USD 1 billion in a financial year.
2022	Our Company sold more than 25 million units.

Financial Year	Details
2022	Our Company generated an average revenue of ₹ 9.74 million per customer.

Launch of key products or services, entry in new geographies or exit from existing market

For details of key products or services launched by our Company, entry in new geographies or exit from existing markets, see "*Our Business*" on page 215.

Key awards, accreditations, and recognition

The table below sets forth some of the key awards, accreditations and recognitions received by our Company.

Calendar Year	Key Awards and Accreditations
2022	Partner of the Year for Asia Pacific & Japan award by Intel
2021	Best Distributor award by Economic Times Channel Partners
2021	Best ICT Distributor award by Digital Terminal
2021	Best VAD award by VAR India
2020	Value Added Distributor award by VAR India
2020	Excellence award under Enterprise Applications Category by CRN India and Express Computer, Indian Express Group
2019	Highest Achievement in Business Growth YoY for Devices award by Western Digital
2019	Best Value Added Distributor award by VAR
2018	Authorised Distributor award by Intel Corporation
2018	National award in Marketing Excellence by Times Network
2018	Leadership award by Asus

Significant financial and/or strategic partnerships

Our Company does not have any significant financial or strategic partners as of the date of this Draft Red Herring Prospectus.

Time and cost overrun

Except in the ordinary course of business our Company has not experienced any time or cost overruns in respect of our business operations.

Defaults or rescheduling or restructuring of borrowings with financial institutions or banks

No payment defaults or rescheduling or restructuring have occurred in relation to any borrowings availed by our Company from any financial institutions or banks, nor have any such borrowings or loans been converted into Equity Shares as on date of this Draft Red Herring Prospectus.

Accumulated profits or losses

There are no accumulated profits or losses of any Subsidiaries that are not accounted for by our Company in the Restated Consolidated Financial Information.

Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years

Except as disclosed in '*Financial Information – Restated Consolidated Financial Information – Notes to Restated Consolidated Financial Information – Note 46'* on page 366, our Company has not made any material acquisitions or divestments of business or undertakings, mergers, amalgamations or any revaluation of assets in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus.

Shareholders' agreement and other agreements

As on the date of this Draft Red Herring Prospectus there are no agreements entered into by and between our Company and Shareholders of our Company or any inter-se Shareholders with regard to rights and obligations in connection with the securities of our Company.

Agreements with Key Managerial Personnel, Director, Promoter or any other employee in relation to compensation or profit sharing

As on the date of this Draft Red Herring Prospectus there are no agreements entered into by a Key Managerial Personnel or Director or Promoter or any other employee of our Company, 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 our Company.

Key terms of other subsisting material agreements

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of the business of our Company or which are otherwise material and need to be disclosed in this Draft Red Herring Prospectus in context of the Offer. Additionally, our Company is not aware of any other inter-se agreements or arrangements, deeds of assignment, acquisition agreements or other agreements of similar nature, and no clauses or covenants which are material and which need to be disclosed or which are, in each case, adverse/ prejudicial to the interest of minority/ public shareholders.

Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has two Subsidiaries, both of them are direct Subsidiaries.

Direct Subsidiaries

1. ZNet Technologies Private Limited

Corporate information

ZNet Technologies Private Limited ("**ZTPL**") was incorporated as a private limited company under the Companies Act, 1956 on December 14, 2009, with the Registrar of Companies, Rajasthan at Jaipur and received its certificate for commencement of business on December, 14, 2009. Its corporate identity number is U72200RJ2009PTC030491. Its registered office is situated at D-10/52, Opposite Chitrakoot Stadium, Chitrakoot, Vaishali Nagar, Jaipur – 302021, Rajasthan.

ZTPL is engaged in the business of cloud services offering cloud infrastructure and managed services as authorized under the objects clause of its memorandum of association.

Capital structure and shareholding pattern

The authorised share capital of ZTPL is ₹ 5,000,000 divided into 500,000 equity shares of ₹ 10 each. The issued, subscribed and paid-up capital is ₹ 3,607,440 divided into 360,744 equity shares of ₹ 10 each.

The shareholding pattern of ZTPL is as follows:

S. No.	Name of shareholder	Number of equity shares of ₹ 10 each	Percentage of equity share capital
1.	Rashi Peripherals Limited	183,980	51.00
2.	Sabarinathan Sampath	35,352	9.80
3.	Munesh Singh Jadaon	141,412	39.20
Total		**360,744**	**100.00**

2. Rashi Peripherals Pte. Ltd

Corporate information

Rashi Peripherals Pte. Ltd. ("**RPPL**") was incorporated in Singapore as a private company limited by shares under the Companies Act, Cap 50 on September 30, 2009, with the Accounting and Corporate Regulatory Authority and received its certificate for commencement of business on September 30, 2009. Its registration number is

200918164N. Its registered office is situated at 102E, Pasir Panjang Road, #02-01, Citilink warehouse complex, Singapore - 118529.

Rashi Peripherals Pte. Ltd. is engaged in the business of computer hardware and peripheral equipment as authorized under the objects clause of its memorandum of association.

Capital structure and shareholding pattern

The issued, subscribed and paid up capital of Rashi Peripherals Pte. Ltd. is SGD 171,000 divided into 171,000 equity shares.

S. No.	Name of shareholder	Number of equity shares	Percentage of total shareholding (approximate)*
1.	Krishna Kumar Choudhary	20,750	12.13
2.	Sureshkumar Pansari	20,750	12.13
3.	Rashi Peripherals Limited	129,500	75.74
Total		1,71,000	**100.00**

Indirect Subsidiary

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

Common pursuits between our Subsidiaries and our Company

As on the date of this Draft Red Herring Prospectus, except for Rashi Peripherals Pte. Ltd., which is authorized to engage in business similar to that of our Company, there are no common pursuits between our Subsidiaries and our Company. For further details, please see "*Risk Factors – Our Promoters, Directors, Key Managerial Personnel and other key executives of our Company and Subsidiaries may enter into ventures that may lead to real or potential conflicts of interest with our business. Further, conflicts of interest may arise out of common business objects between our Company, Subsidiaries, and Group Companies.*" on page 65.

Business interest of our Subsidiaries in our Company

As on the date of this Draft Red Herring Prospectus, our Subsidiaries do not have or propose to have any business interest in our Company.

Holding company

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

Joint venture

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint venture or an associate.

OUR MANAGEMENT

In terms of the Companies Act and our Articles of Association, our Company is required to have a minimum of three and a maximum of fifteen Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises eight Directors. For details on the strength of our Board, as permitted and required under the Articles of Association, see "*Main Provisions of Articles of Association*" on page 471.

Our Board

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

Name, Designation, Date of Birth, Address, Occupation, Nationality, Period of Directorship, Term and DIN	Age (years)	Other directorships
Name: Krishna Kumar Choudhary *Designation:* Chairman and Whole-time Director *Date of Birth*: February 7, 1955 *Address:* 402, Shubh Angan, 5th N S Road JVPD Scheme, Vile Parle (West) Mumbai, 400056, Maharashtra, India. *Occupation*: Service *Nationality:* Indian *Term*: Five years *Period of Directorship*: From October 1, 2020 *DIN:* 00215919	67	***Indian Companies*** • R.C Realtors Private Limited • ZNet Technologies Private Limited • Technology Distribution Association of India • Rotary Royales Foundation ***Foreign companies*** • Rashi Peripherals Pte Ltd.
Name: Sureshkumar Pansari *Designation:* Vice-Chairman and Whole-time Director *Date of Birth*: June 11, 1954 *Address:* 801, Shubh Angan, 5th N S Road JVPD Scheme, Vile Parle (West) Mumbai, 400056, Maharashtra, India *Occupation*: Service *Nationality:* Indian *Term*: Five years *Period of Directorship*: From October 1, 2020 *DIN:* 00215712	68	***Indian Companies*** • ZNet Technologies Private Limited • Elmack Engg Services Private Limited • PV Lumens India Private Limited ***Foreign companies*** • Rashi Peripherals Pte Ltd.
Name: Kapal Suresh Pansari *Designation:* Managing Director *Date of Birth*: December 21, 1983 *Address:* 801, Shubh Angan, 5th N S Road, JVPD Scheme, Vile Parle (West), Mumbai – 400056, Maharashtra, India. *Occupation*: Service	39	***Indian Companies*** • ZNet Technologies Private Limited • Ceekay Health Care Private Limited • Blynk Marketing Private Limited- ***Foreign companies*** NIL

Name, Designation, Date of Birth, Address, Occupation, Nationality, Period of Directorship, Term and DIN	Age (years)	Other directorships
Nationality: Indian *Term*: Five years *Period of Directorship:* From September 23, 2022 *DIN:* 00215510		
Name: Keshav Krishna Kumar Choudhary *Designation:* Whole-time Director *Date of Birth*: August 29, 1994 *Address:* 401, Shubh Angan Plot 27, HCHL JVPD Road No. 5, Vile Parle West Mumbai, 400056, Maharashtra, India *Occupation*: Service *Nationality:* Indian *Term*: Five years *Period of Directorship*: From May 2, 2022 *DIN:* 08761927	28	***Indian Companies*** NIL ***Foreign companies*** NIL
Name: Yazdi Piroj Dandiwala *Designation:* Independent Director *Date of Birth*: November 10, 1950 *Address:* C-11, Meherzin, Wodehouse Road, Colaba, Mumbai 400005, Maharashtra, India. *Occupation*: Advocate and Solicitor *Nationality:* Indian *Term*: Five years *Period of Directorship*: From July 29, 2022 *DIN: 01055000*	72	***Indian Companies*** • Century Textiles and Industries Limited • Pilani Investment and Industries Corporation Limited • Hindalco Industries Limited • Hindalco-Almex Aerospace Limited • Duville Estates Private Limited • Access Trusteeship Company Private Limited • Bombay Incorporated Law Society ***Foreign companies*** • Novelis Corporation, USA • Aleris International Inc., USA
Name: Anandkumar Radhakrishna Ladsariya *Designation:* Independent Director *Date of Birth*: October 15, 1957 *Address:* Flat No 2202 Tower A, Beaumonde, Appasaheb Marathe Marg, Near Maratha Udyog Bhavan, Prabhadevi, Mumbai -400025 *Occupation*: Service *Nationality:* Indian *Term*: Five years	65	***Indian Companies*** • Everest Flavours Limited • Sun Aromatics Private Limited • Indigo Flavours Private Limited • Everest Menthol Private Limited • Pioneer Flavours Private Limited • Velhari Trading Company Private Limited • Makrand Trading Company Private Limited • Dhanvridhi Holdings Private Limited • Sukhramdas Securities Private Limited • Dhanvridhi Securities Private Limited • Dhangiri Securities Private Limited

Name, Designation, Date of Birth, Address, Occupation, Nationality, Period of Directorship, Term and DIN	Age (years)	Other directorships
Period of Directorship: From January 18, 2023 *DIN:* 00064524		• Himgiri Securities Private Limited • Fairfaith Holdings Private Limited • Madhusudangarh Estates and Investments Private Limited • Everest Information & Technologies Private Limited ***Foreign companies*** NIL
Name: Drushti Rahul Desai *Designation:* Independent Director *Date of Birth*: March 06, 1973 *Address:* 10N, Chheda Sadan, 115 Backbay Reclamation, Kumari Jethi T. Sipahimalani Road, Behind Eros Cinema, Churchgate, Mumbai- 400020, Maharashtra, India. *Occupation*: Practising chartered accountant *Nationality:* Indian *Term*: Five years *Period of Directorship*: From July 29, 2022 *DIN:* 00294249	49	***Indian Companies*** • Kewal Kiran Clothing Limited • Narmada Gelatines Limited • Chemfab Alkalis Limited • Kruti Finance and Holdings Private Limited • Aegon Life Insurance Company Limited ***Foreign companies*** NIL
Name: Mamidanna Prasad *Designation:* Independent Director *Date of Birth*: March 28, 1959 *Address:* No. 88/8 Srivilla, 2nd Cross Borewell Road, Bangalore, North Bengaluru- 560066, Karnataka, India *Occupation*: Professional *Nationality:* Indian *Term*: Five years *Period of Directorship*: From July 29, 2022 *DIN:* 01726990	63	***Indian Companies*** NIL ***Foreign companies*** • Spectra Innovations Inc., USA

Brief profiles of our Directors

Krishna Kumar Choudhary is a Promoter, Chairman and Whole-time Director of our Company. He obtained his bachelor's degree of commerce from Kashi Hindu University, in 1975. He has 25 years experience in the IT distribution industry. He is also a member of Institute of Chartered Accountants of India He has been associated with our Company since 1997.

Sureshkumar Pansari is a Promoter, Vice-Chairman and Whole-time Director of our Company. He obtained his bachelor's degree in commerce from the Rajasthan University in 1975. He is also an associate member of the Institute of Chartered Accountants of India. He has 33 years experience in the technology channel sector. He has been associated with our Company since 1989.

Kapal Suresh Pansari is a Promoter and Managing Director of our Company. He obtained his bachelor's degree in commerce from the University of Mumbai in 2004. He has 15 years experience in the technology channel sector. He has been associated with our Company since 2007.

Keshav Krishna Kumar Choudhary is a Promoter and Whole-time Director of our Company. He obtained his bachelor's degree in science with a major in electrical engineering from the University of California in 2018. He has 10 years of experience in the technology sector. He has been associated with our Company since 2012.

Yazdi Piroj Dandiwala is an Independent Director of our Company. He obtained his bachelor's degree in science from University of Bombay in 1967 and has also obtained his bachelor's degree in laws from the University of Bombay in 1973. He has 49 years experience in the legal sector. Prior to his association with our Company, he has served on the board of directors of The Ravalgon Sugar Farm Limited, Aureos India Trustees Private Limited, Carina Finvest Limited and Petnopolis India Private Limited. He is currently on the board of directors of Century Textiles and Industries Limited, Pilani Investment and Industries Corporation Limited, Hindalco Industries Limited, Hindalco-Almex Aerospace Limited, Duville Estates Private Limited, Bombay Incorporated Law Society and Access Trusteeship Company Private Limited. He has been associated with our Company since 2022.

Anandkumar Radhakrishna Ladsariya is an Independent Director of our Company. He obtained his bachelor's degree of commerce in the field of Accounting and Auditing from R. A. Podar College of Commerce and Economics in 1978, a post graduate diploma in Management from The Indian Institute of Management, Ahmedabad in 1979 and has completed the broker's programme on Stock Exchange Studies from the Training and Research Institute of the Stock Exchange, Bombay in 1994. He has experience in management. Before his association with our Company, he has been on the board of directors of Sun Aromatics Private Limited, Indigo Flavours Private Limited, Velhari Trading Company Private Limited and Pioneer Flavours Private Limited. He is also currently the managing director of Everest Flavours Limited. He has been associated with our Company since January 18, 2023.

Drushti Rahul Desai is an Independent Director of our Company. She obtained her bachelor's degree in commerce from the University of Bombay in 1994. She is also a member of the Institute of Chartered Accountants of India and a registered valuer in respect of securities or financial assets with the Insolvency and Bankruptcy Board of India. She has experience in the field of valuations and 25 years of experience as a member of the board of directors of several companies including Globallogic India Private Limited, Globallogic Technologies Private Limited, MT Educare Limited, and MPIL Corporation Limited. Additionally, she is currently on the board of directors of Kewal Kiran Clothing Limited, Narmada Gelatines Limited, Chemfab Alkalis Limited, Aegon Life Insurance Company Limited and Kruti Finance and Holdings Private Limited. She has been associated with our Company since 2022.

Mamidanna Prasad is an Independent Director of our Company. He obtained his bachelor's degree in commerce from the Osmania University in 1979 and obtained his master's degree in business administration from the Howard University in 1982. He has also completed an executive program in International Management from Stanford University and National University of Singapore in 2003. He has 19 years of experience as a member of the board of directors of several companies including Spectra Innovations India Private Limited, V5 Global Services Private Limited, Divyasa Healthcare Private Limited, and Onspec Technology Solutions Private Limited. Currently, he is also on the board of directors of Spectra Innovations Inc., USA. He has been associated with our Company since 2022.

Relationship between our Board of Directors and Key Managerial Personnel

Except Krishna Kumar Choudhary and Keshav Krishna Kumar Choudhary, who are related to each other as father and son, and Sureshkumar Pansari and Kapal Suresh Pansari who are related to each other as father and son none of our Directors are related to each other or to the Key Managerial Personnel of our Company:

Arrangements or understandings with major shareholders, customers, suppliers or others

None of our Directors have been presently appointed or selected as a director pursuant to any arrangement or understanding with our major shareholders, customers, suppliers, or others.

Service contracts with Directors

Except the statutory benefits upon termination of their employment in our Company or superannuation, none of Directors, are entitled to any other benefit upon retirement or termination of employment or superannuation. There are no service contracts entered into with any Directors, which provide for benefits upon retirement or termination of employment.

Borrowing Powers of our Board of Directors

Pursuant to our Articles of Association, Board resolution dated July 29, 2022, and Shareholders resolution dated July 29, 2022, subject to applicable laws, our Board is authorised to borrow any sum or sums of monies, which together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 20,000 million or limits prescribed under section 180 (1) (c) as amended from time to time, whichever is higher.

Terms of appointment of Directors

1. ***Appointment details of our Managing Director***

Kapal Suresh Pansari is the Managing Director of our Company. He was first appointed as a Director of our Company pursuant to a board resolution dated June 1, 2007 and a shareholders resolution dated September 7, 2007. He was re-appointed as the Whole-time Director of our Company, pursuant to the Board resolution dated June 25, 2020, and was further appointed as the Managing Director of our Company, pursuant to the Board resolution dated September 23, 2022 and shareholders resolution dated September 23, 2022. He was appointed for a term of five years with effect from September 23, 2022 and was paid remuneration of ₹ 34.08 million for the financial year ended on March 31, 2022.

Details of the remuneration that Kapal Suresh Pansari is entitled to from the Fiscal Year 2023 to the Fiscal Year 2025, and the other terms of his employment are enumerated below:

Component	Remuneration Details
Basic Salary	₹2.23 million per month

2. ***Appointment details of our Whole-time Directors***

Krishna Kumar Choudhary is the Chairman and a Whole-time Director of our Company. He was first appointed as a Director pursuant to a board resolution dated February 28, 1997 and a shareholders resolution dated September 30, 1997. He was re-appointed as a Whole-time Director of our Company, pursuant to the Board resolution dated September 30, 2020, he was appointed for a term of five years with effect from October 1, 2020. He was further appointed as the Chairman of our Company, pursuant to the Board resolution dated September 23, 2022. Krishna Kumar Choudhary was paid remuneration of ₹ 10.77 million for the financial year ended March 31, 2022.

Details of the remuneration that Krishna Kumar Choudhary is entitled to for the Fiscal Years 2023 to Fiscal Year 2025, and the other terms of his employment are enumerated below:

Component	Remuneration Details
Basic Salary	₹ 0.52 million per month
Special Allowance	₹ 0.67 million per month
Contribution to provident fund	12% of basic salary
Perquisites and Allowances	• Reimbursement of electric charges of the residential flat • Reimbursement of society maintenance charges of the residential flat. • Entitled to use of Company's car with driver for official duties and telephone at

	residence and mobile phone (including payment for local calls and long distance official calls) • Reimbursement of expenses incurred by him for and on behalf of our Company (including traveling, entertainment etc) • Group medical insurance facility
Increment:	Shall be decided by the Board

Sureshkumar Pansari is the Vice – Chairman and a Whole-time Director of our Company. He was first appointed as a Director pursuant to a board resolution dated December 15, 1989 and a shareholders resolution dated September 12, 1990. He was re-appointed as a Whole-time Director of our Company, pursuant to the Board resolution dated September 30, 2020, he was appointed for a term of five years with effect from October 1, 2020. He was further appointed as the Vice-Chairman of our Company, pursuant to the Board resolution dated September 23, 2022. Sureshkumar Pansari was paid remuneration of ₹ 52.50 million for the financial year ended on March 31, 2022.

Details of the remuneration that Sureshkumar Pansari is entitled to for the Fiscal Years 2023 to Fiscal Year 2025, and the other terms of his employment are enumerated below:

Component	Remuneration Details
Basic Salary	₹ 0.52 million per month
Special Allowance	₹ 5.98 million per month
Contribution to provident fund	12% of basic salary
Perquisites and Allowances	• Reimbursement of electric charges of the residential flat • Reimbursement of society maintenance charges of the residential flat or and on behalf of our Company • Entitled to use of Company's car with driver for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls) • Reimbursement of expenses incurred by him for and on behalf of our Company (including traveling, entertainment etc) • Group medical insurance facility
Increment:	Shall be decided by the Board

Keshav Krishna Kumar Choudhary is a Whole-time Director of our Company. He was appointed pursuant to the Board resolution dated April 30, 2022, and special resolution dated July 29, 2022. He was appointed for a term of five years with effect from May 2, 2022, he was paid a remuneration of ₹ 3.16 million for the financial year ended on March 31, 2022.*

**In his capacity as a product manager in our Company.*

Details of the remuneration that Keshav Krishna Kumar Choudhary is entitled to for the Fiscal Years 2023 to Fiscal Year 2027, and the other terms of his employment are enumerated below:

Component	Remuneration Details
Basic Salary	₹ 0.52 million per month
Contribution to provident fund	12% of basic salary
Perquisites and Allowances	• Furnished rented flat for residence of himself and his family members. • Entitled to use of Company's car with driver for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls) • Reimbursement of electric charges of the residential flat • Reimbursement of society maintenance charges of the residential flat. • Group medical insurance facility
Increment:	• Shall be decided by the Board

Employment Agreement between our Company and Directors (together, the "Employment Agreement")

As on date of this DRHP, there are no employment agreements between our Company and our Directors.

3. *Remuneration paid to our Directors*

Details of the remuneration paid to our Directors in the Financial Year 2022 are set forth below:

S. No.	Name of the Director	Remuneration (in ₹ million)#
1.	Krishna Kumar Choudhary	10.77
2.	Sureshkumar Pansari	52.50
3.	Kapal Suresh Pansari	34.08
4.	Keshav Krishna Kumar Choudhary	3.16*
5.	Yazdi Piroj Dandiwala	Nil**
6.	Drushti Rahul Desai	Nil**
7.	Mamidanna Prasad	Nil**
8.	Anandkumar Radhakrishna Ladsariya	Nil***

* *In his capacity as a product manager of our Company. He was appointed as a Director with effect from May 2, 2022.*
***Appointed with effect from July 29, 2022.*
****Appointed with effect from January 18, 2023.*

The remuneration paid to the Independent Directors is, either by way of fees for attending the meetings of Board and its committees, reimbursement of expenses incurred by them to attend Board or committee meetings, and/ or in such other way as may be approved by the Board.

As the independent directors have been appointed on the Board in the present Fiscal Year, hence no remuneration has been paid in the Financial Year 2022.

4. *Remuneration details of our Independent Directors*

Pursuant to Board resolution dated September 23, 2022, each Independent Director is entitled to receive sitting fees of ₹ 0.075 million for attending each meeting of our Board, ₹ 0.05 million for attending each meeting of our Audit committee of our Board and ₹ 0.025 million for attending each meeting of any committee except Corporate Social Responsibility Committee of our Board.

Remuneration paid to our Directors by our Subsidiaries

There is no remuneration paid or payable to our Directors by our Subsidiaries during or for the Fiscal Year 2022.

Contingent and deferred compensation payable to our Directors

Except as disclosed in this section "*Our Management- Remuneration paid to our Directors* " on page 260, there is no contingent or deferred compensation payable by our Company/ Subsidiaries, as the case may be to our Directors by our Company.

Bonus or profit-sharing plan for Directors

Except as disclosed above in this section "*Our Management- Terms of Appointment of our Directors*", our Company does not have any performance linked bonus or a profit-sharing plan for our Directors.

Shareholding of our Directors in our Company

Our Articles do not require the Directors to hold any qualification shares.

Details of our Directors who hold Equity Shares in our Company as on the date of this Draft Red Herring Prospectus are as follows:

Name	Number of Equity Shares	Percentage of pre-Offer share capital
Krishna Kumar Choudhary	1,296,750	3.10%
Kapal Suresh Pansari	3,087,000	7.39%
Sureshkumar Pansari	5,223,750	12.50%
Keshav Krishna Kumar Choudhary	7,392,000	17.69%

Interest of our Directors

All of our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration, bonus and reimbursement of expenses, if any, payable to them.

Certain Directors may be deemed to be interested to the extent of Equity Shares and employee stock options, held by them in our Company and its Subsidiary, pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares.

Certain Directors are also interested in our Company to the extent of the unsecured loans extended by them and other related parties to our Company. For further details, see "*Financial Information – Restated Consolidated Financial Information – Notes to Restated Consolidated Financial Information – Note 44*" on page 357.

Interest in promotion or formation of our Company and its Subsidiaries

Except for Krishna Kumar Choudhary, Sureshkumar Pansari, Kapal Suresh Pansari and Keshav Krishna Kumar Choudhary who are among the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company or its Subsidiaries as of the date of this Draft Red Herring Prospectus.

Interest in property

Except as stated below and in '*Related Party Transactions'* on page 371, none of our Directors are interested in any property acquired by our Company or proposed to be acquired by it.

1. Leave and license agreement dated January 7, 2020 between Choudhary Chemical Industries Private Limited ("**Lessor**"), an entity firm forming part of our Promoter Group (through their director's relative Krishna Kumar Choudhary), and our Company for lease of a residential flat situated at Survey No. 43 A (Part), 44, 45/2 (Part), Plot No.49, Vikas Valley, Village Khandala Tal Mawal Dist, Pune 410301 for a period of three years from December 1, 2019 to November 30, 2022 for a consideration of ₹ 0.12 million per month excluding GST subject to escalation as per the terms of the leave and license agreement. The agreement was renewed on September 7, 2022 for a period of three years from December 1, 2022 to November 30, 2025 for a consideration of ₹ 0.17 million per month excluding GST subject to escalation as per the terms of the leave and license agreement.

2. Leave and license agreement dated April 1, 2021 between CEEPEE Consultants ("**Lessor**"), a firm forming part of our Promoter Group (through its partners Krishna Kumar Choudhary, Sureshkumar Pansari), and our Company for lease of Company's office situated at B-1, Unique House, Chakala, Andheri (east), Mumbai – 400099 for a period of three years from April 1, 2018 to March 31, 2021 for a consideration of ₹ 0.05 million per month excluding GST. The agreement was renewed for a period of three years from April 1, 2021 to March 31, 2024. In terms of the renewed lease agreement, our Company is required to pay ₹ 0.05 million per month to the Lessor, excluding GST.

3. Leave and license agreement dated April 20, 2020 between International Ribbon Manufacturing ("**Lessor**"), a firm forming part of our Promoter Group (through its partners Krishna Kumar Choudhary and Sureshkumar Pansari), and our Company for lease of Company's office situated at H-223, Ansa Industrial Estate, Saki Naka, Andheri East, Mumbai – 400069 for a period of three years from April 1, 2020 to March 31, 2023 for a consideration of ₹ 0.035 million per month, excluding GST.

4. Leave and license agreement dated April 1, 2021 between Uni Products India (through its partners Krishna Kumar Choudhary, Sureshkumar Pansari and Kapal Suresh Pansari) ("**Lessor**"), a firm forming part of our Promoter Group, and our Company for lease of Company's office situated at 105, Unique House, Chakala, Andheri (East), Mumbai – 400099 for a period of three years from April 1, 2021 to March 31, 2024 for a consideration of ₹ 0.05 million per month.

5. Leave and license agreement dated April 1, 2021 between Krishna Kumar Choudhary ("**Lessor**") and our Company for lease of Company's godown situated at Building No. 1 & 1A, located at Survey No. 186, Village Poman, Taluka Vasai Dist. Palghar for a period of three years from April 1, 2021

to March 31, 2024 for a consideration of ₹ 0.57 million per month excluding GST. The Company has also submitted a security deposit of ₹15 million to the Lessor.

6. Leave and license agreement dated June 16, 2021 between Krishna Kumar Choudhary ("**Lessor**") and our Company for lease of Company's godown situated Building No. 2 located at Survey No. 186, Village Poman, Taluka Vasai Dist: Palghar for a period of three years from July 1, 2021 to June 30, 2024 for a consideration of ₹ 0.345 million per month excluding GST. The Company has also submitted a security deposit of ₹15 million to the Lessor.

7. Leave and license agreement dated October 13, 2021 between Krishna Kumar Choudhary ("**Lessor**") and our Company for lease of Company's godown Building No. 3 located at Survey No. 186, Village Poman, Taluka Vasai Dist : Palghar for a period of three years from October 1, 2021 to September 30, 2024 for a consideration of ₹ 0.54 million per month excluding GST. The Company has also submitted a security deposit of ₹20 million to the Lessor.

8. Leave and license agreement dated March 8, 2022 between CEEPEE Pharma Private Limited ("**Lessor**"), a firm forming part of our Promoter Group (through its shareholders Krishna Kumar Choudhary, Kapal Suresh Pansari, Sureshkumar Pansari and Keshav Krishna Kumar Choudhary), and our Company for lease of Company's office situated at 6th Floor, Ariisto House, N.S. Phadke Road, Andheri (east), Mumbai – 400069 for a period of five years from March 8, 2022 to March 7, 2027 for a consideration of ₹ 2.49 million per month excluding GST. The Company has also submitted a security deposit of ₹15 million to the Lessor.

9. Leave and license agreement dated April, 1, 2021 between Sureshkumar Pansari ("**Lessor**") and our Company for lease of godown situated at Building No. 1 & 1A, located at Survey No. 186, Village Poman, Taluka Vasai Dist. Palghar for a period of three years from April 1, 2021 to March 31, 2024 for a consideration of ₹ 0.57 million per month excluding GST. The Company has also submitted a security deposit of ₹15 million to the Lessor.

10. Leave and license agreement dated June 16, 2021 between Sureshkumar Pansari ("**Lessor**") and our Company for lease of godown situated Building No. 2 located at Survey No. 186, Village Poman, Taluka Vasai Dist: Palghar for a period of three years from July 1, 2021 to June 30, 2024 for a consideration of ₹ 0.34 million per month excluding GST. The Company has also submitted a security deposit of ₹15 million to the Lessor.

11. Leave and license agreement dated October 13, 2021 between Sureshkumar Pansari ("**Lessor**") and our Company for lease of godown Building No. 3 located at Survey No. 186, Village Poman, Taluka Vasai Dist: Palghar for a period of three years from October 1, 2021 to September 30, 2024 for a consideration of ₹ 0.54 million per month excluding GST and our Company is required to pay a non-refundable deposit of ₹20 million to the Lessor.

12. Sub leave and license agreement dated September 1, 2021 between Blynk Marketing Private Limited ("**Lessor**"), (through its director Kapal Suresh Pansari), and our Company for lease of premises situated at Gala No. G-10 (Ground Floor), Rashi Complex, located at Survey No. 186, Village Poman, Taluka Vasai for a period of one year from September 1, 2021 to August 31, 2022 for a consideration of ₹ 0.02 million per month.

Other than as disclosed in "*Other Financial Information – Related Party Transactions*" and "*Financial Information – Restated Consolidated Financial Information*" on pages 371 and 290, respectively and except as disclosed herein below, our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Draft Red Herring Prospectus in which our Directors are directly or indirectly interested and no payments have been made to our Directors in respect of the contracts, agreements or arrangements which are proposed to be made with our Directors other than in the normal course of business:

1. A business service agreement dated April 1, 2021 was entered into by and between PV Lumens LLP ("**Partnership Firm**") and our Company whereby the Partnership Firm was allowed to occupy few premises owned by our Company for business purposes. The business service agreement was for a period of one year for a consideration of ₹ 0.42 million per year excluding GST. Sureshkumar Pansari is interested in this business service agreement and the transactions undertaken in pursuance

of the same by virtue of being a partner in the Partnership Firm. [The business service agreement was renewed dated April 1, 2022 for a period of one year for a consideration of ₹ 0.42 million per year excluding GST.]

2. Sureshkumar Pansari is also interested in the sale of products like books, accessories, Asus notebooks along with other miscellaneous items to the Elmack Engg Services Private Limited. The approximate value of the said sale is ₹0.11 million for the Financial Year ended March 31, 2022 and 0.12 million for the six months ended September 3, 2022.

Confirmations

None of our Directors have been identified as Wilful Defaulters or Fraudulent Borrowers as defined under the SEBI ICDR Regulations.

None of our directors are prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Our directors are not, and have not, during the five years preceding the date of this Draft Red Herring Prospectus, been on the board of any listed company whose shares have been or were suspended from being traded on any stock exchange(s) during their term of tenure in such company.

None of our Directors have been or are directors on the board of listed companies which have been or were delisted from any stock exchange(s) during their term of tenure in such company.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm, or company in which he is interested, in connection with the promotion or formation of our Company.

Changes in our Board of Directors during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are as follows:

Name of Director	Date of Change	Designation (at the time of appointment/ cessation)	Description and Reason
Anandkumar Radhakrishna Ladsariya	January 18, 2023	Independent Director	Appointment*
Santosh Balachandran Nayar	January 9, 2023	Independent Director	Resignation*
Sureshkumar Pansari	September 23, 2022	Vice-Chairman	Appointment
Krishna Kumar Choudhary	September 23, 2022	Chairman	Appointment
Kapal Suresh Pansari	September 23, 2022	Managing Director	Appointment
Kapal Suresh Pansari	September 23, 2022	Whole-time Director	Resignation
Yazdi Piroj Dandiwala	July 29, 2022	Independent Director	Appointment
Santosh Balachandran Nayar	July 29, 2022	Independent Director	Appointment
Drushti Rahul Desai	July 29, 2022	Independent Director	Appointment
Mamidanna Prasad	July 29, 2022	Independent Director	Appointment
Keshav Krishna Kumar Choudhary	May 2, 2022	Whole-time director	Appointment

Note: *This table does not include changes such as regularizations of appointments.*
**Statutory filings with the Registrar of Companies in relation to the appointment and resignation will be filed in accordance with applicable laws once the ministry of corporate affairs e-filing portal is reactivated.*

Corporate Governance

In addition to the Companies Act, 2013, the provisions of the SEBI Listing Regulations will also be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges.

As on the date of filing this Draft Red Herring Prospectus, our Company has eight Directors of which four are Executive Directors and four are Independent Directors, one of whom is a woman director. Our Company is in compliance with corporate governance norms prescribed under SEBI Listing Regulations and the Companies Act, 2013, to the extent applicable, particularly, in relation to composition of our Board of Directors and constitution of board level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements under SEBI Listing Regulations and the Companies Act, 2013.

Board-level committees

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

(a) Audit Committee;
(b) Nomination and Remuneration Committee;
(c) Corporate Social Responsibility Committee; and
(d) Stakeholder Relationship Committee;

Our Board has also voluntarily constituted a Risk Management Committee and IPO Committee.

The details of the committees required to be constituted by our Company under the Companies Act, 2013 and the SEBI Listing Regulations are as follows:

Audit Committee

The Audit Committee of the Board was constituted in accordance with the provisions of Section 177 of the Companies Act, and the SEBI Listing Regulations and as amended, the uniform listing agreements to be entered into between our Company and the Stock Exchanges, and any other applicable law or enactment for the time being in force. The Audit Committee was constituted pursuant to a Board Resolution dated September 23, 2022, and was further reconstituted on January 18, 2023.

The Audit Committee currently comprises:

Name	Position in the committee	Designation
Drushti Rahul Desai	Chairperson	Independent Director
Sureshkumar Pansari	Member	Vice-Chairman and Whole-time Director
Anandkumar Radhakrishna Ladsariya	Member	Independent Director

Terms of Reference of the Audit Committee:

The terms of reference of the Audit Committee shall *inter alia,* include the following:

(a) Overseeing our Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(b) Recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of our Company including the internal auditor, cost auditor and statutory auditor of our Company, and fixation of the audit fee;

(c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    (i) 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, 2013;

(ii) changes, if any, in accounting policies and practices and reasons for the same;

(iii) major accounting entries involving estimates based on the exercise of judgment by management;

(iv) significant adjustments made in the financial statements arising out of audit findings;

(v) compliance with listing and other legal requirements relating to financial statements;

(vi) disclosure of any related party transactions;

(vii) qualifications and modified opinion(s) in the draft audit report;

(e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(f) Reviewing, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

(i) Approval or any subsequent modification of transactions of our Company with related parties; All related party transactions shall be approved by only Independent Directors who are the members of the committee, and the other members of the committee shall recuse themselves on the discussions related to related party transactions;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

(j) Review, at least on a quarterly basis, the details of related party transactions entered into by our Company pursuant to each of the omnibus approvals given;

(k) Scrutiny of inter-corporate loans and investments;

(l) Valuation of undertakings or assets of our Company, wherever it is necessary; Appointment of Registered Valuer under Section 247 of the Companies Act, 2013.

(m) Evaluation of internal financial controls and risk management systems;

(n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(o) 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;

(p) Discussion with internal auditors of any significant findings and follow up thereon;

(q) 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;

(r) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(s) 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;

(t) To review the functioning of the whistle blower mechanism; Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(u) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

(v) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

(w) To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;

(x) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

(y) Reviewing compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;

(z) Investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;

(aa) To consider the rationale, cost, benefits and impact of schemes involving merger, demerger, amalgamation etc. of our Company and provide comments to our Company and its shareholders;

(bb) Reviewing:

  (i) any show cause, demand, prosecution and penalty notices against our Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding our Company's financial statements or accounting policies;

  (ii) any material default in financial obligations by our Company;

  (iii) any significant or important matters affecting the business of our Company; and

(cc) Carrying out any other functions as provided under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws, and carrying out any other functions as may be required / mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee shall mandatorily review the following information:

(a) management discussion and analysis of financial condition and results of operations;

(b) statement of significant related party transactions (as defined by the audit committee), submitted by management;

(c) management letters / letters of internal control weaknesses issued by the statutory auditors;

(d) internal audit reports relating to internal control weaknesses;

(e) the appointment, removal and terms of remuneration of the chief internal auditor;

(f) the examination of the financial statements and the auditors' report thereon;

(g) statement of deviations:

  (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations; and

  (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

(h) the financial statements, in particular, the investments made by any unlisted subsidiary; and

(i) Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

The powers of the Audit Committee shall include the following:

(a) to investigate any activity within its terms of reference;

(b) to seek information from any employee of our Company;

(c) to obtain outside legal or other professional advice; and

(d) to secure attendance of outsiders with relevant expertise, if it considers necessary.

(e) such powers as may be prescribed under the Companies Act and SEBI Listing Regulations

The Company Secretary and Compliance Officer acts as secretary to the Audit Committee.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board was constituted in accordance with section 178 of the Companies Act, and the SEBI Listing Regulations and, the uniform listing agreements to be entered into between our Company and the Stock Exchanges, and any other applicable law or enactment for the time being in force. The Nomination and Remuneration Committee, was constituted pursuant to a Board Resolution dated September 23, 2022, and was further reconstituted on January 18, 2023.

The Nomination and Remuneration Committee currently comprises:

Name	Position in the committee	Designation
Mamidanna Prasad	Chairman	Independent Director
Drushti Rahul Desai	Member	Independent Director
Yazdi Piroj Dandiwala	Member	Independent Director
Anandkumar Radhakrishna Ladsariya	Member	Independent Director

Terms of Reference of the Nomination and Remuneration Committee:

The terms of reference of the Nomination and Remuneration Committee shall *inter alia,* include the following::

(a) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

(b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may

(i) use the services of an external agencies, if required;
(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
(iii) consider the time commitments of the candidates;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of our Company and its goals.

(c) Formulating criteria for evaluation of performance of independent directors and the Board;

(d) Devising a policy on diversity of Board;

(e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. Our Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(f) Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(g) Recommending to the board, all remuneration, in whatever form, payable to senior management;

(h) Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;

(i) Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(j) Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);

(k) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(l) Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of our Company;

(m) Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

   (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

   (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;

(n) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Companies Act, each as amended or other applicable law;

(o) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

(p) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy; and

(q) Performing such other functions as may be necessary or appropriate for the performance of its duties.

Stakeholder Relationship Committee

The Stakeholder Relationship Committee of the Board was constituted in accordance with section 178 of the Companies Act, and the SEBI Listing Regulations, and the listing agreements to be entered into between our Company and the Stock Exchanges, and any other applicable law or enactment for the time being in force. The Stakeholder Relationship Committee was constituted pursuant to a Board Resolution dated September 23, 2022, and was further reconstituted on January 18, 2023.

The Stakeholder Relationship Committee currently comprises:

Name	Position in the committee	Designation
Anandkumar Radhakrishna Ladsariya	Chairperson	Independent Director
Krishna Kumar Choudhary	Member	Chairman and Whole-time Director
Sureshkumar Pansari	Member	Vice-Chairman and Whole-time Director
Kapal Suresh Pansari	Member	Managing Director
Keshav Krishna Kumar Choudhary	Member	Whole-time Director

Terms of Reference of the Stakeholder Relationship Committee:

The terms of reference and the powers of the Stakeholders Relationship Committee shall *inter alia,* include the following:

(a) Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;

(b) Resolving the grievances of the security holders of our Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

(c) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(d) Reviewing the adherence to the service standards by our Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;

(e) Review of measures taken for effective exercise of voting rights by shareholders;

(f) Review of adherence to the service standards adopted by our Company in respect of various services being rendered by the registrar & share transfer agent;

(g) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;

(h) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;

(i) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of our Company; and

(j) Review of the various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of our Company.

(k) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law.

Corporate Social Responsibility Committee ("CSR Committee")

CSR Committee of the Board was constituted in accordance with section 135 of the Companies Act, and the applicable rules, regulations, guidelines and circulars promulgated thereunder and as amended, the uniform listing agreements to be entered into between our Company and the Stock Exchanges and any other applicable law or enactment for the time being in force. The CSR Committee was re-constituted pursuant to a Board Resolution dated September 23, 2022.

The CSR Committee currently comprises :

Name	Position in the committee	Designation
Sureshkumar Pansari	Chairman	Vice-Chairman and Whole-time Director
Krishna Kumar Choudhary	Member	Chairman and Whole-time Director
Mamidanna Prasad	Member	Independent Director

The terms of reference of the Corporate Social Responsibility Committee shall hereby be as follows:

a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

b) To review and recommend the amount of expenditure to be incurred on the activities referred to in (a) and amount to be incurred for such expenditure shall be as per the applicable law;

c) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

d) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by our Company;

e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

f) To review and monitor the Corporate Social Responsibility Policy of our Company and its implementation from time to time, and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

g) To do such other acts, deeds and things as may be required to comply with the applicable laws;

h) To take note of the Compliances made by implementing agency (if any) appointed for the corporate social responsibility of our Company;

i) The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

(i) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;

(ii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

(iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

(iv) monitoring and reporting mechanism for the projects or programmes; and

(v) details of need and impact assessment, if any, for the projects undertaken by our Company; and

j) To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

As on date of this Draft Red Herring Prospectus, our Company is not required to constitute a risk management committee pursuant to the SEBI Listing Regulations, and accordingly, the Risk Management Committee of our Company is constituted voluntarily. Details of our Risk Management Committee are as follows:

Risk Management Committee

Risk Management Committee was constituted pursuant to a Board Resolution dated September 23, 2022.

The Risk Management Committee currently comprises:

Name	Position in the committee	Designation
Yazdi Piroj Dandiwala	Chairman	Independent Director
Sureshkumar Pansari	Member	Vice- Chairman and Whole-time Director
Krishna Kumar Choudhary	Member	Chairman and Whole-time Director
Rajesh Goenka	Member	Chief executive officer
Himanshu Shah	Member	Chief financial officer

Terms of Reference of the Risk Management Committee:

The terms of reference of the Risk Management Committee shall *inter alia*, include the following: :

(a) To formulate a detailed risk management policy covering risk across functions and plan integration through training and awareness programmes which shall include:

i) A framework for identification of internal and external risks specifically faced by the listed entities, in particular including financial, operational, sectoral, sustainability (particularly environmental, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and

iii) Business continuity plan.

(b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of our Company;

(c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(e) To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;

(f) To frame, implement, review and monitor the risk management policy for our Company and such other functions, including cyber security;

(g) To review the status of the compliance, regulatory reviews and business practice reviews;

(h) To approve the process for risk identification and mitigation;

(i) To decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;

(j) To monitor our Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;

(k) To approve major decisions affecting the risk profile or exposure and give appropriate directions;

(l) To consider the effectiveness of decision making process in crisis and emergency situations;

(m) To balance risks and opportunities;

(n) To generally, assist the Board in the execution of its responsibility for the governance of risk;

(o) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

(p) The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;

(q) To review and assess the risk management system and policy of our Company from time to time and recommend for amendment or modification thereof;

(r) To implement and monitor policies and/or processes for ensuring cyber security;

(s) To review and recommend potential risk involved in any new business plans and processes;

(t) To review our Company's risk-reward performance to align with our Company's overall policy objectives;

(u) To monitor and review regular updates on business continuity;

(v) The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

(w) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors;

(x) To advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and

(y) Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority."

IPO Committee

The IPO Committee of the Board was constituted for the purpose of the IPO of our Company and for undertaking the resultant legal, statutory and procedural formalities, including appointment of various intermediaries, filing DRHP with SEBI, Stock Exchanges or any other statutory agencies or authorities, as may be required, and filing the RHP and the Prospectus with SEBI, the Stock Exchanges, and the RoC or any other statutory agencies or relevant authorities. The IPO Committee was constituted pursuant to a Board Resolution dated September 23, 2022.

The IPO Committee currently comprises:

Name	Position in the committee	Designation
Krishna Kumar Choudhary	Chairman	Chairman and Whole-time Director
Sureshkumar Pansari	Member	Whole-time Director
Kapal Suresh Pansari	Member	Managing Director
Keshav Krishna Kumar Choudhary	Member	Whole-time Director
Himanshu Kumar Shah	Permanent Invitee	Chief financial officer
Hinal Shah	Permanent Invitee	Company secretary and compliance officer

The terms of reference of the IPO Committee *inter alia,* includes the following:

(a) To decide, negotiate and finalize, in consultation with the BRLMs, all matters regarding the Pre-IPO Placement, if any, out of the fresh issue of Equity Shares by our Company in the Offer, decided by the Board, including entering into discussions and execution of all relevant documents with Investors;

(b) To amend the terms of participation by the Selling Shareholders in the Offer for Sale;

(c) To Approve amendments to the Memorandum of Association and the Articles of Association of our Company;

(d) To take all actions as may be necessary and authorised in connection with the Offer for Sale and to approve and take on record the approval of the Selling Shareholder(s) for offering their Equity Shares in the offer for sale and the transfer of Equity Shares in the offer for sale including the quantum in terms of number of Equity Shares/amount offered by the Selling Shareholders in the Offer, allowing revision of the offer for sale portion in case any Selling Shareholder decides to revise it, in accordance with the Applicable Laws;

(e) To decide on other matters in connection with or incidental to the Offer, including the Pre-IPO Placement, timing, pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BLRMs and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

(f) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of our Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, the RHP and the Prospectus as applicable;

(g) To finalize, settle, approve, adopt and file in consultation with the BRLMs where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, together with any summaries thereof and take all such actions as may be necessary for the submission, filing and/or withdrawal of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;

(h) To appoint and enter into and terminate arrangements with the BRLMs, and appoint and enter into and terminate arrangements, in consultation with the BRLMs, with underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars to the Offer, public offer account bankers to the Offer, sponsor banks, legal advisors, auditors, independent chartered accountants, advertising agency, depositories, custodians, grading agency, monitoring agency, industry expert, credit rating agencies, printers, and any other agencies or persons or intermediaries whose appointment is required in relation to the Offer including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the engagement letter with the BRLMs and negotiation, finalization, execution and, if required, amendment or termination of the Offer agreement with the BRLMs, if any;

(i) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;

(j) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of our company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

(k) To authorise the maintenance of a register of holders of the Equity Shares;

(l) To seek, if required, the consent and/or waiver of the lenders of our Company, customers, suppliers, vendors, parties with whom our Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;

(m) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of our company to execute all documents/deeds as may be necessary in this regard;

(n) To open and operate bank accounts of our company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of our company to execute all documents/deeds as may be necessary in this regard;

(o) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

(p) To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;

(q) To approve codes of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of our Company and other employees of our company;

(r) To implement any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and the uniform listing agreements to be entered into by our company with the relevant stock exchanges, to the extent allowed under law;

(s) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of our company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of our Company or the Registrar to the Offer to sign all or any of the aforestated documents;

(t) To authorize and approve notices, advertisements in relation to the Offer, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Offer;

(u) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLMs;

(v) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of our company to execute all or any of the afore-stated documents;

(w) To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of our company where necessary;

(x) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the IPO, utilisation of the IPO proceeds and matters incidental thereto as it may deem fit;

(y) authorizing any concerned person on behalf of our company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;

(z) authorizing any officer(s) (the "**Authorized Officer(s)**"), for and on behalf of our company, to negotiate, finalize, execute, deliver and terminate, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that any such Authorized Officer considers necessary, desirable or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the uniform listing agreements with the relevant stock exchanges, the registrar's agreement, the depositories agreements, the Offer agreement with the BRLMs, the underwriting agreement, the share escrow agreement, the syndicate agreement, the cash escrow and sponsor bank agreement, confirmation of allocation notes, the advertisement agency agreement, and any agreement or document in connection with any Pre-IPO Placement (including any placement agreement, escrow agreement and Offer documentation), with, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the BRLMs, syndicate members, placement agents, registrar to the Offer, bankers to the Offer, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, credit rating agencies, advertising agencies, monitoring agencies, and all such persons or agencies as may be involved in or concerned with the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and our company in so doing;

(aa) To submit undertaking/certificates or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;

(bb) To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;

(cc) To approve the list of 'group companies' of our company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;

(dd) To withdraw the DRHP or the RHP or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs; and

(ee) To delegate any of its powers set out under (a) to (w) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of our Company."

The IPO Committee is also authorized to make any alteration, addition or variation in relation to the IPO and any related documents, in consultation with the BRLMs or SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, decide the IPO structure, the exact component of shares to be issued and expenditure in relation to the IPO.

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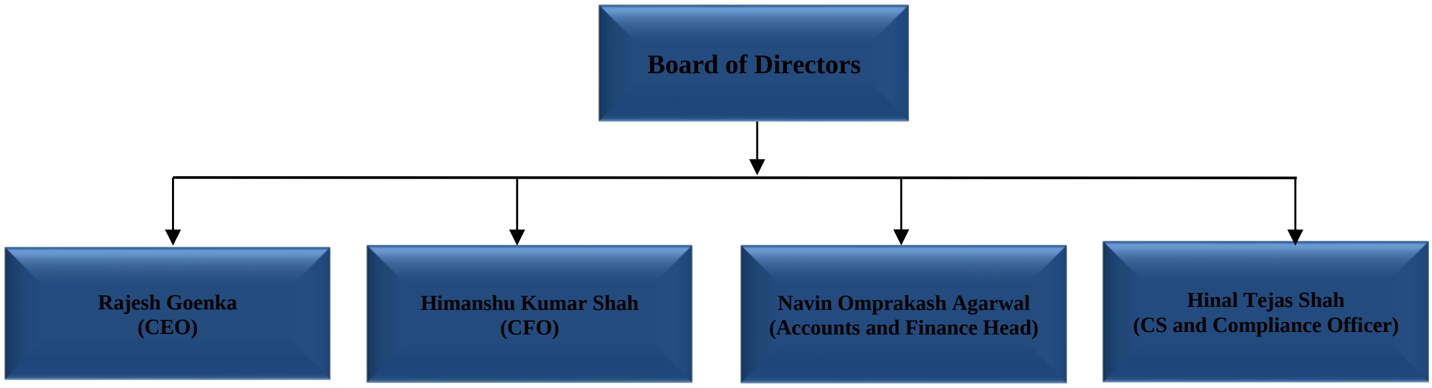
ORGANISATION STRUCTURE



Key Managerial Personnel

In addition to Krishna Kumar Choudhary, Sureshkumar Pansari, Kapal Suresh Pansari, and Keshav Krishna Kumar Choudhary, whose details are provided in *"Our Management – Brief Profiles of our Directors"* on page 256. The details of our other Key Managerial Personnel as of the date of this Draft Red Herring Prospectus are set forth below:

Rajesh Goenka* is the Chief Executive Officer of our Company. He was originally appointed to our Company in 2001 till 2006 and later resumed as Vice President of Marketing in 2008. He holds a bachelor's degree in engineering in the field of chemical engineering from the University of Poona obtained in 1992. He has more than 21 years of experience in sales and marketing. Prior to joining our Company, he was associated with John Crane Engineered Sealing Systems Limited. In the Fiscal Year 2022, he received a remuneration of ₹ 42.00 million.

Himanshu Kumar Shah* is the Chief Financial Officer of our Company. He has been associated with our Company since 2018. He obtained bachelor's degree in commerce from the Jai Narain Vyas University in 1993. He is an associate member of the Institute of Chartered Accountants of India. Prior to joining our Company, he has been associated with Lintas India Private Limited, Percept Finserve Private Limited, LG Electronics India Private Limited and India Power Services Limited. He has more than 7 years of experience in finance. In the Fiscal Year 2022, he received a remuneration of ₹ 8.28 million.

Navin Omprakash Agarwal is the head of Accounts and Finance department of our Company. He has been associated with our Company since 1997. He holds a bachelor's degree in commerce from the University of Mumbai, obtained in 1993. He is a fellow member of the Institute of Chartered Accountants of India. He has also passed intermediate level examination held by the Institute of Company Secretaries of India. He has more than 22 years of experience in accounting and finance. In the Fiscal Year 2022, he received a remuneration of ₹ 3.91 million.

Hinal Tejas Shah* is our Company Secretary and Compliance Officer of our Company. She has been associated with our Company since 2022. She obtained a bachelor's degree in law from the University of Mumbai in 2015 and has also obtained a master's degree in law from University of Mumbai in 2017. She is a fellow member of the Institute of Company Secretaries of India. She has more than eight years of experience in secretarial work. Prior to joining our Company, she has been associated with MPIL Corporation Limited and Excel Crop Care Limited. In the Fiscal Year 2022, she did not receive a remuneration from our Company since she joined in Fiscal Year 2023.

**Also key managerial personnel of our Company pursuant to Companies Act, 2013.*

Status of Key Managerial Personnel

All our Key Managerial Personnel are permanent employees of our Company. The rate of attrition of our Key Managerial Personnel is not high in comparison to the industry in which we operate.

Relationship among Key Managerial Personnel

Except as disclosed in "*Our Management- Relationship between our Board of Directors and Key Managerial Personnel*" on page 257, none of the Key Managerial Personnel of our Company are not related to each other.

Bonus or profit-sharing plan for the Key Managerial Personnel

None of our Key Managerial Personnel are a party to any bonus or profit-sharing plan or have received any compensation in the Fiscal Year 2022 pursuant to any bonus or profit-sharing plan from our Company.

Shareholding of Key Managerial Personnel

Other than as provided under "*Our Management – Shareholding of our Directors in our Company"* on page 260, the details of Equity Shares held by the Key Managerial Personnel in our Company, as on date of this Draft Red Herring Prospectus are as below:

Sr. No.	Name of the Key Managerial Personnel	Number of Equity Shares held*
1.	Rajesh Goenka	NIL

Sr. No.	Name of the Key Managerial Personnel	Number of Equity Shares held*
2.	Navin Omprakash Agarwal	210
3.	Himanshu Kumar Shah	NIL
4.	Hinal Tejas Shah	NIL

Service Contracts with Key Managerial Personnel

Except for the statutory benefits upon termination of their employment in our Company or superannuation, no other Key Managerial Personnel, are entitled to any benefit upon retirement, termination of employment or superannuation and there are no service contracts entered into with any Key Managerial Personnel, which provide for benefits upon retirement or termination of employment.

Interests of Key Managerial Personnel

Our Key Managerial Personnel are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service including the extent of stock options granted to them under the ESOP Scheme.

Further, some of our Key Managerial Personnel are interested to the extent of Equity Shares held by them, their relatives or by entities in which they are associated as a director and to the extent of benefits arising out of such shareholding. For details, please see "*Our Management– Shareholding of the Key Managerial Personnel*" above.

Contingent and deferred compensation payable to the Key Managerial Personnel

There is no contingent or deferred compensation payable to our Key Managerial Personnel by our Company or Subsidiaries as the case maybe.

Changes in the Key Managerial Personnel during the last three years

In addition to the appointment of Keshav Krishna Kumar Choudhary as a Whole-time Director, whose details are provided in *"Our Management – Changes in our Board of Directors during the last three years"* on page 263.The changes in our Key Managerial Personnel in the last three years is as follows:

Sr. No.	Name	Designation	Date of change**	Reason for change
1.	Rajesh Goenka	Chief executive officer	September 23, 2022	Appointment*
2.	Richa Vedang Kedia	Company Secretary	May 2, 2022	Resignation
3.	Hinal Tejas Shah	Company Secretary	May 2, 2022	Appointment
4.	Richa Vedang Kedia	Company Secretary	March 31, 2022	Appointment

Note: This table does not include changes such as regularizations of appointments.
** For appointment as Chief Executive Officer. His current term as an employee of the Company is with effect from October 11, 2008.*
***The table above reflects changes in the key managerial personnel appointed to ensure compliance with the Companies Act, 2013.*

Payment of non-salary related benefits to officers of our Company

Except as stated in '*Related Party Transactions'* on page 371, no amount or benefit has been paid or given to any Key Managerial Personnel of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid, other than in the ordinary course of their employment.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel have been presently appointed or selected as a Key Managerial Personnel pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Employee stock option and stock purchase schemes

For details of the employee stock option scheme of our Company, see "*Capital Structure – Employee Stock Option Plan*" on page 118.

OUR PROMOTERS AND PROMOTER GROUP

The promoters of our Company are Krishna Kumar Choudhary, Sureshkumar Pansari, Kapal Suresh Pansari, Keshav Krishna Kumar Choudhary, Chaman Pansari, Krishna Kumar Choudhary (HUF), and Suresh M Pansari HUF.

As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

Sr. No.	Name of the Promoter	No. of Equity Shares held	Percentage of pre-Offer, subscribed, and paid-up Equity Share Capital
1.	Krishna Kumar Choudhary	1,296,750	3.10%
2.	Sureshkumar Pansari	5,223,750	12.50%
3.	Kapal Suresh Pansari	3,087,000	7.39%
4.	Keshav Krishna Kumar Choudhary	7,392,000	17.69%
5.	Chaman Pansari	2,394,000	5.73%
6.	Krishna Kumar Choudhary (HUF)	5,772,732	13.82%
7.	Suresh M Pansari HUF	1,652,532	3.95%
Total		**26,818,764**	**64.18%**

For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure –Details of Shareholding of our Promoters and Promoter Group in our Company*", on page 108.

Details of our Promoters

1. Krishna Kumar Choudhary

Krishna Kumar Choudhary, born on February 7, 1955, aged, 67 years, is one of the Promoters of our Company and is also a Whole-Time Director, and the Chairman of our Board. He is a resident of 402, Shubh Angan, 5th N S Road, JVPD Scheme, Vile Parle (West), Mumbai, Maharashtra, Vile Parle (West), Mumbai, Maharahtra 400 056. For the complete profile of Krishna Kumar Choudhary, along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships, special achievements, his business and financial activities, see '*Our Management*' on page 256. The permanent account number of Krishna Kumar Choudhary is AABPC6673J, and his driving license number is MH02 19800009089.

2. Sureshkumar Pansari

Sureshkumar Pansari*, born on June 11, 1954, aged, 68 years, is one of the Promoters of our Company and is also a Whole-Time Director and the Vice-Chairman of our Board. He is a resident of 801, Shubh Angan, 5th N S Road, JVPD Scheme, Vile Parle (West), Mumbai, Maharashtra 400 056. For the complete profile of Sureshkumar Pansari, along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships, special achievements, his business and financial activities, see '*Our Management*' on page 257. The permanent account number of Sureshkumar Pansari is AFKPP1118B, and his driving license number is MH02 20100141048.

**The name as per the Aadhaar card is Suresh Mahavirprasad Pansari, and as per the driving license, it is Suresh Kumar Pansari.*

3. Kapal Suresh Pansari

Kapal Suresh Pansari*, born on December 21, 1983, aged, 39 years, is one of the Promoters of our Company and is also the Managing Director. He is a resident of 801, Shubh Angan, 5th N S Road, JVPD Scheme, Vile Parle (West), Mumbai, Maharashtra 400 056. For the complete profile of Kapal Suresh Pansari, along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships, special achievements, his business and financial activities, see '*Our Management*' on page 257. The permanent account number of Kapal Suresh Pansari is AJVPP4956G, and his driving license number is MH02 20080178550.

**The name as per the Aadhaar card is Kapal Pansari.*

4. Keshav Krishna Kumar Choudhary

Keshav Krishna Kumar Choudhary*, born on August 29, 1994, aged, 28 years, is one of the Promoters of our Company. He is a resident of 401, Shubh Angan, Plot 27, HCHL JVPD Road No.5, Vile Parle (West), Mumbai, Maharashtra 400 056. For the complete profile of Keshav Krishna Kumar Choudhary, along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships, special achievements, his business and financial activities, see '*Our Management*' on page 257. His permanent account number is AHGPC7942Q, and his driving license number is MH02 20130000288.

**The name as per the passport is Keshav Choudhary, and as per the Aadhaar card it is Keshav Krishnakumar Choudhary.*

5. Chaman Pansari

Chaman Pansari*, born on May 16, 1985, aged, 37 years, is one of the Promoters of our Company. He is a resident of 801, Shubh Angan Bldg, 5th N S Road, JVPD Scheme, Vile Parle (West), Mumbai, Maharashtra 400 056. He holds a bachelor's degree in Electronics and Telecommunication Engineering from the University of Mumbai, and a post graduate diploma in management from S.P. Jain Institute of Management & Research. Other than our Company, he is associated with Sanwaria Texpro Private Limited, Elmack Engg Services Private Limited, Ceekay Healthcare Private Limited, PV Lumens India Private Limited, and CEEPEE Pharma Private Limited as director. His permanent account number is AJYPP0436G, and his driving license number is MH02 20030021542.

**The name as per the Aadhaar card is Chaman Suresh Pansari.*

6. Krishna Kumar Choudhary (HUF)

Krishna Kumar Choudhary (HUF) came into existence on February 10, 1981 and Krishna Kumar Choudhary is its Karta with Meena Krishna Kumar Choudhary as its member and Keshav Krishna Kumar Choudhary, Richa Vohra and Rashi Choudhary as its coparceners.

Permanent Account Number: AAAHK1061R

Address: 401, Shubh Angan, JVPD Road No.5, Vile Parle (West), Mumbai, Maharashtra 400 056.

7. Suresh M Pansari HUF

Suresh M Pansari HUF came into existence on November 6, 1980 and Sureshkumar Pansari is its Karta with Kapal Suresh Pansari, Chaman Pansari, Arhaan Kapal Pansari, Yuvraj Kapal Pansari, Sia Pansari and Yug Pansari as its coparceners and Manju Suresh Pansari as its member.

Permanent Account Number: AAEHS8852A

Address: 801, Shubhangan Building, 5th NS Road, J V P D Scheme, Vile Parle (West), Mumbai, Maharashtra 400 056.

Our Company confirms that the permanent account number, bank account number, driving license, Aadhaar card and passport number of the Promoters will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Change in Control of our Company

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Other ventures of our Promoters

Except as disclosed above and in "*Our Management*" beginning on page 254, our Promoters are not involved in any other venture.

Interests of Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective shareholding in our Company, their directorship in our Company (in case of individual Promoters) and the dividends payable and any other distributions in respect of their respective shareholding in our Company. Our Individual Promoters are also interested to the extent of shareholding of their relatives in our Company. For further details of the shareholding of our Promoters in our Company, see "*Capital Structure - Build-up of the Promoters' shareholding in our Company*" beginning on page 108.

Further, our Promoters are also directors on the boards, or shareholders, proprietors, members, partners or persons in control of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details of interest of our Promoters in our Company, see "*Other Financial Information – Related Party Transactions*" on page 371.

Our Promoters are also interested in our Company to the extent of the unsecured loans extended by our Promoters and other related parties to our Company. For further details, see "*Financial Information - Restated Consolidated Financial Information - Notes to Restated Consolidated Financial Information – Note 44"* on page 357.

Our Promoters may also be deemed to be interested to the extent of remuneration, benefits, and reimbursement of expenses payable to them as Directors on our Board. For further details, see "*Our Management*" on page 254.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to any firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a directors, promoters or otherwise for services rendered by such Promoters or by such firm or company, in connection with the promotion or formation of our Company.

Except as disclosed in *"Our Management- Interest of our Directors- Interest in Property*" and '*Related Party Transactions'* on page 261 and 371, our Promoters have no interest in any property acquired by our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested in any other entity which holds any intellectual property rights that are used by our Company.

Common Pursuits

Except as disclosed in "Risk Factors - *Our Promoters, Directors, Key Managerial Personnel and other key executives of our Company and Subsidiaries may enter into ventures that may lead to real or potential conflicts of interest with our business. Further, conflicts of interest may arise out of common business objects between our Company, Subsidiaries, and Group Companies.*" on page 65, our Promoters do not have any interest in any venture that is involved in any activities similar to those of our Company.

Payments or Benefits to Promoter or Promoter Group

Except as stated in "*Financial Information - Restated Consolidated Financial Information - Notes to Restated Consolidated Financial Information – Note 44* " and "*Our Management*" on pages 357 and 260, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoters have dissociated in the last three years

Our Promoters have not disassociated themselves from any company or firm during the three years preceding the date of filing of the Draft Red Herring Prospectus.

Confirmations

Our Promoters and members of our Promoter Group have not been debarred from accessing the capital markets by SEBI or any other regulatory or governmental authorities.

Our Promoters are not a promoter of any other Company which is debarred from accessing capital markets.

Our Promoters have not been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations.

None of our Promoters have been declared as a fugitive economic offender in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018.

Except as disclosed in '*Outstanding Litigation and Material Developments'* on page 414, there are no legal regulatory proceedings involving our Promoters as on the date of this Draft Red Herring Prospectus.

Material guarantees

Our Promoters have not given any material guarantee to any third party, in respect of the Equity Shares, as of the date of this Draft Red Herring Prospectus.

Promoter Group

Persons constituting the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations except the Promoters and our Subsidiaries are set out below:

Natural persons forming part of our Promoter Group:

S. No.	Name of the individual	Relationship
	Kapal Suresh Pansari	
1.	Priyanka Kapal Pansari	Spouse
2.	Manju Suresh Pansari	Mother
3.	Arhaan Kapal Pansari	Child
4.	Yuvraj Kapal Pansari	Child
5.	Naresh Mahavirprasad Saraf	Father of spouse
6.	Renu Naresh Saraf	Mother of spouse
7.	Niharika Naresh Saraf	Sister of spouse
	Sureshkumar Pansari	
1.	Manju Suresh Pansari	Spouse
2.	Vijay Kumar Pansari	Brother
3.	Rajkumar Pansari	Brother
4.	Saroj Devi Dhanuka	Sister
5.	Sobha Devi Saraf	Sister
6.	Babita Pradeepkumar Deora	Sister
7.	Satyabhama Parmeshwar Saraf	Mother of spouse
8.	Pawan Kumar Saraf	Brother of spouse
	Chaman Pansari	
1.	Manju Suresh Pansari	Mother
2.	Gazal Pansari	Spouse

S. No.	Name of the individual	Relationship
3.	Sia Pansari	Child
4.	Yug Pansari	Child
5.	Sohan Goenka	Father of spouse
6.	Asha Goenka	Mother of spouse
7.	Geet Goenka	Brother of spouse
8.	Neha Anant Roongta	Sister of spouse
Krishna Kumar Choudhary		
1.	Meena Choudhary	Spouse
2.	Radheshyam Choudhary	Father
3.	Shiv Kumar Choudhary	Brother
4.	Ravindra Choudhary	Brother
5.	Vimladevi Garg	Sister
6.	Paramadevi Agrawal	Sister
7.	Vijaya Gupta	Sister
8.	Seema Gadia	Sister
9.	Poonam Gadia	Sister
10.	Premlata Kedia	Sister
11.	Saroj Tulsyan	Sister
12.	Richa Vohra	Child
13.	Rashi Choudhary	Child
14.	Ashok Kumar Agarwal	Brother of spouse
15.	Krishna Kumar Agrawal	Brother of spouse
16.	Kusum Aggarwal	Sister of spouse
17.	Asha Bansal	Sister of spouse
Keshav Krishna Kumar Choudhary		
1.	Meena Choudhary	Mother
2.	Richa Vohra	Sister
3.	Rashi Choudhary	Sister
4.	Megha Beria	Spouse
5.	Manoj Beria	Father of spouse
6.	Sanju Devi	Mother of spouse
7.	Sanskriti Beria	Sister of spouse

Entities forming part of our Promoter Group:

S. No.	Name of the Entity
1.	Sanwaria Texpro Private Limited
2.	CEEPEE Pharma Private Limited
3.	Choudhary Chemical Industries Private Limited
4.	Uniproducts India
5.	International Ribbon Manufacturing Company
6.	CEEPEE Consultants
7.	PV Lumens LLP
8.	PV Lumens India Private Limited
9.	Elmack Engg Services
10.	Elmack Engg Services Private Limited
11.	Ceekay Healthcare Private Limited
12.	NPG Aggro LLP
13.	MLC Enterprises LLP
14.	Uniseven Lube LLP
15.	Pushpak Buildtech Private Limited
16.	Saraf Chemicals Private Limited
17.	Sarex Organics Private Limited
18.	Supertex Chemicals Private Limited
19.	LLW (India) technology Private Limited
20.	Astrum Innovations Private Limited
21.	RC Realtors Private Limited
22.	Unique Compusoft Private Limited
23.	Choudhary Associates
24.	Alphabet Imaging Technologies LLP
25.	Technology Distribution Association India
26.	Rotary Royales Foundation
27.	Choudhary Foundation

S. No.	Name of the Entity
28.	Om foundation*
29.	Choudhary Trust
30.	Unirich Jewellery Limited
31.	Unirich Investment Limited
32.	Jah Limited
33.	BK Chain Limited
34.	Bglobal Inc Limited
35.	Auto Gain Limited
36.	Learnrod Technologies Private Limited
37.	Kapal Suresh Pansari (HUF)
38.	Chaman Suresh Pansari (HUF)
39.	Radheyshyam Choudhary (HUF)
40.	Keshav Choudhary (HUF)
41.	SK Choudhary (HUF)
42.	Ravindra Choudhary (HUF)
43.	Durgadutt Choudhary (HUF)
44.	Shri Radhakishan Mahaveer Prasad Pansari Charitable Trust*
45.	Shri Ashok Singhal Memorial Trust*
46.	Sangam Foundation*
47.	RVG Educational Foundation*
48.	Rajasthani Sammelan Education Trust*
49.	Shri Krishna Gaushala*
50.	Agarwal Seva Mandal*
51.	Radhakrishan Sanwarmal Pansari Charitable Trust*
52.	Ramgarh Hospital Trust*
53.	Seema Ratankumar Gadia – Sole Proprietorship

** Identified as a member of the Promoter Group due to association of one or more Promoter(s) with the trust, in their capacity as a trustee/settlor. This is a charitable trust, and none of the Promoters have a pecuniary interest in it.*

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of "group companies", our Company has considered (i) such companies (other than Promoters and Subsidiaries) with which there were related party transactions during the period for which Restated Consolidated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards; and (ii) any other companies which are considered material by our Board.

In respect of item (ii) above, our Board in its meeting held on December 21, 2022, has considered and adopted the Materiality Policy, *inter alia*, for identification of companies that shall be considered material and shall be disclosed as a group company in the Draft Red Herring Prospectus. In terms of the Materiality Policy, if a company (a) is a member of our Promoter Group; and (b) has entered into one or more transactions with our Company during the most recent Financial Year and/or the relevant stub period included in the Restated Consolidated Financial Information, that cumulatively exceed 10% of the total revenue of our Company derived from the Restated Consolidated Financial Information of the last Financial Year and/ or the relevant stub period included in the Restated Consolidated Financial Information, it shall be considered material and identified as a group company in this Draft Red Herring Prospectus.

Based on the parameters outlined above, our Board has identified i) Unique Compusoft Private Limited, ii) Elmack Engg Services Private Limited, iii) Rotary Royales Foundation, iv) CEEPEE Pharma Private Limited, v) Technology Distribution Association of India, vi) Choudhary Chemicals Industries Private Limited and vii) Sanwaria Texpro Private Limited as the group companies of our Company ("**Group Companies**") as on the date of this Draft Red Herring Prospectus.

Further, in accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of the top five Group Companies determined on the basis of their annual turnover based on their respective audited financial statements for the preceding three years i.e. i) Unique Compusoft Private Limited, ii) Elmack Engg Services Private Limited, iii) Rotary Royales Foundation, iv) CEEPEE Pharma Private Limited, v) Technology Distribution Association of India shall be hosted on their respective websites or the website of our Company as indicated below:

Details of our Group Companies

1. ***Unique Compusoft Private Limited***

The registered office of Unique Compusoft Private Limited is situated at 205, Osian building, 12, Nehru Place, New Delhi – 110019, Delhi.

The details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of Unique Compusoft Private Limited for financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 in terms of the SEBI ICDR Regulations are available on our Company's website at https://rptechindia.com/page/financial .

2. ***Elmack Engg Services Private Limited***

The registered office of Elmack Engg Services Private Limited is situated at Old No. 20, New No.38 Club Road, Srinivasa Nager, Chetpet, Chennai – 600031 Tamil Nadu, India.

The details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of Elmack Engg Services Private Limited for financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 in terms of the SEBI ICDR Regulations are available on its website at https://www.elmack.co.in/financial .

3. ***Rotary Royales Foundation***

The registered office of Rotary Royales Foundation is situated at 5th Floor, Ariisto House, N.S Phadke Road, Andheri East, Mumbai-400069.

The details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of Rotary Royales Foundation for financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 in terms of the SEBI ICDR Regulations are available on its website at https://rotaryindia.org/Documents/WebsiteData/Group31047/MENU/Rotary_Royales_Foundation17012023061915PM.pdf .

4. ***CEEPEE Pharma Private Limited***

The registered office of CEEPEE Pharma Private Limited is situated at 205/6, Unique House, Chakala Road, Andheri (East) Mumbai – 400099 Maharashtra, India.

The details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of CEEPEE Pharma Private Limited for financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 in terms of the SEBI ICDR Regulations are available on our Company's website at https://rptechindia.com/page/financial .

5. ***Technology Distribution Association of India***

The registered office of Technology Distribution Association of India is situated at 105, Unique Industrial Estate Cardinal Gracious Road, Chakala, Andheri (East) Mumbai – 400099 Maharashtra, India.

The details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the audited financial statements of Technology Distribution Association of India for financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 in terms of the SEBI ICDR Regulations are available on its website at https://tdai.co.in/financial.html .

6. ***Choudhary Chemical Industries Private Limited***

The registered office of Choudhary Chemical Industries Private Limited is situated at 5th Floor, Ariisto House, Telli Galli Corner, Andheri (East) Mumbai – 400069 Maharashtra, India.

7. ***Sanwaria Texpro Private Limited***

The registered office of Sanwaria Texpro Private Limited is situated at 206, Unique House, Chakala Road, Andheri East, Mumbai-400099.

Interest of Group Companies in our Company

(a) ***In the promotion of our Company or business interests in our Company***

None of our Group Companies has any interest in the promotion of our Company. Except for Sanwaria Texpro Private Limited, none of our Group Companies has any business interest in our Company. For details see '*Related Party Transactions'* on page 371.

(b) ***In the properties acquired by our Company in the past three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired***

Except for the office premises leased to our Company by CEEPEE Pharma Private Limited and leave and license agreements with Choudhary Chemical Industries Private Limited and Sanwaria Texpro Private Limited, none of our Group Companies has any interest in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or that are proposed to be acquired by our Company. For further details see '*Related Party Transactions'* on page 371.

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

None of our Group Companies has any interest in any transactions for the acquisition of land, construction of building or supply of machinery

Common Pursuits amongst the Group Companies with our Company

There are no common pursuits between the Group Companies and our Company.

Related Business Transactions with our Group Companies and significance on the financial performance of our Company

For details of related party transactions between our Company and our Group Companies till they were related parties under the applicable accounting standard, see "*Related Party Transactions*" on page 371.

Litigation

None of our Group Companies are currently party to any pending litigations which would have a material impact on our Company.

None of the securities of our Group Companies are listed on any stock exchange.

DIVIDEND POLICY

The dividend policy of our Company was adopted and approved by our Board in their meeting held on September 23, 2022 ("**Dividend Policy**"). The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and other applicable law, including the Companies Act.

The quantum of dividend, if any, and our ability to pay dividends will depend on a number of factors, including, but not limited to, our Company's profits, past dividend trends, capital requirements, financial commitments and financial requirements including business expansion plans, applicable legal restrictions and other factors considered relevant by our Board. Our Company may also, from time to time, pay interim dividends. We may retain all our future earnings, if any, for use in the operations and expansion of our business. In a year where the profits of our Company are inadequate or there is a loss, our Company would like to utilise the reserves judiciously and the Board may not consider payment of dividend as a viable proposition. For details of risks in relation to our capability to pay dividend, see "*Risk Factors - Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures and the terms of our financing arrangements.*" on page 67.

The dividends declared and paid by the Company on the equity shares of our Company in the last three Fiscals and until the date of this Draft Red Herring Prospectus as per the Restated Consolidated Financial Information are set forth below:

Particulars	**Details of the dividend for the period April 1, 2022 to January 18, 2023**	**Details for the Financial year**		
		March 31, 2022	**March 31, 2021**	**March 31, 2020**
Face value of Equity Shares *(in INR)*	5	5	10	10
Dividend amount *(in INR million)#*	Nil	0.94*	0.90*	0.99**
Number of Equity Shares *(in million) (40,789,055 shares issued during the Financial year ended 2021-22)*	41.78	41.78	0.99	0.99
Total dividend per Equity Share *(in INR)*	Nil	0.02^	0.90^	1
Rate of dividend on Equity Share *(%)*	-	10%	10%	10%
Dividend distribution tax *(in INR million)*	-	-	-	0.20
Tax deducted at source on dividend u/s 194 of the Income Tax Act, 1961 (w.e.f. 01.04.2020) *(in INR million)*	-	0.10	0.10	-
Mode of payment	-	NEFT	NEFT	NEFT

As certified by Pipara & Co LLP, Chartered Accountants, by way of their certificate dated January 18, 2023.
 # Excluding dividend distribution tax
**Excluding Tax deducted at source*
*** The Company has paid INR 1.98 Million as dividend during the Financial year 2019-20, out of which, INR 0.99 million pertains to the Financial year 2018-19 but is paid in Financial year 2019-20. Hence, only INR 0.99 million is presented in the above table.*
^Amount is net of TDS

SECTION V – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

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Deloitte Haskins & Sells LLP
Chartered Accountants
One International Center, Tower 3,
27th - 32nd Floor, Senapati Bapat Marg,
Elphinstone Road (West),
Mumbai 400013
Maharashtra, India

Pipara & Co LLP
Chartered Accountants
Tradelink Building, #3, 7th Floor (1303),
E Wing, A Block, Kamala Mills Compound,
Senapati Bapat Marg,
Mumbai 400013
Maharashtra, India

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Rashi Peripherals Limited
(formerly known as Rashi Peripherals Private Limited)

Dear Sirs / Madams,

1. We have jointly examined, as appropriate (refer paragraph 5 below), the attached Restated Consolidated Financial Information of Rashi Peripherals Limited (formerly known as Rashi Peripherals Private Limited) (the "Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "Group"), comprising the Restated Consolidated Statements of Assets and Liabilities as at September 30, 2022, March 31, 2022, 2021 and 2020, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statements of Cash Flows, the Restated Consolidated Statements of Changes in Equity for the six month period ended September 30, 2022 and for the years ended March 31, 2022, 2021 and 2020, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on December 21, 2022 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed initial public offer of equity shares of the Company ("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 (the "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") read with SEBI Communication as mentioned in Note 1.2 to the Restated Consolidated Financial Information (the "SEBI Communication"), as applicable.

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") in connection with the IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 1.2 to the Restated Consolidated Financial Information. The respective Board of Directors of the companies included in the Group are responsible for designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the respective restated financial information, which have been used for the purpose of preparation of this Restated Consolidated Financial Information by the Board of Directors of the Company, as aforesaid. The respective Board of Directors are also responsible for identifying and ensuring that the Group / each company within the Group complies with the Act, the ICDR Regulations and the Guidance Note read with the SEBI Communication, as applicable.

3. We have examined such Restated Consolidated 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 August 2, 2022 and addendum dated October 1, 2022 thereto, in connection with the proposed IPO of equity shares of the Issuer;

b) The Guidance Note read with the SEBI Communication, as applicable. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial 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 read with the SEBI Communication, as applicable, in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

   a) the audited special purpose consolidated interim financial statements of the Group as at and for the six months period ended September 30, 2022 prepared in accordance with the recognition and measurement principles of Indian Accounting Standards (the "Ind AS") 34 "Interim Financial Statements" as prescribed under Section 133 of the Act read with relevant rules thereunder and the other accounting principles generally accepted in India (the "Special Purpose Consolidated Interim Financial Statements"), which have been approved by the Board of Directors at their meeting held on December 21, 2022.

   b) the audited consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2022 (along with comparative consolidated Ind AS financial statements as at and for the year ended March 31, 2021) prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with relevant rules thereunder and the other accounting principles generally accepted in India (the "Consolidated Ind AS Financial Statements"), which have been approved by the Board of Directors at their meeting held on July 29, 2022.

   c) the audited special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2021 (the "2021 Special Purpose Consolidated Ind AS Financial Statements") prepared in accordance with basis described in Note 1.2 of the Restated Consolidated Financial Information, which have been approved by the Board of Directors at their meeting held on September 23, 2022.

   d) the audited special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2020 (the "2020 Special Purpose Consolidated Ind AS Financial Statements") prepared in accordance with basis described in Note 1.2 of the Restated Consolidated Financial information, which have been approved by the Board of Directors at their meeting held on September 23, 2022.

5. For the purpose of our examination, we have relied on:

   a) Auditor's report issued by us dated December 21, 2022 on the Special Purpose Consolidated Interim Financial Statements of the Group as at and for the six months period ended September 30, 2022 as referred to in paragraph 4(a) above.

   b) Auditor's report issued by us dated July 29, 2022 on the Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2022 (along with comparative consolidated Ind AS financial statements as at and for the year ended March 31, 2021) as referred to in paragraph 4(b) above.

   c) Auditor's report issued by the previous auditors of the Company who continue to be one of the joint auditors', namely Pipara & Co. LLP (the "Previous Auditors" or "P&C LLP") dated September 23, 2022 on the 2021 Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2021 as referred in paragraph 4(c) above, which included an Emphasis of Matter paragraph as mentioned below:

Emphasis of Matter:

"We draw attention to Note 1.2 to the 2021 Special Purpose Consolidated Ind AS Financial Statements, which describes the purpose and basis of preparation. The 2021 Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information in relation to the proposed initial public offering of the Company and to comply with the SEBI Communication. As a result, the 2021 Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any another purpose. The 2021 Special Purpose Consolidated Ind AS Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent. Our opinion is not modified in respect of this."

d) Auditors' report issued by P&C LLP dated September 23, 2022 on the 2020 Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the year ended March 31, 2020 as referred in paragraph 4(d) above, which included an Emphasis of Matter paragraph as mentioned below:

Emphasis of Matter:

"We draw attention to Note 1.2 to the 2020 Special Purpose Consolidated Ind AS Financial Statements, which describes the purpose and basis of preparation. The 2020 Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information in relation to the proposed initial public offering of the Company and to comply with the SEBI Communication. As a result, the 2020 Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any another purpose and are also not financial statements prepared pursuant to any requirements under section 129 of the Act. The 2020 Special Purpose Consolidated Ind AS Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent. Our opinion is not modified in respect of this matter."

The statutory audits of the consolidated financial statements of the Group as at and for the years ended March 31, 2021 and 2020 prepared in accordance with the accounting standards notified under the section 133 of the Act ("Indian GAAP") (the "Statutory Consolidated Indian GAAP Financial Statements"), which were approved by the Board of directors at their meeting held on June 30, 2021 and June 13, 2020 respectively, were conducted by P&C LLP. P&C LLP issued reports dated June 30, 2021 and June 13, 2020 respectively, on the Statutory Consolidated Indian GAAP Financial Statements.

Further, the audits of the 2021 Special Purpose Consolidated Ind AS Financial Statements and 2020 Special Purpose Consolidated Ind AS Financial Statements of the Group (collectively, the "Special Purpose Consolidated Ind AS Financial Statements") were conducted by P&C LLP. P&C LLP have examined the special purpose restated consolidated financial information as at and for the years ended March 31, 2021 and 2020 and accordingly reliance has been placed on the restated consolidated statement of assets and liabilities and the restated consolidated statement of profit and loss (including other comprehensive income), restated statement of cash flows and restated statement of changes in equity, the summary statement of significant accounting policies, and other explanatory information (collectively, the "Special Purpose Restated

Consolidated Financial Information") examined by P&C LLP for the said years. The examination report included for the said years is based solely on the report submitted by P&C LLP. They have also confirmed that the Special Purpose Restated Consolidated Financial Information:

i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2021 and 2020 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six month period ended September 30, 2022;

ii. do not require any adjustment for modification as there is no modification in the underlying audit reports as referred in paragraph 5(c) and 5(d) above. There are items relating to emphasis of matters (refer paragraph 5(c) and 5(d) above), which do not require any adjustment to the Special Purpose Restated Consolidated Financial Information; and

iii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note read with the SEBI Communication, as applicable.

6. As indicated in our audit reports referred in paragraphs 5(a) and 5(b) above

a. We did not audit the financial statements of a subsidiary located in India whose share of total assets, total revenues and net cash inflows / (outflows) included in the Special Purpose Consolidated Interim Financial Statements and Consolidated Ind AS Financial Statements, is tabulated below, which have been audited by other auditors, and whose report has been furnished to us by the Company's management and our opinion on the Special Purpose Consolidated Interim Financial Statements and on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the other auditors:

(Rs in Million)

Particulars	**As at / for the six month period ended September 30, 2022**	**As at / for the year ended March 31, 2022**
Total assets	182.39	147.76
Total revenue	83.63	226.68
Net cash inflow / (outflows)	(3.26)	1.86

b. We did not audit financial statements / financial information of a subsidiary located outside India whose share of total assets, total revenues and net cash inflows / (outflows) included in the Special Purpose Consolidated Interim Financial Statements and Consolidated Ind AS Financial Statements, is tabulated below, which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion on the Special Purpose Consolidated Interim Financial Statements and on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary located outside India, is based solely on the report of the other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

(Rs in Million)

Particulars	**As at / for the six month period ended September 30, 2022**	**As at / for the year ended March 31, 2022**
Total assets	869.86	639.54
Total revenue	1023.07	1,497.00
Net cash inflow / (outflows)	(86.17)	(79.70)

c. We did not audit financial statements / financial information of a branch located outside India whose share of total assets and total revenues included in the Special Purpose Consolidated Interim Financial Statements and Consolidated Ind AS Financial Statements, is tabulated below, which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company‘s management has converted the financial statements of such branch located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company‘s management. Our opinion on the Special Purpose Consolidated Interim Financial Statements and on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this branch located outside India, is based solely on the report of the other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

(Rs in Million)

Particulars	**As at / for the six month period ended September 30, 2022**	**As at / for the year ended March 31, 2022**
Total assets	375.52	65.28
Total revenue	336. 27	146.99

d. The comparative financial statements for the year ended March 31, 2021 in respect of a subsidiary located in India, and the related transition date opening balance sheet as at April 1, 2020 included in the financial statements, have been prepared after adjusting previously issued financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS. The previously issued financial statements were audited by the other auditors whose reports for the year ended March 31, 2020 and March 31, 2021 dated June 13, 2020 and May 19, 2021 respectively expressed an unmodified opinion on those financial statements. Adjustments made to the previously issued financial statements to comply with Ind AS have been audited by us.

e. The comparative financial statements for the year ended March 31, 2021 in respect of a subsidiary and branch located outside India, whose financial statements have been prepared in accordance with accounting principles generally accepted in their country and have been audited by other auditors under generally accepted auditing standards applicable in their country. The Company’s management has converted the financial statements of such subsidiary and branch located outside India from accounting principles generally accepted in their country to accounting principles generally accepted in India. Our opinion on the Consolidated Ind AS Financial Statements is not modified in respect of these matters.

7. In respect of the entities mentioned in paragraph 6(a) and 6(b) above, the other auditors have examined the restated financial information of the respective entities included in these Special Purpose Restated Consolidated Financial Information and have confirmed that the restated financial information of the entities:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the years ended March 31, 2022, 2021 and 2020 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed by the Group as at and for the six month period ended September 30, 2022, to the extent applicable;

b) do not require any adjustment for modification as there is no modification in the underlying audit reports; and

c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note read with the SEBI Communication, as applicable.

8. Based on examination report on the Special Purpose Consolidated Financial Information dated December 21, 2022 provided by P&C LLP, the audit reports referred in Paragraph 5(c) and 5(d) above on the Special Purpose Consolidated Ind AS Financial Statements issued by P&C LLP included following other matters:

   a) we did not audit financial statements / financial information of a subsidiary located in India whose share of total assets, total revenues and net cash inflows / (outflows) included in the Special Purpose Consolidated Ind AS Financial Statements, is tabulated below, which have been audited by other auditors, and whose reports have been furnished to us by the Company's management and our opinion on the Special Purpose Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors:

(Rs in Million)

Particulars	**As at / for the year ended March 31, 2021**	**As at / for the year ended March 31, 2020**
Total assets	98.87	104.63
Total revenue	201.05	166.16
Net cash inflow / (outflows)	1.36	(0.19)

   b) We did not audit financial statements / financial information of a subsidiary located outside India whose share of total assets, total revenues and net cash inflows / (outflows) included in the Special Purpose Consolidated Ind AS Financial Statements, is tabulated below, which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary located outside India, is based solely on the reports of the other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

(Rs in Million)

Particulars	**As at / for the year ended March 31, 2021**
Total assets	446.77
Total revenue	446.34
Net cash inflow / (outflows)	99.54

   c) We did not audit financial statements / financial information of a branch located outside India whose share of total assets and total revenues included in the Consolidated Ind AS Financial Statements, is tabulated below, which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such branch located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this branch located outside India, is based solely on the reports of the other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

(Rs in Million)

Particulars	**As at / for the year ended March 31, 2021**	**As at / for the year ended March 31, 2020**
Total assets	24.52	1.71
Total revenue	568.14	2.15

Our opinion on the Special Purpose Consolidated Ind AS Financial Statements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the branch auditor and other auditor.

d) In respect of the entities mentioned in Paragraph 8(a) above, the other auditors have examined the restated financial information of the respective entities included in these Special Purpose Restated Consolidated Financial Information and have confirmed that the restated financial information of the entities:

   i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the years ended March 31, 2021 and 2020 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed by the Group as at and for the six month period ended September 30, 2022 to the extent applicable;

   ii. do not require any adjustment for modification as there is no modification in the underlying audit reports; and

   iii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note read with the SEBI Communication, as applicable.

9. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by P&C LLP / the other auditors, as mentioned in paragraphs 5 and 6 above, respectively, we report that the Restated Consolidated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2022, 2021 and 2020 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six month period ended September 30, 2022, as applicable;

   b) do not require any adjustment for modification as there is no modification in the underlying audit reports referred in paragraph 5(a), (b), (c) and (d) above. There are items relating to emphasis of matters (refer paragraph 5 above), which do not require any adjustment to the Restated Consolidated Financial Information; and

   c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note read with the SEBI Communication, as applicable.

10. Each of the joint auditors on its behalf confirms that they have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

11. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited Special Purpose Consolidated Interim Financial Statements, Consolidated Ind AS Financial Statements, Special Purpose Consolidated Ind AS Financial Statements, Statutory Consolidated Indian GAAP Financial Statements as at and for the years ended March 31, 2021, and 2020 mentioned in paragraph 5 above.

12. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us and / or P&C LLP, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

14. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Deloitte Haskins & Sells LLP** Chartered Accountants (Firm's Registration No. 117366W/W-100018) **Pallavi Sharma** (Partner) Membership No. 113861 UDIN: 22113861BFUYMS8477	For **Pipara & Co. LLP** Chartered Accountants (Firm's Registration No. 107929W/W-100219) **Bhawik Madrecha** (Partner) Membership No. 163412 UDIN: 22163412BFWQID3010

Place: Mumbai
Date: December 21, 2022

Rashi Peripherals Limited (Formerly known as Rashi Peripherals Private Limited)
CIN: U30007MH1989PLC051039
Restated Consolidated Financial Information

Restated Consolidated Statement of Assets & Liabilities

Rupees in millions

	Particulars	Note	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
I	**ASSETS**					
1	**NON-CURRENT ASSETS**					
	(a) Property, plant and equipment	2	542.64	580.15	521.46	515.56
	(b) Right of use assets	3	33.54	36.25	8.88	13.55
	(c) Capital work-in-progress	4	3.02	0.92	31.58	7.69
	(d) Intangible assets	5	33.84	43.51	51.23	59.33
	(e) Goodwill	5A	41.08	41.08	41.08	12.41
	(f) Financial assets					
	(i) Investments (others)	6	146.63	73.34	0.03	23.10
	(ii) Other financial assets	7	125.82	279.97	220.97	172.31
	(g) Non current tax assets (net)	10	66.17	19.04	-	-
	(h) Deferred tax assets (net)	9	74.88	44.33	17.10	12.72
	(i) Other non-current assets	11	70.81	63.57	79.31	56.95
	SUB-TOTAL (A)		**1,138.43**	**1,182.16**	**971.64**	**873.62**
2	**CURRENT ASSETS**					
	(a) Inventories	12	17,938.16	11,993.03	5,725.32	4,890.08
	(b) Financial assets					
	(i) Trade receivables	13	12,143.44	11,521.47	7,923.76	4,182.59
	(ii) Cash and cash equivalents	14	378.17	451.94	289.47	49.69
	(iii) Loans	15	0.04	20.97	60.00	0.07
	(iv) Other financial assets	16	13.80	1.13	2.49	30.53
	(c) Other current assets	17	2,549.22	1,526.87	971.22	822.54
	SUB-TOTAL (B)		**33,022.83**	**25,515.41**	**14,972.26**	**9,975.50**
	TOTAL ASSETS (A+B)		**34,161.26**	**26,697.57**	**15,943.90**	**10,849.12**
II	**EQUITY AND LIABILITIES**					
1	**EQUITY**					
	(a) Equity share capital	18	208.92	208.92	9.95	9.95
	(b) Other equity	19	6,269.69	5,542.50	3,932.63	2,617.54
	EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY		**6,478.61**	**5,751.42**	**3,942.58**	**2,627.49**
	Non-Controlling interest		(7.72)	31.87	27.44	(28.38)
	SUB-TOTAL (A)		**6,470.89**	**5,783.29**	**3,970.02**	**2,599.11**
2	**LIABILITIES**					
2.1	**NON-CURRENT LIABILITIES**					
	(a) Financial liabilities					
	(i) Borrowings	20	404.95	607.79	651.06	131.73
	(ii) Lease liabilities	21	16.22	21.47	5.18	8.44
	(iii) Other financial liabilities	22	-	-	-	3.45
	(b) Provisions	23	15.38	25.64	7.93	6.97
	(c) Contract liabilities	24	12.22	12.14	6.38	2.56
	(d) Deferred tax liabilities (net)	9	104.93	99.03	113.83	112.00
	SUB-TOTAL (B)		**553.70**	**766.07**	**784.38**	**265.15**
2.2	**CURRENT LIABILITIES**					
	(a) Financial liabilities					
	(i) Borrowings	25	9,607.76	8,209.60	4,238.87	3,120.92
	(ii) Lease liabilities	21	19.63	17.24	4.21	8.91
	(iii) Trade payables	26				
	Total outstanding dues of micro enterprises and small enterprises		0.74	3.00	2.52	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises		16,846.48	11,273.47	6,633.53	4,507.27
	(iv) Other financial liabilities	27	173.64	213.49	59.20	55.29
	(b) Other current liabilities	29	271.25	304.70	77.89	229.28
	(c) Provisions	28	35.22	29.47	23.83	16.07
	(d) Current tax liabilities (net)	10A	-	-	94.74	1.81
	(e) Contract liabilities	24	181.95	97.24	54.71	45.31
	SUB-TOTAL (C)		**27,136.67**	**20,148.21**	**11,189.50**	**7,984.86**
	TOTAL EQUITY AND LIABILITIES (A+B+C)		**34,161.26**	**26,697.57**	**15,943.90**	**10,849.12**

Significant accounting policies and notes forming part of the Restated Consolidated Financial Information 1 - 62

In terms of our report attached

For Pipara & Co LLP
Chartered Accountants
FRN: 107929W/W100219

For Deloitte Haskins & Sells LLP
Chartered Accountants
FRN: 117366W/W-100018

For and on behalf of the Board of Directors
Rashi Peripherals Limited

Bhawik Madrecha
Partner
Membership No. 163412

Pallavi Sharma
Partner
Membership No. 113861

Krishna Kumar Choudhary
Director
DIN: 00215919

Sureshkumar Pansari
Director
DIN: 00215712

Kapal Suresh Pansari
Managing Director
DIN: 00215510

Place : Mumbai
Date : 21 December, 2022

Himanshu Kumar Shah
Chief Financial Officer

Hinal Shah
Company Secretary &
Compliance Officer

Place : Mumbai
Date : 21 December, 2022

Rashi Peripherals Limited (Formerly known as Rashi Peripherals Private Limited)
CIN: U30007MH1989PLC051039
Restated Consolidated Financial Information

Restated Consolidated Statement of Profit and Loss

Rupees in millions

Particulars	Note No.	For the six months period ended 30 September 2022	For the year 31 March 2022	For the year 31 March 2021	For the year 31 March 2020
I Revenue from operations	30	50,238.09	93,134.38	59,250.48	39,344.82
II Other Income	31	85.49	84.83	51.92	76.59
III Total Income (I + II)		**50,323.58**	**93,219.21**	**59,302.40**	**39,421.41**
IV Expenses					
(a) Purchases of stock-in-trade	32	53,708.62	94,324.56	56,460.97	38,618.96
(b) Changes in inventories of stock-in-trade	33	(5,945.13)	(6,267.71)	(683.51)	(1,518.92)
(c) Employee benefits expense	34	664.51	1,142.80	787.41	753.06
(d) Finance costs	35	398.36	536.84	288.51	352.78
(e) Depreciation and amortisation expenses	2,3,5	72.68	116.86	75.08	75.24
(f) Other expenses	36, 36A	530.46	967.39	585.26	629.73
Total Expenses (IV)		**49,429.50**	**90,820.74**	**57,513.72**	**38,910.85**
V Restated Profit before Tax (III - IV)		**894.08**	**2,398.47**	**1,788.68**	**510.56**
VI Tax Expense					
(a) Current tax	8	258.29	633.86	441.49	142.57
(b) Deferred tax	9	(37.96)	(55.45)	(13.60)	(14.24)
(c) (Short)/Excess provision for earlier years		-	(5.05)	(2.71)	(0.08)
Total tax expense		**220.33**	**573.36**	**425.18**	**128.25**
VII Restated Profit after tax (V-VI)		**673.75**	**1,825.11**	**1,363.50**	**382.31**
VIII Restated Other comprehensive income		**14.90**	**(8.57)**	**(22.45)**	**(3.13)**
A Items that will not be reclassified to profit or loss					
(a) (i) Remeasurement of defined benefits plan - (loss)/gain		(8.22)	(38.73)	(17.94)	(9.63)
(ii) Income tax (expenses)/benefits on remeasurement of defined benefits plan		(1.87)	(9.73)	(4.51)	(2.43)
(b) (i) Net fair value gain/(loss) on investments in equity shares through OCI		53.29	53.31	-	11.93
(ii) Income tax (expenses)/benefits on net fair value gain on investments in equity shares through OCI		(13.41)	(13.42)	-	(3.00)
B Items that may be reclassified subsequently to profit or loss					
Foreign exchange differences on translation of foreign operations		(14.89)	-	-	-
IX Restated Total comprehensive income for the period/year (VII + VIII)		**688.65**	**1,816.54**	**1,341.05**	**379.18**
Restated Profit for the period/ year attributable to:					
Owners of the Company		705.97	1,820.70	1,303.75	395.91
Non controlling interests		(32.22)	4.41	59.75	(13.60)
		673.75	**1,825.11**	**1,363.50**	**382.31**
Restated Other comprehensive income for the period/ year attributable to:					
Owners of the Company		22.27	(8.59)	(22.45)	(2.92)
Non controlling interests		(7.37)	0.02	-	(0.21)
		14.90	**(8.57)**	**(22.45)**	**(3.13)**
Restated Total comprehensive income for the period/ year attributable to:					
Owners of the Company		728.24	1,812.11	1,281.30	392.99
Non controlling interests		(39.59)	4.43	59.75	(13.81)
		688.65	**1,816.54**	**1,341.05**	**379.18**
XI **Restated Earnings per equity share of Rs. 5 each (FY 2021-22 Rs. 5 each, FY 2020-21 Rs. 10 each and FY 2019-20 Rs. 10 each)**					
(a) Basic (Rs.)	37	16.90	43.57	31.20	9.48
(b) Diluted (Rs.)	37	16.90	43.57	31.20	9.48

Significant accounting policies and notes forming part of the Restated Consolidated Financial Information 1 - 62

In terms of our report attached

For Pipara & Co LLP
Chartered Accountants
FRN: 107929W/W100219

For Deloitte Haskins & Sells LLP
Chartered Accountants
FRN: 117366W/W-100018

For and on behalf of the Board of Directors
Rashi Peripherals Limited

Bhawik Madrecha
Partner
Membership No. 163412

Pallavi Sharma
Partner
Membership No. 113861

Krishna Kumar Choudhary
Director
DIN: 00215919

Sureshkumar Pansari
Director
DIN: 00215712

Kapal Suresh Pansari
Managing Director
DIN: 00215510

Place : Mumbai
Date : 21 December, 2022

Himanshu Kumar Shah
Chief Financial Officer

Hinal Shah
Company Secretary &
Compliance Officer

Place : Mumbai
Date : 21 December, 2022

Rashi Peripherals Limited (Formerly known as Rashi Peripherals Private Limited)
CIN: U30007MH1989PLC051039
Restated Consolidated Financial Information

Restated Consolidated Statements of Cash Flow

Rupees in millions

Particulars	For the six months period ended 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
I. Cash flows from operating activities				
Restated Profit before tax	**894.08**	**2,398.47**	**1,788.68**	**510.56**
Adjustments for:				
Interest income	(71.60)	(45.25)	(30.70)	(53.62)
Dividend income*	0.00	0.00	-	0.00
Liabilities written back	-	(4.71)	-	(0.81)
Allowance for doubtful trade receivables	7.44	29.94	18.83	23.31
Finance costs	398.36	536.84	288.51	352.78
Foreign exchange (Gain)/ loss (net)	40.68	81.67	(16.38)	16.53
(Gain)/ Loss on sale of Property, plant & equipment (net)	(0.24)	0.19	(0.86)	0.51
Rent expense (Security deposit Ind AS 109 effect)	0.23	0.39	0.17	0.17
Depreciation and amortization expense	72.68	116.86	75.08	75.24
Operating profit before working capital changes	1,341.63	3,114.40	2,123.33	924.67
Movements in working capital:				
(Increase)/decrease in trade and other receivables	(629.41)	(3,627.66)	(3,478.32)	822.12
(Increase)/decrease in other financial assets	23.84	(52.57)	(0.57)	13.14
(Increase)/decrease in inventories	(5,945.13)	(6,267.71)	(686.84)	(1,518.92)
(Increase)/decrease in other assets	(974.37)	(539.90)	(171.04)	(80.10)
Increase /(decrease) in trade payable and other liabilities	5,492.83	4,977.57	1,469.11	800.63
Cash generated/(used in) from operations	(690.61)	(2,395.87)	(744.33)	961.54
Income taxes paid (net)	(307.39)	(752.34)	(350.36)	(144.92)
Net cash generated/(used) in operating activities	**(998.00)**	**(3,148.21)**	**(1,094.69)**	**816.62**
II. Cash flows from investing activities				
Investment in Equity shares	-	(20.00)	-	3.30
Acquisition of subsidiary (net off cash acquired as on date of acquisition)	-	-	78.36	-
Loans given	(0.62)	(91.17)	(202.17)	-
Loans repaid	0.60	130.21	142.24	0.01
Interest received	16.38	38.54	26.70	53.62
Dividend received*	0.00	0.00	-	0.00
Refund of Security deposit	-	-	(3.45)	-
Purchase of property, plant and equipment	(18.55)	(122.57)	(59.51)	(23.47)
Proceeds from sale of property, plant and equipment	0.26	0.62	8.00	0.56
Net cash generated/(used) in investing activities	**(1.93)**	**(64.37)**	**(9.83)**	**34.02**
III. Cash flows from financing activities				
Proceeds/ (repayment) from/ of borrowings (net)	1,313.91	3,927.36	1,637.28	(444.99)
Payment of lease liabilities	(10.56)	(15.30)	(5.31)	(9.58)
Dividend paid	(1.05)	(1.00)	-	(2.40)
Share issue expenses	-	(2.28)	-	-
Interest paid on borrowings	(376.14)	(533.73)	(287.67)	(351.24)
Net cash generated/(used in) from financing activities	**926.16**	**3,375.05**	**1,344.30**	**(808.21)**
Net increase/(decrease) in cash and cash equivalents (I + II + III)	**(73.77)**	**162.47**	**239.78**	**42.43**
Cash and cash equivalents at the beginning of the period/ year	451.94	289.47	49.69	7.26
Cash and cash equivalents at the end of the period/ year (Refer Note 14)	**378.17**	**451.94**	**289.47**	**49.69**

Significant accounting policies and notes forming part of the Restated Consolidated Financial Information

1. Statement of Cash Flows has been prepared under the indirect method as set out in the Indian Accounting Standard (Ind AS) 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.
2. Property, plant and equipment includes adjustment for movement of (a) capital work-in-progress and (b) Intangible assets during the period/ year.
3. Changes in liability arising from financing activities (Refer note 49)
4. Previous Year's figures have been regrouped wherever necessary to correspond current period's disclosure.

* Rs. 0.00 Millions denotes amount less than Rs. 10,000.

In terms of our report attached

For Pipara & Co LLP
Chartered Accountants
FRN: 107929W/W100219

For Deloitte Haskins & Sells LLP
Chartered Accountants
FRN: 117366W/W-100018

For and on behalf of the Board of Directors
Rashi Peripherals Limited

Bhawik Madrecha
Partner
Membership No. 163412

Pallavi Sharma
Partner
Membership No. 113861

Krishna Kumar Choudhary
Director
DIN: 00215919

Sureshkumar Pansari
Director
DIN: 00215712

Kapal Suresh Pansari
Managing Director
DIN: 00215510

Place : Mumbai
Date : 21 December, 2022

Himanshu Kumar Shah
Chief Financial Officer

Hinal Shah
Company Secretary & Compliance Officer

Place : Mumbai
Date : 21 December, 2022

Rashi Peripherals Limited (Formerly known as Rashi Peripherals Private Limited)
CIN: U30007MH1989PLC051039
Restated Consolidated Financial Information

Restated Consolidated Statement of changes in equity

A. Equity share capital — Rupees in millions

Particulars	Amount
As at 1 April 2019	**9.95**
Changes in equity share capital during the year	-
As at 31 March 2020	**9.95**
Changes in equity share capital during the year	-
As at 31 March 2021	**9.95**
Changes in equity share capital during the year (issue of equity share)	198.97
As at 31 March 2022	**208.92**
Changes in equity share capital during the six months period ended 30 September, 2022	-
As at 30 September 2022	**208.92**

B. Other Equity — Rupees in millions

Particulars	Reserves and Surplus					Items of Other Comprehensive Income		Non-Controlling interest	Total
	Capital Redemption Reserve	Securities Premium	General Reserve	Revaluation surplus	Retained Earnings	Foreign currency translation reserve	Other items of Other Comprehensive Income		
Restated balance as at 1 April 2019	**0.50**	**75.94**	**1,850.00**	**0.23**	**302.21**	**-**	**(1.93)**	**(14.57)**	**2,212.38**
Restated Profit/ (Loss) for the year	-	-	-	-	395.91	-	-	(13.60)	382.31
Remeasurement of defined benefits plan - (loss)/gain	-	-	-	-	-	-	(9.35)	(0.28)	(9.63)
Income tax (expenses)/benefits on remeasurement of defined benefits plan	-	-	-	-	-	-	(2.50)	0.07	(2.43)
Net fair value gain/(loss) on investments in equity shares through OCI	-	-	-	-	-	-	11.93	-	11.93
Income tax (expenses)/benefits on net fair value gain on investments in equity shares through OCI	-	-	-	-	-	-	(3.00)	-	(3.00)
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**395.91**	**-**	**(2.92)**	**(13.81)**	**379.18**
Transfer from surplus in profit and loss to general reserve	-	-	400.00	-	(400.00)	-	-	-	-
Dividend paid	-	-	-	-	(1.99)	-	-	-	(1.99)
Dividend Distribution Tax	-	-	-	-	(0.41)	-	-	-	(0.41)
Restated balance as at 31 March 2020	**0.50**	**75.94**	**2,250.00**	**0.23**	**295.72**	**-**	**(4.85)**	**(28.38)**	**2,589.16**
Transition date adjustment (Refer note 45A (4))	-	-	-	0.46	33.33	-	-	(0.41)	33.38
As at 1 April 2020	**0.50**	**75.94**	**2,250.00**	**0.69**	**329.05**	**-**	**(4.85)**	**(28.79)**	**2,622.54**
Restated Profit for the year	-	-	-	-	1,303.75	-	-	59.75	1,363.50
Remeasurement of defined benefits plan - (loss)/gain	-	-	-	-	-	-	(17.94)	-	(17.94)
Income tax (expenses)/benefits on remeasurement of defined benefits plan	-	-	-	-	-	-	(4.51)	-	(4.51)
Restated Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**1,303.75**	**-**	**(22.45)**	**59.75**	**1,341.05**
Adjustment on account of acquisition of control	-	-	-	-	-	-	-	(3.52)	(3.52)
Transfer from surplus in profit and loss to general reserve	-	-	1,200.00	-	(1,200.00)	-	-	-	-
As at 31 March 2021	**0.50**	**75.94**	**3,450.00**	**0.69**	**432.80**	**-**	**(27.30)**	**27.44**	**3,960.07**
Restated Profit for the year	**-**	**-**	**-**	**-**	**1,820.70**	**-**	**-**	**4.41**	**1,825.11**
Remeasurement of defined benefits plan - (loss)/gain	-	-	-	-	-	-	(38.75)	0.02	(38.73)
Net fair value gain/(loss) on investments in equity shares through OCI	-	-	-	-	-	-	53.31	-	53.31
Income tax (expenses)/benefits on net fair value gain on investments in equity shares through OCI and remeasurement of defined benefits plan	-	-	-	-	-	-	(23.15)	-	(23.15)
Restated Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**1,820.70**	**-**	**(8.59)**	**4.43**	**1,816.54**
Utilisation of reserves for issuance of equity (bonus shares)	(0.50)	(66.83)	(60.00)	-	(71.64)	-	-	-	(198.97)
Transfer from surplus in profit and loss to general reserve	-	-	2,010.00	-	(2,010.00)	-	-	-	-
Dividend paid	-	-	-	-	(0.99)	-	-	-	(0.99)
Equity Share Issuance Costs	-	-	-	-	(2.28)	-	-	-	(2.28)
As at 31 March 2022	**-**	**9.11**	**5,400.00**	**0.69**	**168.59**	**-**	**(35.89)**	**31.87**	**5,574.37**
Restated Profit/(Loss) for the period	**-**	**-**	**-**	**-**	**705.97**	**-**	-	**(32.22)**	673.75
Remeasurement of defined benefits plan - (loss)/gain	**-**	**-**	**-**	-	-	-	(8.03)	(0.19)	(8.22)
Net fair value gain/(loss) on investments in equity shares through OCI	**-**	**-**	**-**	-	-	-	53.29	-	53.29
Income tax (expenses)/benefits on net fair value gain on investments in equity shares through OCI and remeasurement of defined benefits plan	**-**	**-**		-	-	-	(15.33)	0.05	(15.28)
Exchange difference in translating the net assets in foreign operations	-	-	-	-	-	(7.66)	-	(7.23)	(14.89)
Restated Total Comprehensive Income for the period	**-**	**-**	**-**	**-**	**705.97**	**(7.66)**	**29.93**	**(39.59)**	**688.65**
Dividend Paid	-	-	-	-	(1.05)	-	-		(1.05)
As at 30 September 2022	**-**	**9.11**	**5,400.00**	**0.69**	**873.51**	**(7.66)**	**(5.96)**	**(7.72)**	**6,261.97**

For nature of reserves & surplus refer note 19.

Significant accounting policies and notes forming part of the Restated Consolidated Financial Information

In terms of our report attached

For Pipara & Co LLP
Chartered Accountants
FRN: 107929W/W100219

For Deloitte Haskins & Sells LLP
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For and on behalf of the Board of Directors
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Kapal Suresh Pansari
Managing Director
DIN: 00215510

Place : Mumbai
Date : 21 December, 2022

Himanshu Kumar Shah
Chief Financial Officer

Hinal Shah
Company Secretary & Compliance Officer

Place : Mumbai
Date : 21 December, 2022

1.1 Company overview

M/s Rashi Peripherals Limited (formerly known as Rashi Peripherals Private Limited) ("the Parent Company"/"Issuer") was incorporated on 15 March 1989 in India under the provisions of the Companies Act, 1956. The Group operates in the Information and Communication Technology (ICT) Product Distribution Business as well as after-sale services of Information and Communication Technology Products. The Company has an operating branch in Singapore. The Company also has two subsidiaries - Znet Technologies Private Limited ("Z Net") in India and Rashi Peripherals Pte Limited in Singapore ("Rashi Pte").

The registered office is located at Ariisto House, 5th Floor, Corner of Telli Galli, Andheri (East), Mumbai – 400069.

The Company and its subsidiary Rashi Peripherals Pte Limited in Singapore are engaged in the business of distribution of Information and Communication Technology, mobility and other technology products, after-sales services. Znet Technologies Private Limited a subsidiary is engaged in the business of consulting, technology, outsourcing and next-generation digital services, to enable clients to execute strategies for their digital transformation.

These Restated Consolidated Financial Information comprises the restated standalone financial information of Rashi Peripherals Limited and its subsidiaries (collectively referred to as "the Group") for the six months period ended 30 September, 2022 and year ended 31 March, 2022, 2021 and 2020.

1.2 Basis of preparation

Basis of preparation and presentation

The Restated Consolidated Financial Information of the Group consists of the Restated Consolidated Statements of Assets and Liabilities as at September 30, 2022, March 31, 2022, 2021 and 2020, the Restated Consolidated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statements of Cash Flows and the Restated Consolidated Statements of Changes in Equity for the six months period ended September 30, 2022 and for the years ended March 31, 2022, 2021 and 2020 and the Summary of Significant Accounting Policies and explanatory notes (collectively, the 'Restated Consolidated Financial Information').

These Restated Consolidated Financial Information have been prepared by the Management of the Group for the purpose of inclusion in the Draft Red Herring Prospectus (the "DRHP") prepared by the Company in connection with its proposed Initial Public Offer ("IPO"). The Restated Consolidated Financial Information have been prepared by the Company in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "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 (the "Guidance Note") read with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through the Book Running Lead Managers (the "SEBI Communications"), as applicable.

In accordance with the notification dated February 16, 2015, issued by Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards notified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") with effect from April 01, 2021. Accordingly, the transition date for adoption of Ind AS is April 1, 2020 for reporting under requirements of the Act.

These Restated Consolidated Financial Information have been compiled by the Management from:

a) the audited consolidated interim financial statements of the Group as at and for the six month period ended September 30, 2022 prepared in accordance with the recognition and measurement principles of Indian Accounting Standards (the “Ind AS”) 34 “Interim Financial Statements” as prescribed under Section 133 of the Act read with relevant rules thereunder and the other accounting principles generally accepted in India (the “Special Purpose Consolidated Interim Financial Statements”), which have been approved by the Board of Directors at their meeting held on December 21, 2022.

b) the audited consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2022 (along with comparative audited consolidated Ind AS financial statements as at and for the year ended March 31, 2021) prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with relevant rules thereunder and the other accounting principles generally accepted in India (the "Consolidated Ind AS Financial Statements"), which have been approved by the Board of Directors at their meeting held on July 29, 2022. The comparative information as at and for the year ended March 31, 2021 included in the Consolidated Ind AS Financial Statements have been prepared by making Ind AS adjustments to the audited consolidated financial statements of the Group as at and for the year ended March 31, 2021, prepared in accordance with the accounting standards notified under section 133 of the Act ("Indian GAAP") (the "2021 Statutory Consolidated Indian GAAP Financial Statements"), which have been approved by the Board of Directors at their meeting held on June 30, 2021.

c) The audited special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2021 (the “2021 Special Purpose Consolidated Ind AS Financial Statements”) prepared in accordance with accounting principles stated in Ind AS and accounting policies mentioned in subsequent paragraphs, which have been approved by the Board of Directors at their meeting held on September 23, 2022.

d) The audited special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2020 (the “2020 Special Purpose Consolidated Ind AS Financial Statements”) prepared in accordance with basis explained in subsequent paragraphs, which have been approved by the Board of Directors at their meeting held on September 23, 2022.

   The 2020 Special Purpose Consolidated Ind AS Financial Statements have been prepared by making Ind AS adjustments as mentioned below, to the audited consolidated financial statements of the Group as at and for the year ended March 31, 2020, prepared in accordance with the Indian GAAP, which have been approved by the Board of Directors at their meeting held on June 13, 2020 (the “2020 Statutory Consolidated Indian GAAP Financial Statements”).

   In pursuance to the SEBI Communication, for the purpose of 2020 Special Purpose Consolidated Ind AS Financial Statements, the transition date is considered as April 1, 2019 which is different from the transition date adopted by the Group at the time of first time transition to Ind AS (i.e. April 1, 2020) for the purpose of preparation of Statutory Consolidated Ind AS Financial Statements as required under the Act. Accordingly, the Group have applied the same accounting policy and accounting policy choices (both mandatory exemptions and optional exemptions availed as per Ind AS 101, as applicable) as on April 01, 2019 for the 2020 Special Purpose Consolidated Ind AS Financial Statements, as initially adopted on transition date i.e. April 1, 2020

   As such, Special Purpose Consolidated Ind AS Financial Statements are prepared considering the accounting principles stated in Ind AS, as adopted by the Group and described in subsequent paragraphs.

Special Purpose Consolidated Ind AS Financial Statements have been prepared solely for the purpose of preparation of Restated Consolidated Financial Information for inclusion in DRHP in relation to the proposed IPO, which requires financial statements of all the periods included, to be presented under Ind AS. As such, Special Purpose Consolidated Ind AS Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Consolidated Financial Information and are also not financial statements prepared pursuant to any requirements under section 129 of the Act.

Further, since the statutory date of transition to Ind AS is April 1, 2020, and that the 2020 Special Purpose Consolidated Ind AS Financial Statements have been prepared considering a transition date of April 1, 2019, the closing balances of items included in the Balance Sheet as at March 31, 2020 may be different from the balances considered on the statutory date of transition to Ind AS on April 1, 2020, due to such early application of Ind AS principles with effect from April 1, 2019 as compared to the date of statutory transition. Refer Note 45A to the Restated Consolidated Financial Information for reconciliation of equity and total comprehensive income as per the Restated Consolidated Financial Information and Statutory Consolidated Indian GAAP Financial Statements as at and for the years ended March 31, 2021 and March 31, 2020 and for the reconciliation of equity as on March 31, 2020 as per Restated Consolidated Financial Information and equity as on April 1, 2020 as per Audited Consolidated Financial Statement for the year ended March 31, 2022.

The accounting policies have been consistently applied by the Company in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of financial statements for the six months period ended September 30, 2022.

These Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of board meeting for adoption of the audited Special Purpose Consolidated Interim Ind AS Financial Statements, Consolidated Ind AS Financial Statements, Special Purpose Consolidated Ind AS Financial Statements and Statutory Indian GAAP Financial Statements as at and for the years ended March 31, 2021and 2020 mentioned above.

The Restated Consolidated Financial Information:

a. have been prepared after incorporating adjustments for the changes in accounting policies material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2022, 2021 and 2020, to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the six months period ended September 30, 2022, as applicable;

b. do not require any adjustment for modification as there is no modification in the underlying audit reports on 2021 Special Purpose Consolidated Ind AS Financial Statement and 2020 Special Purpose Consolidated Ind AS Financial Statement referred in preceding paragraphs.

The Restated Consolidated Financial Information do not require any adjustment for matters giving rise to following emphasis of matter paragraphs in the underlying audit reports on Special Purpose Consolidated Financial Statement:

i. The auditor’s report dated September 23, 2022 on the 2021 Special Purpose Ind AS Consolidated Financial Statements as at and for the year ended March 31, 2021 includes the following emphasis of matter paragraph:

Emphasis of Matter:

“Basis of preparation and restriction on distribution and use

We draw attention to Note 1.2 to the 2021 Special Purpose Consolidated Ind AS Financial Statements, which describes the purpose and basis of preparation. The 2021 Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information in relation to the proposed initial public offering of the Company and to comply with the SEBI Communication. As a result, the 2021 Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any another purpose. The 2021 Special Purpose Consolidated Ind AS Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing.

Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Our opinion is not modified in respect of this matter."

ii. The auditor's report dated September 23, 2022 on the 2020 Special Purpose Consolidated Ind AS Financial Statements includes the following Emphasis of Matter paragraph:

Emphasis of Matter:
"Basis of preparation and restriction on distribution and use
We draw attention to Note 1.2 to the 2020 Special Purpose Consolidated Ind AS Financial Statements, which describes the purpose and basis of preparation. The Special Purpose 2020 Consolidated Ind AS Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information in relation to the proposed initial public offering of the Company and to comply with the SEBI Communication. As a result, the 2020 Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any another purpose and are also not financial statements prepared pursuant to any requirements under section 129 of the Act. The 2020 Special Purpose Consolidated Ind AS Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing.

Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Our opinion is not modified in respect of this matter."

The Restated Consolidated Financial Information are presented in Indian Rupees "INR" or "Rs." and all values are stated as INR or Rs. millions, except when otherwise indicated.

These Restated Consolidated Financial Information have been approved by the Board of Directors of the Company on December 21, 2022.

1.2.1 Statement of compliance

The restated consolidated financial information of the Group have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) ("Ind AS"), Rules, 2015 as amended from time to time.

1.2.2 Functional currency and presentation currency

The restated consolidated financial information are presented in 'Indian Rupees' (INR), which is the currency of the primary economic environment in which the Parent Company and one of Indian subsidiary's operations (the functional currency). The functional currency of the Company's branch in Singapore and one Singapore subsidiary is United States Dollar (USD).

The financial information have been prepared on the historical cost basis, except for property plant and equipment, and financial instruments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

1.2.3 All financial information has been rounded off to the nearest Millions, up to 2 decimal places except as otherwise indicated.

1.2.4 Recent accounting pronouncements

Ministry of Corporate Affairs (MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from October 1, 2022.

1.3 Key sources of estimation uncertainty and critical accounting judgements

The preparation of the restated consolidated financial information in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The following are the significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial information:

a. Control:

The restated consolidated financial information incorporate the financial information of the Holding Company and entities controlled by the Holding Company. Control is achieved when the Company

- has power over the investee
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its return

The Company reassesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including

- the size of the Company's holding of voting rights relative to the size and dispersion of holding of the other vote holders
- potential voting rights held by the Company, other vote holders or other parties, if any;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that demonstrate that the Company has, the current ability to direct the relevant activities at the time the decisions need to be made, including voting patterns at shareholders' meetings and Board meetings.

b. Income taxes
Significant judgments are involved in determining provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions. The ultimate realisation of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred tax liabilities and the projected future taxable income in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Group will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

c. Measurement of defined benefit obligations:
The determination of the Group's defined benefit obligation depends on certain assumptions, which include selection of the discount rate. The discount rate is set by reference to government bonds. Significant assumptions are required to be made when setting the criteria for bonds to be included in the population from which the yield curve is derived. The most significant criteria considered for the selection of bonds include the issue size of the corporate bonds, quality of the bonds and the identification of outliers which are excluded. These assumptions are considered to be a key source of estimation uncertainty as relatively small changes in the assumptions used may have a significant effect on the Group's consolidated financial Information within the next year. Further Information on the carrying amounts of the Group's defined benefit obligation sensitivity of those amounts to changes in discount rate are provided in note 28.

d. Useful lives of Property, plant and equipment and intangible assets:
The cost of property, plant and equipment is depreciated over the estimated useful life, which is based on the technical evaluation made by the Group considering various factors including expected usage of the asset, expected physical wear and tear, the repair and maintenance program and technological obsolescence arising from changes and the residual value.

e. Impairment of Investments:
Determine whether the investments are impaired requires an estimate in the value in use. In considering the value in use, the management have anticipated the future cash flows, discount rates and other factors of the underlying companies. Any subsequent changes to the cash flow could impact the carrying amount of the investments.

f. Inventory Obsolescence:
Inventories are measured at the lower of cost and the net realizable value (net of price protection rebates). Adjustments to reduce the cost of inventory to its realisable value, if

required, are made at the product level. Factors influencing these adjustments include changes in demand, rapid technological changes, product life cycle, product pricing, physical deterioration and other issues. Revisions to these adjustments would be required if these factors differ from the estimates.

g. Revenue recognition:
The Group has assessed its revenue arrangements based on substance of the transaction and business model against specific criteria to determine if it is acting as principal or agent.

h. Other estimates:
Non-financial assets are tested for impairment by determining the recoverable amount Determination of recoverable amount is based on value in use, which is present value of future cash flows. The key inputs used in the present value calculations include the expected future growth in operating revenues and margins in the forecast period, long-term growth rates and discount rates.

i. Impairment of property plant and equipment:
Determining whether the property, plant and equipment are impaired requires an estimate in the value in use of cash generating units. It requires to estimate the future cash flows expected to arise from the cash generating units and a suitable discount rate in order to calculate present value. When the actual cash flows are less than expected, a material impairment loss may arise.

j. Provisions, liabilities and contingencies:
Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of an outflow of resources embodying economic benefits are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

k. Fair value measurements:
Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

1.4 The following are the list of subsidiaries of the Company that are consolidated:

		Principal business activity		Ownership/ Beneficial Interest % (As on 30 September 2022,	Ownership/ Beneficial Interest % (As	Ownership/ Beneficial Interest % (As on 1 April 2019)

Sr. No.	Name of the Company		Country of Incorporation	31 March 2022 and 31 March 2021)	on 31 March 2020)	
1	Z Net Technologies Private Limited	Consulting, technology, outsourcing and next-generation digital services, to enable clients to execute strategies for their digital transformation	India	51%	51%	51%
2	Rashi Peripherals Pte Limited	Information and Communication Technology Product Distribution Business	Singapore	51.46%	19.41%	19.41%

1.5 Summary of significant accounting policies

a. Basis of Consolidation:

The restated consolidated financial information encompass the restated standalone financial information of the Holding Company and its subsidiaries for the six months period ended September 30, 2022 and years ended 31 March, 2022, 31 March, 2021 and 31 March, 2020. These restated consolidated financial information have been prepared in accordance with Ind AS 110, Consolidated Financial Statements.

Consolidation of a subsidiary begins when the Holding Company obtains control over the subsidiary and ceases when the Holding Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss from the date the Holding Company gains control until the date the Holding Company ceases to control the subsidiary.

Changes in the Company's ownership interests in subsidiaries that do not result in the Holding Company losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Holding Company interests and the Non-Controlling Interests (NCI) are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the NCI are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to shareholders of the Company.

When the Holding Company loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in statement of profit and loss.

The financial Information of the Holding Company and all its subsidiaries used in preparing these restated consolidated financial information are drawn up to the same reporting date as that of the Holding Company i.e. 30 September, 2022. These have been consolidated based on restated standalone financial Information. Necessary adjustments have been made, for the effects of significant transactions and other events between the reporting dates of restated standalone financial information and these restated consolidated financial information. The details of the financial information used in preparing these restated consolidated financial information are as follows:

- Restated Standalone financial information of Rashi Peripherals Limited and Znet Technologies Private Limited are prepared in accordance with Ind AS.
- Restated Standalone financial information of Rashi Peripherals Pte Limited are prepared in accordance with International Financial Reporting Standards (IFRS). Further, the same are converted/prepared by management in accordance with Ind AS.

The restated consolidated financial information have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Holding Company's separate financial information.

The financial information of the Holding Company and its subsidiaries has been combined on a line by-line basis in respect of assets, liabilities, income and expenses. The financial statements of the overseas subsidiaries and branch have been converted from the accounting principles generally accepted in their respective countries to Ind AS. All intra-group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The excess of cost (including remeasurement to fair value of step-acquisition) to the Group of its investments in the subsidiary company, at the dates on which the investments in the subsidiary companies, is recognised as 'Goodwill' being an asset in the restated consolidated financial information and is tested for impairment on periodically basis. On the other hand, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the restated consolidated financial information. The 'Goodwill' / 'Capital Reserve' is determined separately for each subsidiary company and such amounts are not set off between different entities. Goodwill arising on consolidation is not amortised but tested for impairment

Non-controlling interest in the net assets of the consolidated subsidiary consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to non-controlling interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Holding Company.

b. Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs are generally recognised in statement of profit and loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 'Income Taxes' ("Ind AS 12") and Ind AS 19 'Employee Benefits' ("Ind AS 19") respectively. Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognizing a gain in respect thereof, the Company determines where there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Company reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Company then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Company recognizes it in other comprehensive income and accumulates the same in equity as capital reserve. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Company recognizes the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

When a business combination is achieved in stages, the Company's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in statement of profit and loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to statement of profit and loss where such treatment would be appropriate if that interest were disposed off.

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets' ("Ind AS 37") and the amount initially recognised less cumulative amortisation recognised in accordance with Ind AS 18 'Revenue' ("Ind AS 18").

c. Property, plant and equipment

Property, plant and equipment except capital work-in progress is stated at cost, net of accumulated depreciation and impairment losses, if any. Capital work-in-progress is stated at cost less any recognised impairment loss. The cost of property, plant & equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant & equipment up to the date the asset is ready for its intended use. The cost of an item of Property, plant & equipment is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Group in future periods and the cost of the item can be measured reliably. Expenditure incurred after the Property Plant and Equipment have been put into operations, such as repairs and maintenance expenses are charged to the statement of profit and loss during the period in which they are incurred.

The subsequent cost incurred by an entity for improvement of Property, plant & equipment is added to the carrying value of the item of Property, plant & equipment and for the items replacing existing Property, plant & equipment, an entity recognises in the carrying amount of an item of Property, plant & equipment, the cost of replacing part of such an item when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognised in accordance with the derecognition provisions.

An item of Property, plant & equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on the disposal or retirement of an item of Property, plant & equipment, is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of Profit and Loss.

Depreciation on Property, plant and equipment

- Depreciable amount of Property, plant and equipment is the cost of an asset less its estimated residual value.
- Property, plant and equipment is depreciated on the Written Down Value method as per the useful life prescribed in Schedule II to the Companies Act, 2013 or useful life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Asset Type	Useful lives estimated by the management (in years)
Freehold office premises	60
Plant & Machinery	15
Vehicles- Motor Cars	8
Vehicles- Two Wheelers	10
Furniture & Fixtures	10
Office Equipments	5
Computers- Hardware	3
Computers- Server	6
Electrical Fittings	10

d. Intangible assets and amortisation of intangible assets:

i. Intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortization and impairment losses, if any.
The intangible assets, that are not yet ready for their intended use are carried at cost and are reflected under intangible assets under development. Direct costs associated in developing the intangible assets are capitalized when the following criteria are met, otherwise, it is recognised in statement of profit and loss as incurred.
   - it is technically feasible to complete the intangible asset so that it will be available for use,
   - management intends to complete the intangible asset and put it to use,
   - there is ability to use the intangible asset,
   - there is an identifiable asset that will generate expected future economic benefits and

- there is an ability to measure reliably the expenditure attributable to the intangible asset during its development.

ii. Intangible assets are amortized on written down value basis over the useful life prescribed in Schedule II to the Companies Act, 2013 or technical estimate made by the Group Company, whichever is lower. The useful lives of intangible assets (computer software) is 3 years.

iii. The estimated useful life of the intangible assets is reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern, if any.

iv. Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use

v. An intangible asset is de-recognized on disposal or when no future economic benefits are expected from its use. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognized in the statement of profit and loss when the asset is de-recognized.

e. Impairment of property, plant and equipment, and intangible assets

The Group assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets may be impaired. If any such indication exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

f. Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (CGU) or groups of cash-generating units that are expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the CGU.

g. Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources that reflects the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in –substance fixed lease payment.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets and lease liabilities separately on the face of the Restated Consolidated Statement of Assets and Liabilities.

Short-term leases

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

h. Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

i. Foreign currency transactions

i. In preparing the restated consolidated financial information of the Group, transactions in foreign currencies, other than the Group's functional currency, are recognised at the rate of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the rate prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences on monetary items are recognised in the restated consolidated statement of profit and loss in the period in which these arise, as appropriate.

The restated consolidated financial information are presented in Indian Rupees, which is the functional currency of the Holding Company and the currency of the primary economic environment in which the Company operates, and all values are rounded to the nearest Millions, up to 2 decimal places except as otherwise indicated.

ii. Foreign Operations

For the purpose of presenting restated consolidated financial information, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in a foreign exchange translation reserve in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income..

j. Revenue recognition

Revenue with contracts with customers/ Income from services:

The Group recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

Revenue from sale of products or services is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services.

Revenue from services is recognised over period of time and in the accounting period in which the services are rendered.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties, in writing, to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

k. Other income

i. Dividend from investments is recognized when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.
ii. Rental income under operating leases is recognized in the statement of profit and loss on a straight-line basis over the term of the lease.
iii. Interest income is recognized on accrual basis
iv. For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

l. Employee benefits

i. Short-term employee benefits

Short-term employee benefits are determined as per Group's policy/scheme on an undiscounted basis. A liability is recognised for benefits accruing to employees in respect of salaries, performance incentives in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

ii. Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined-contribution plan. The Group's obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods.

The Company's gratuity plan is funded, the defined benefit obligation of which is determined annually by a qualified actuary using the projected unit credit method as at each balance sheet date. Re-measurement of defined benefit obligation, which comprises of actuarial gains and losses are recognized in other comprehensive income in the period in which they occur. The Group determines the net interest expenses on the net defined benefit obligation, taking into account any changes in the net defined benefit liability during the period as a result of contribution and benefit payments. Net interest expenses related to defined benefit plan are recognised in employee benefit expenses in the statement of profit and loss.

iii. Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes monthly contributions towards Government administered schemes such as the provident fund and employee state insurance scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the statement of consolidated profit and loss in the periods during which the related services are rendered by the employees.

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

iv. Long-term employee benefits

The Group's obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method as at each balance sheet date.

v. Compensated Absences:

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

m. Current and deferred Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Income tax expense is recognised in the interim period based on the best estimate of the weighted average annual income tax expected for the full financial year. Interim period income tax expense is accrued using the tax rate that would be applicable to expected total annual earnings, i.e. the estimated average annual income tax rate applied to the pre-tax income of the interim period.

Deferred tax
Deferred tax is recognised on temporary differences between the carrying amounts of the assets and liabilities in the restated consolidated financial information and the corresponding tax bases used in the computation of the taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current tax and deferred tax for the interim period and the year.
Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

n. Provisions
Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows

to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be receive and the amount of the receivable can be measured reliably.

o. Contingent Liabilities

A present obligation that arises from past events, where 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 Group.

Claims against the Group, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in the restated consolidated financial information since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

p. Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Subsequent Measurement

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Investments in equity instruments at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in a separate component of equity. The cumulative gain or loss is not reclassified to Statement of profit and loss on disposal of the equity investments, instead, it is transferred to retained earnings. The Group designated all investments in equity instruments that are not held for trading as at FVTOCI on initial recognition.

Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets that are measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The Group always recognises lifetime expected credit losses (ECL) for trade receivables. The Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. In case of financial assets, the Group follows the simplified approach permitted by Ind AS 109 – Financial Instruments – for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risk of trade receivable. The Group calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

De-recognition of Financial Assets:

The Group de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises an associated liability.

On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in Other Comprehensive Income and accumulated in other equity is recognised in restated consolidated statement of profit and loss.

Cash and cash equivalents

Cash and cash equivalent comprises of cash on hand and at banks including short term deposits with an original maturity of three months or less from the date of acquisition), and which are subject to insignificant risk of changes in value

q. Financial liabilities and equity instruments

Classification as Debt or Equity:

Debt or equity instruments issued by the Company, are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments:
An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial Liabilities:
Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expenses are included in the 'Finance cost' line item. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Financial liabilities are classified, at initial recognition and measured at amortising cost using effective interest method:

- Loans and borrowings
- Payables

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, are recognised net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.
Life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

De-recognition of Financial Liabilities:
The Group de-recognises financial liabilities when and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in statement of profit and loss.

r. Offsetting of Financial Instruments:
Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

s. Derivative financials instruments
The Group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions. The Group does not use derivative financial instruments for speculative purposes.

Forward contracts are initially recognised at fair value on the date the contract is entered into and are subsequently remeasured at fair value at each reporting date. The resulting gain or loss is recognised in the statement of profit and loss.

t. Fair value measurement

Some of the Group's accounting policies or disclosures require the measurement of fair value for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the time of measurement.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i. In the principal market for the asset or liability, or
ii. In the absence of a principal market, in the most advantageous market for the asset or liability.
iii. The principal or the most advantageous market must be accessible by the Group.

All assets and liabilities (for which fair value is measured or disclosed in the restated consolidated financial information) are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable other than quoted prices included in Level 1.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

u. Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated based on the nature of transactions.

v. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at average market value of the outstanding shares. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

w. Dividend to shareholders
Final dividend distributed to Equity shareholders is recognised in the period in which it is approved by the members of the Company in its Annual General Meeting. Interim dividend is recognised when approved by the Board of Directors at the Board Meeting. Both final dividend and interim dividend are recognised in the Statement of Changes in Equity.

x. Borrowing Cost
Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

y. Segment Reporting
Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Holding Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group.

z. Events after Reporting date
Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the restated consolidated financial information. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

1.6 First time adoption-mandatory exceptions, optional exemption:

a. Mandatory Exceptions

i. Estimates
As per Ind AS 101, group's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative period presented in the group's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same

date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires the group to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Group's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the financial statements that were not required under the previous GAAP are listed below:

- Fair valuation of financial instruments carried at FVTPL and/ or FVTOCI.
- Fair valuation of Property, plant and equipment
- Impairment of financial assets based on the expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortized cost.

ii. Derecognition of financial assets and liabilities

As per Ind AS 101, the group should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of transition to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions. The Group has elected to apply the derecognition principles of Ind AS 109 prospectively from the date of transition to Ind AS.

iii. Classification and measurement of financial assets

Ind AS 101 requires the group to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, the Group has determined the classification and measurement of financial assets based on facts and circumstances that exist on the date of transition.

b. Optional Exemptions

i. Property plant and equipment, intangible assets and investment properties

As per Ind AS 101 an entity may elect to:

i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date

ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:
  - fair value;
  - Or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.

The elections under (i) and (ii) above are also available for intangible assets that meets the recognition criteria in Ind AS 38, Intangible Assets, (including reliable measurement of original cost); and criteria in Ind AS 38 for revaluation (including the existence of an active market).

iii) use carrying values of property, plant and equipment, intangible assets and investment properties as on the date of transition to Ind AS (which are measured in accordance with previous GAAP and after making adjustments relating to decommissioning liabilities prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Group has elected to revalue Property, plant and equipment excluding capital work in progress and consider the fair value as deemed cost.

ii. Initial recognition of lease liability and ROU asset

Under previous GAAP, leases were classified as operating lease and finance lease whereby operating lease was accounted as rent expenses in statement of profit and loss account and finance lease was accounted as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment. Post adoption of IND AS, the Company shall apply modified retrospective approach in which lease liability to be measured based on remaining lease payments, discounted using lessee's incremental borrowing rate at the date of initial application and Right-of-Use asset to be measured at amount of lease liability (adjusted by the amount of any previously recognised prepaid or accrued lease payments relating to that lease).

iii. Investment in subsidiaries

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its investment in subsidiaries as recognised in these restated consolidated financial information at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the group has elected to measure all of its investments in subsidiaries at their previous GAAP carrying value.

iv. Designation of previously recognised financial instruments

Ind AS 101 permits an entity to designate particular equity investments (other than equity investments in subsidiaries, associates and joint arrangements) as at fair value through other comprehensive income (FVTOCI) based on facts and circumstances at the date of transition to Ind AS (rather than at initial recognition).

The group has opted to avail this exemption to designate certain equity investments as FVTOCI on the date of transition.

v. Cumulative translation differences

Ind AS 21 requires translation differences arising on translation of foreign operations to be accumulated in a separate reserve within equity. Applying these requirements retrospectively would require an entity to determine the cumulative translation differences at the date of transition and separately classify these within equity. A first-time adopter has the option not to comply with this requirement at the date of transition and can reset the cumulative translation differences to zero at the date of transition. Accordingly, the group has elected to reset the cumulative translation differences to zero at the date of transition.

Rashi Peripherals Limited (Formerly known as Rashi Peripherals Private Limited)
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Restated Consolidated Financial Information

Notes to the Restated Consolidated Financial Information

Note 2 - Property, plant and equipment

Rupees in millions

Particulars	Freehold Office Premises*	Plant and Machinery	Computers	Furniture and Fixture	Electrical Fittings	Office Equipments	Vehicles	Total
Gross Block as at 01 April 2019 (At Deemed Cost)	**626.82**	**7.45**	**46.71**	**66.82**	**8.05**	**30.83**	**33.40**	**820.08**
Additions	-	0.19	5.01	2.62	0.08	2.38	-	10.28
Disposals	-	-	3.67	3.06	0.34	2.62	2.74	12.43
As at 31 March 2020 (At Cost or Deemed Cost)	**626.82**	**7.64**	**48.05**	**66.38**	**7.79**	**30.59**	**30.66**	**817.93**
Transition date adjustment (refer note 45A-4)	9.77	(0.15)	(1.83)	(0.12)	(0.03)	0.01	0.01	7.66
As at 1 April 2020 (At Cost or Deemed Cost)	**636.59**	**7.49**	**46.22**	**66.26**	**7.76**	**30.60**	**30.67**	**825.59**
Additions	-	-	8.33	0.63	0.08	3.18	12.02	24.24
Disposals	4.05	-	2.70	1.26	0.05	0.66	5.53	14.25
As at 31 March 2021 (At Cost or Deemed Cost)	**632.54**	**7.49**	**51.85**	**65.63**	**7.79**	**33.12**	**37.16**	**835.58**
Additions	4.31	0.03	9.72	73.50	4.51	11.53	44.33	147.93
Disposals	-	1.16	8.75	4.68	0.27	3.09	1.30	19.25
As at 31 March 2022 (At Cost or Deemed Cost)	**636.85**	**6.36**	**52.82**	**134.45**	**12.03**	**41.56**	**80.19**	**964.26**
Additions	-	0.49	5.20	4.55	0.35	2.64	2.86	16.09
Disposals	-	-	-	-	-	0.06	0.63	0.69
As at 30 September 2022 (At Cost or Deemed Cost)	**636.85**	**6.85**	**58.02**	**139.00**	**12.38**	**44.14**	**82.42**	**979.66**
Accumulated Depreciation as at 01 April 2019	**96.31**	**5.93**	**36.56**	**59.07**	**7.12**	**25.09**	**27.83**	**257.91**
For the year	40.82	0.73	5.64	3.48	0.39	2.19	2.58	**55.83**
Disposals	-	-	3.03	3.01	0.33	2.38	2.62	**11.37**
As at 31 March 2020	**137.13**	**6.66**	**39.17**	**59.54**	**7.18**	**24.90**	**27.79**	**302.37**
Transition date adjustment (refer note 45A-4)	(31.59)	(0.53)	(3.08)	(0.14)	(0.06)	-	(0.31)	(35.71)
As at 1 April 2020	**105.54**	**6.13**	**36.09**	**59.40**	**7.12**	**24.90**	**27.48**	**266.66**
For the year	40.10	0.35	6.54	2.49	0.26	2.10	3.96	55.80
Disposals	-	-	1.03	1.24	0.05	0.61	5.41	8.34
As at 31 March 2021	**145.64**	**6.48**	**41.60**	**60.65**	**7.33**	**26.39**	**26.03**	**314.12**
For the year	42.49	0.16	9.77	15.17	0.40	4.01	16.42	88.42
Disposals	-	1.10	8.35	4.57	0.27	2.86	1.28	18.43
As at 31 March 2022	**188.13**	**5.54**	**43.02**	**71.25**	**7.46**	**27.54**	**41.17**	**384.11**
For the period	19.54	0.10	6.86	12.02	0.86	5.07	9.14	53.59
Disposals	-	-	-	-	-	0.06	0.62	0.68
As at 30 September 2022	**207.67**	**5.64**	**49.88**	**83.27**	**8.32**	**32.55**	**49.69**	**437.02**
Net Block								
As at 31 March 2020	**489.69**	**0.98**	**8.88**	**6.84**	**0.61**	**5.69**	**2.87**	**515.56**
As at 31 March 2021	**486.90**	**1.01**	**10.25**	**4.98**	**0.46**	**6.73**	**11.13**	**521.46**
As at 31 March 2022	**448.72**	**0.82**	**9.80**	**63.20**	**4.57**	**14.02**	**39.02**	**580.15**
As at 30 September 2022	**429.18**	**1.21**	**8.14**	**55.73**	**4.06**	**11.59**	**32.73**	**542.64**

Notes:

1. On transition to Ind AS as explained in note 1.2 of basis of preparation, the company has elected to revalue the carrying value for all the blocks, measured as per the previous GAAP and use fair value as the deemed cost.
2. Details of assets pledged as security (Refer Note 20 & 25)
3.* Freehold Office Premises includes Land amounting to INR 3.51 millions as on 31 March, 2020 which was sold during the financial year 2020-21 and no depreciation was charged on the same.

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Notes to the Restated Consolidated Financial Information

Note 3 - Right of use assets

The summary of movement of right of use assets:

Gross Block of right of use assets

Rupees in millions

Particulars	Amount
Balance as on 1 April 2019	26.39
Additions to right of use assets	2.99
De-recognition of right of use assets	(0.17)
As at 31 March 2020	**29.21**
Transition date adjustment (refer note 45A-4)	(9.70)
As at 1 April 2020	**19.51**
Additions to right of use assets	0.96
De-recognition of right of use asset	(0.17)
As at 31 March 2021	**20.30**
Additions to right of use assets	43.18
De-recognition of right of use asset	(0.39)
As at 31 March 2022	**63.09**
Additions to right of use assets	7.01
De-recognition of right of use assets	(0.66)
As at 30 September 2022	**69.44**

Accumulated depreciation of right of use assets

Rupees in millions

Particulars	Amount
Balance as on 1 April 2019	7.59
Depreciation for the year	8.07
As at 31 March 2020	**15.66**
Transition date adjustment (refer note 45A-4)	(8.85)
As at 1 April 2020	**6.81**
Depreciation for the year	4.61
As at 31 March 2021	**11.42**
Depreciation for the year	15.42
As at 31 March 2022	**26.84**
Depreciation for the period	9.06
As at 30 September 2022	**35.90**

Net Block of right of use assets

Rupees in millions

As at 31 March 2020	**13.55**
As at 31 March 2021	**8.88**
As at 31 March 2022	**36.25**
As at 30 September 2022	**33.54**

Note:

1. The lease primarily consists of branch premises with a lease term of more than 12 months.
2. Refer Note 1.5 (g) of Significant Accounting Policies and Note 39 related to Right of use assets.

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Note 4 - Capital Work-in-progress

Particulars	Rupees in millions
Deemed Cost as at 1 April 2019	**-**
Additions during the year	7.69
Capitalised during the year	-
As at 31 March 2020	**7.69**
Additions during the year	25.12
Capitalised during the year	(1.23)
As at 31 March 2021	**31.58**
Additions during the year	0.92
Capitalised during the year	(31.58)
As at 31 March 2022	**0.92**
Additions during the period	3.71
Capitalised during the period	(1.61)
As at 30 September 2022	**3.02**

Notes :-

1. Capital Work in progress ageing schedule

Rupees in millions

Capital work in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 30 September 2022	3.02	-	-	-	3.02
As at 31 March 2022	0.92	-	-	-	0.92
As at 31 March 2021	31.58	-	-	-	31.58
As at 31 March 2020	7.69	-	-	-	7.69

2. There is no item in capital work in progress, whose completion is overdue or has exceeded its cost compared to its original plan or which are temporarily suspended.

Note 5 - Intangible Assets

Computer Software	Rupees in millions
Gross Block as at 1 April 2019 (At Cost or Deemed Cost)	**100.78**
Additions during the year	5.50
Disposals during the year	(0.08)
As at 31 March 2020 (At Cost or Deemed Cost)	**106.20**
Transition date adjustment (refer note 45A-4)	(13.93)
As at 1 April 2020 (At Cost or Deemed Cost)	**92.27**
Additions during the year	10.15
Addition on account of acquisition	-
Disposals during the year	(0.04)
As at 31 March 2021 (At Cost or Deemed Cost)	**102.38**
Additions during the year	5.30
Disposals during the year	(0.06)
As at 31 March 2022 (At Cost or Deemed Cost)	**107.62**
Additions during the period	0.36
Capitalised during the period	-
As at 30 September 2022 (At Cost or Deemed Cost)	**107.98**
Accumulated amortisation as at 1 April 2019	**35.60**
For the year	11.34
Disposals	(0.07)
As at 31 March 2020	**46.87**
Transition date adjustment (refer note 45A-4)	(10.35)
As at 1 April 2020	**36.52**
For the year	14.67
Disposals	(0.04)
As at 31 March 2021	**51.15**
For the year	13.02
Disposals	(0.06)
As at 31 March 2022	**64.11**
For the period	10.03
Disposals	-
As at 30 September 2022	**74.14**
Net Block	
As at 31 March 2020	**59.33**
As at 31 March 2021	**51.23**
As at 31 March 2022	**43.51**
As at 30 September 2022	**33.84**

Note: On transition to Ind AS as explained in note 1.2 of basis of preparation, the company has elected to revalue the carrying value of all intangible assets measured as per the previous GAAP and use the fair value as the deemed cost.

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Note 5A - Goodwill

Rupees in millions

Particulars	Goodwill
Deemed Cost as at 1 April 2019	**12.41**
Additions during the year	-
As at 31 March 2020	**12.41**
Addition on account of acquisition*	28.67
As at 31 March 2021	**41.08**
Additions during the year	-
As at 31 March 2022	**41.08**
Additions during the period	-
As at 30 September 2022	**41.08**
Impairment as at 31 March 2020	-
Impairment as at 31 March 2021	-
Impairment as at 31 March 2022	-
Impairment as at 30 September 2022	-
Net Block	
As at 31 March 2020	**12.41**
As at 31 March 2021	**41.08**
As at 31 March 2022	**41.08**
As at 30 September 2022	**41.08**

Note:
1. *Goodwill is acquired through business combination i.e. on acquisition of Rashi Peripherals Pte. Ltd.

2. The below table gives the breakup of goodwill for the respective cash generating units (CGU).

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Znet Technologies Private Limited	12.41	12.41	12.41	12.41
Rashi Peripherals Pte. Ltd	28.67	28.67	28.67	-
	41.08	**41.08**	**41.08**	**12.41**

3. Impairment testing of goodwill

Goodwill acquired through business combination with indefinite lives has been allocated to the CGUs below, which are also the operating and reportable segments, for impairment testing.

The Company tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of a cash generating unit (CGU) is determined based on value in use calculation which require the use of assumption. The calculations use cash flow projections based on financial budgets approved by management.

The following table sets out the key assumptions used for value in use calculation
Management has determined the values assigned to each of the above key assumptions as follows

Assumption	Approach used to determined values
Revenue growth rate	Average annual growth rate for forecast period is based on past performance of the company and management's expectations of
Profit After Tax (PAT) Margin %	Management forecast the PAT Margin % based on the current business structure adjusting for inflationary increase and not reflecting any future restructuring or cost saving measures.
Discount Rate	Reflects specific risks relating to the relevant business and industry in which it operates.

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The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication for impairment. The financial projections basis which the future cash flows have been estimated consider (a) reassessment of the discount rates, (b) revisiting the growth rates factored while arriving at terminal value and subjecting these variables to sensitivity analysis. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis of the carrying amount of each asset in the unit. The recoverable amount was computed using the discounted cash flow method for which the estimated cash flows for a period of 5 years in the Znet Technologies Private Limited and Rashi Peripherals Pte. Ltd. were developed using internal forecasts.

Rashi Peripherals Pte. Ltd.
Free Cash flows after applying discount rate of 10.59% for 4-5 years have been extrapolated assuming 15% growth in Revenue rate, depending on the cash generating unit and the country of operations.

Znet Technologies Private Limited
Free Cash flows after applying discount rate of 10.5% for 3-5 years have been extrapolated assuming 33.33% to 60% differential revenue growth rates as per market conditions and depending on the cash generating unit, industry growth in the country of operations.

The management believes that any possible changes in the key assumptions would not cause the carrying amount to exceed the recoverable amount of cash generating unit. Based on the above, no impairment was identified as of 30 September 2022, 31 March 2022 and 31 March 2021 as the recoverable value of the segments exceeded the carrying values.

Notes to the Restated Consolidated Financial Information

Note 6 - Investments (Non-current)

Rupees in millions

Particulars	30 September 2022		31 March 2022		31 March 2021		31 March 2020	
	Number of shares	Rupees in millions	Number of shares	Rupees in millions	Number of shares	Rupees in millions	Number of shares	Rupees in millions
A. At cost								
I. Unquoted Investments								
Investments in Equity shares (fully paid up)								
The Saraswat Co-op. Bank Ltd	1,000	0.01	1,000	0.01	1,000	0.01	1,000	0.01
Investments- Others								
National Saving Certificate	-	0.02	-	0.02	-	0.02	-	0.02
Total Unquoted Investments		0.03		0.03		0.03		0.03
B. Fair Value Through OCI								
Unquoted Investments								
Investments in Equity shares (fully paid up)								
- of others								
Rashi Peripherals Pte Limited - Singapore * of SGD 1 each	-	-	-	-	-	-	10,000	23.07
Blynk Marketing Pvt Ltd of Rs. 10 each	2,31,214	146.60	1,15,607	73.31	-	-	-	-
Total Unquoted Investments		**146.60**		**73.31**		**-**		**23.07**
TOTAL INVESTMENTS		**146.63**		**73.34**		**0.03**		**23.10**
Other disclosures								
Aggregate amount of quoted investments		**-**		**-**		**-**		**-**
Aggregate amount of Market value of investments		**-**		**-**		**-**		**-**
Aggregate amount of unquoted investments		**146.63**		**73.34**		**0.03**		**23.10**
Aggregate amount of impairment in value of investments		-		-		-		-

Notes :-

1 * Rashi Peripherals Pte Ltd (Singapore) is a subsidiary (51.46%) of Rashi Peripherals Limited with effect from 06 November, 2020; prior to that the Company held 19.41% of shares in Rashi Peripherals Pte Ltd.

2 Refer Note 52 for disclosure as required u/s 186(4) of Companies Act, 2013.

3 During the six months period ended September 30, 2022, the Company has converted the loan given to Blynk Marketing Private Limited (Blynk) amounting of INR 2,00,00,011 as per terms of a loan agreement dated April 21, 2021 into 1,15,607 equity shares of Blynk at a rate agreed upon as per the Shareholder Agreement dated April 14, 2021. The Board of Directors have approved the conversion at the Board meeting dated April 1, 2022.

Note 7 - Other Financial Assets (Non Current- unsecured, considered good)

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
(a) Employee Advances	9.31	16.78	11.37	10.53
(b) Security Deposits (Rental) (Refer note 39 and note 44)	116.51	129.50	75.91	28.09
(c) Other Receivable (Refer note 49)	-	133.69	133.69	133.69
Total Other Non Current Financial assets	**125.82**	**279.97**	**220.97**	**172.31**

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Note 8 - Income Taxes- Non Current

Income Tax recognised in profit or loss

The Group is subject to taxation in India and Singapore regions. The income tax rates of the Group range from 17% to 25%.

A. Income Tax recognized in Profit and loss:

Rupees in millions

Particulars	For six months period ended 30 September 2022	31 March 2022	31 March 2021	31 March 2020
Current income tax charge	258.29	633.86	441.49	142.57
Adjustment in respect of income tax of earlier years	-	(5.05)	(2.71)	(0.08)
Deferred tax	(37.96)	(55.45)	(13.60)	(14.24)
Income tax expense recognised in statement of profit and loss	**220.33**	**573.36**	**425.18**	**128.25**

B. Income Tax recognized in Other Comprehensive Income:

Rupees in millions

Particulars	For six months period ended 30 September 2022	31 March 2022	31 March 2021	31 March 2020
Loss on remeasurement of defined benefits plans	(1.87)	(9.73)	(4.51)	(2.43)
Expenses on net fair value gain on investments in equity shares	(13.41)	(13.42)	-	(3.00)
Income tax expense recognised in other comprehensive income	**(15.28)**	**(23.15)**	**(4.51)**	**(5.43)**

C. Movement in Income Taxes - Assets (net):

Rupees in millions

Particulars	For six months period ended 30 September 2022	31 March 2022	31 March 2021	31 March 2020
Balance at the beginning of the period/ year	19.04	(94.74)	-	-
Advance tax	47.13	113.78	-	-
Balance at the end of the period/ year	**66.17**	**19.04**	**-**	**-**

D. Movement in Income Taxes - Liabilities (net):

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Balance at the beginning of the period/ year	-	-	1.81	(14.22)
Provision during the year (net of taxes paid)	-	-	92.93	16.03
Balance at the end of the period/ year	**-**	**-**	**94.74**	**1.81**

E. The Income Tax expenses for the year can be reconciled to the accounting profit as follows:

Rupees in millions

Particulars	For six months period ended 30 September 2022	31 March 2022	31 March 2021	31 March 2020
Profit before tax	894.08	2,398.47	1,788.68	510.56
Enacted Tax rate	25.168%	25.168%	25.168%	25.168%
Income Tax expenses- Current	225.02	603.65	450.17	128.50
Effect of deductible/ non-deductible expenses	33.27	30.21	(8.68)	14.22
Effect of deferred taxes	(37.96)	(55.45)	(13.60)	(14.24)
(Short)/Excess Provision for Earlier years	-	(5.05)	(2.71)	(0.08)
Income Tax expenses recognised in statement of profit and loss	**220.33**	**573.36**	**425.18**	**128.40**

Note :- The tax rate used for reconciliation above is the corporate tax rate of 25.168% payable by corporate entities in India on taxable profits under Indian tax law.

Effective tax rate

Effective tax rate (PBT/ Income tax expenses) recognised in statement of profit and loss	24.64%	23.91%	23.77%	25.15%

Notes to the Restated Consolidated Financial Information

Note 9 - Deferred Tax Liabilities (Net)

Holding Company

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Deferred Tax Liabilities:				
Difference between written down value as per the books of accounts and Income Tax Act, 1961	74.40	82.14	95.23	93.18
Difference in Right of use asset and lease liability	5.17	5.23	0.79	0.54
Difference in carrying value and tax base of investments in equity shares measured at FVTOCI	32.54	19.14	5.72	5.72
Others (Custom Duty)	-	-	12.09	12.56
Total deferred tax liabilities	**112.11**	**106.51**	**113.83**	**112.00**
Deferred Tax Assets:				
Provision for doubtful trade receivables	(7.18)	(7.48)	-	-
Total deferred tax assets	(7.18)	(7.48)	-	-
Deferred tax liabilities (Net)	**104.93**	**99.03**	**113.83**	**112.00**

Deferred Tax Assets (Net)

Subsidiary Company

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Deferred Tax Liabilities:				
Difference between written down value as per the books of accounts and Income Tax Act, 1961	1.97	2.51	1.94	3.61
Total Deferred Tax Liabilities	**1.97**	**2.51**	**1.94**	**3.61**
Deferred Tax Assets:				
Leave Encashment	(0.08)	(0.07)	(0.07)	(0.03)
Gratuity	(2.72)	(2.35)	(2.15)	(1.91)
Lease liability	(0.42)	(0.64)	(0.17)	(0.55)
Business loss	(73.63)	(43.78)	(16.65)	(13.84)
Total deferred tax assets	**(76.85)**	**(46.84)**	**(19.04)**	**(16.33)**
Deferred tax liabilities/ (assets) (Net)	**(74.88)**	**(44.33)**	**(17.10)**	**(12.72)**

Movement in deferred tax balances

Rupees in millions

Particulars	For the Year ended 31 March 2020					
	Opening Balance as at 1 April 2019	Recognised in profit and Loss	Recognised in OCI	Closing Balance as at 31 March 2020	Transition date adjustment (refer 45(A)(4) note)	Balance as at 1 April 2020
Tax effect of items constituting deferred tax liabilities/ (asset)						
Difference between written down value as per the books of accounts and Income Tax Act, 1961	101.27	(8.09)	-	93.18	13.59	106.77
Difference in carrying value and tax base of investments in equity shares measured at FVTOCI	2.72	-	3.00	5.72	-	5.72
Difference in Right of use asset and lease liability	1.49	(1.50)	-	(0.01)	1.07	1.06
Others (Custom Duty)	12.65	(0.09)	-	12.56	-	12.56
Difference between written down value as per the books of accounts and Income Tax Act, 1961	2.51	1.10	-	3.61	(3.61)	-
On account of Gratuity	(1.42)	(0.49)	-	(1.91)	-	(1.91)
On account of Leave Encashment	(0.03)	-	-	(0.03)	-	(0.03)
On account of Business Loss	(8.67)	(5.17)	-	(13.84)	-	(13.84)
Net Deferred Tax (Asset)/Liabilities (Net)	**110.52**	**(14.24)**	**3.00**	**99.28**	**11.05**	**110.33**

Rupees in millions

Particulars	For the Year ended 31 March 2021			
	Opening Balance as at 1 April 2020	Recognised in profit and Loss	Recognised in OCI	Closing Balance as at 31 March 2021
Tax effect of items constituting deferred tax liabilities/ (asset)				
Difference between written down value as per the books of accounts and Income Tax Act, 1961	106.77	(9.60)	-	97.17
Gratuity	(1.91)	(0.24)	-	(2.15)
Leave Encashment	(0.03)	(0.04)	-	(0.07)
Difference in Right of use asset and lease liability	1.06	(0.45)	-	0.61
Difference in carrying value and tax base of investments in equity shares measured at FVTOCI	5.72	-	-	5.72
Business Loss	(13.84)	(2.80)	-	(16.64)
Others (Custom Duty)	12.56	(0.47)	-	12.09
Net Deferred Tax (Asset)/Liabilities (Net)	**110.33**	**(13.60)**	**-**	**96.73**

Rupees in millions

Particulars	For the Year ended 31 March 2022			
	Opening Balance as at 1 April 2021	Recognised in profit and Loss	Recognised in OCI	Closing Balance as at 31 March 2022
Tax effect of items constituting deferred tax liabilities/ (asset)				
Difference between written down value as per the books of accounts and Income Tax Act, 1961	97.17	(12.52)	-	84.65
Difference in carrying value and tax base of investments in equity shares measured at FVTOCI	5.72	-	13.42	19.14
Gratuity	(2.15)	(0.20)	-	(2.35)
Leave Encashment	(0.07)	-	-	(0.07)
Difference in Right of use asset and lease liability	0.61	3.98	-	4.59
Business losses	(16.64)	(27.14)	-	(43.78)
Provision for doubtful trade receivables	-	(7.48)	-	(7.48)
Others (Custom Duty)	12.09	(12.09)	-	-
Net Deferred Tax (Asset)/Liabilities (Net)	**96.73**	**(55.45)**	**13.42**	**54.70**

Rupees in millions

Particulars	For the six months period ended 30 September 2022			
	Opening Balance as at 1 April 2022	Recognised in profit and Loss	Recognised in OCI	Closing Balance as at 30 September 2022
Tax effect of items constituting deferred tax liabilities/ (asset)				
Difference between written down value as per the books of accounts and Income Tax Act, 1961	84.65	(8.27)	-	76.38
Difference in carrying value and tax base of investments in equity shares measured at FVTOCI	19.14	-	13.41	32.55
Gratuity	(2.35)	(0.37)	-	(2.72)
Leave Encashment	(0.07)	(0.01)	-	(0.08)
Difference in Right of use asset and lease liability	4.59	0.15	-	4.74
Business losses	(43.78)	(29.85)	-	(73.63)
Provision for doubtful trade receivables	(7.48)	0.29	-	(7.19)
Net Deferred Tax (Asset)/Liabilities (Net)	**54.70**	**(38.06)**	**13.41**	**30.05**

Notes to the Restated Consolidated Financial Information

Note 10 - Non Current Tax Assets (Net)

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Advance Tax (Net of Provision)	66.17	19.04	-	-
Total Non Current Tax Assets (Net)	**66.17**	**19.04**	**-**	**-**

Note 10 A- Current Tax Liabilities (Net)

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Provision for Income Tax (Net of advance tax and TDS)	-	-	94.74	1.81
Total Current Tax Liabilities (Net)	**-**	**-**	**94.74**	**1.81**

Note 11 - Other Non Current assets (unsecured, considered good)

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
(a) Balance with Government Authorities (taxes paid under protest)	42.02	40.26	75.54	50.84
(b) Prepaid expense	10.53	23.31	3.77	6.11
(c) Share Issue Expenses Recoverable	18.26	-	-	-
Total Other Non Current assets	**70.81**	**63.57**	**79.31**	**56.95**

Note 12 - Inventories (at lower of cost and net realizable value)

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
(a) Stock-in-Trade	17,166.18	11,290.28	5,725.32	4,214.59
(b) Goods-in-transit	771.98	702.75	-	675.49
Total Inventories	**17,938.16**	**11,993.03**	**5,725.32**	**4,890.08**

Note: Stock-in-trade is pledged as security for borrowings, refer note 20 and 25.

Note 13 - Trade Receivables

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Trade Receivables- Unsecured*				
a) Trade Receivables - Considered good	12,143.44	11,521.47	7,923.76	4,182.59
b) Trade Receivables - Credit impaired	6.63	107.51	91.17	82.63
	12,150.07	**11,628.98**	**8,014.93**	**4,265.22**
Less: Loss allowance for credit impaired receivables	6.63	107.51	91.17	82.63
Total Trade Receivables	**12,143.44**	**11,521.47**	**7,923.76**	**4,182.59**

* Trade receivables include dues from related parties (Refer note 44)

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Ageing of trade receivables

Rupees in millions

Particulars	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total as at 30 September 2022
	Outstanding for following periods from the due date of payment						
Trade Receivables- Unsecured							
(a) Undisputed, considered good	9,133.02	2,983.05	26.44	0.33	0.19	0.41	12,143.44
(b) Undisputed, credit impaired	-	1.42	1.17	2.20	0.03	1.81	6.63
(c) Disputed, considered good	-	-	-	-	-	-	-
(d) Disputed, credit impaired	-	-	-	-	-	-	-
	9,133.02	**2,984.47**	**27.61**	**2.53**	**0.22**	**2.22**	**12,150.07**
Less: Loss allowance for credit impaired receivables							(6.63)
Total							**12,143.44**

Rupees in millions

Particulars	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total as at 31 March 2022
	Outstanding for following periods from the due date of payment						
Trade Receivables- Unsecured							
(a) Undisputed, considered good	9,848.39	1,600.11	58.49	3.92	10.48	0.08	11,521.47
(b) Undisputed, credit impaired	-	0.03	1.45	7.00	34.10	64.93	107.51
(c) Disputed, considered good	-	-	-	-	-	-	-
(d) Disputed, credit impaired	-	-	-	-	-	-	-
	9,848.39	**1,600.14**	**59.94**	**10.92**	**44.58**	**65.01**	**11,628.98**
Less: Loss allowance for credit impaired receivables							(107.51)
Total							**11,521.47**

Rupees in millions

Particulars	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total as at 31 March 2021
	Outstanding for following periods from the due date of payment						
Trade Receivables- Unsecured							
(a) Undisputed, considered good	6,615.56	1,224.64	16.71	66.22	0.46	0.17	7,923.76
(b) Undisputed, credit impaired	-	0.68	1.85	19.18	13.60	55.86	91.17
(c) Disputed, considered good	-	-	-	-	-	-	-
(d) Disputed, credit impaired	-	-	-	-	-	-	-
	6,615.56	**1,225.32**	**18.56**	**85.40**	**14.06**	**56.03**	**8,014.93**
Less: Loss allowance for credit impaired receivables							(91.17)
Total							**7,923.76**

Rupees in millions

Particulars	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total as at 31 March 2020
	Outstanding for following periods from the due date of payment						
Trade Receivables- Unsecured							
(a) Undisputed, considered good	2,128.47	1,983.04	61.19	7.96	1.93	-	4,182.59
(b) Undisputed, credit impaired	-	0.77	10.32	14.14	3.47	53.93	82.63
(c) Disputed, considered good	-	-	-	-	-	-	-
(d) Disputed, credit impaired	-	-	-	-	-	-	-
	2,128.47	**1,983.81**	**71.51**	**22.10**	**5.40**	**53.93**	**4,265.22**
Less: Loss allowance for credit impaired receivables							(82.63)
Total							**4,182.59**

Notes:

1. Trade receivables are hypothecated against the working capital limits availed from banks/ financial institutions
2. Refer Note 44 for receivables from related parties

Notes to the Restated Consolidated Financial Information

Note 14 - Cash and Cash Equivalents

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
(a) Balances with Banks				
- in current account	361.03	451.55	288.58	48.70
- in deposit account*	16.02	0.24	0.23	0.21
(b) Cash on hand^	1.12	0.15	0.66	0.78
Total Cash and Cash Equivalents	**378.17**	**451.94**	**289.47**	**49.69**

***Deposits of original maturity of less than 3 months**

^Cash on hand includes balance of INR 0.18 millions held in HDFC Bank money plus card and INR 0.01 millions in Axis Bank prepaid card as on 30 September, 2022.

Note 15 - Loans (Current)

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Loans to body corporate				
- Unsecured, considered good	0.04	20.97	60.00	0.07
Total Loans	**0.04**	**20.97**	**60.00**	**0.07**

Refer Note 52 for disclosure as required u/s 186(4) of Companies Act, 2013.

Note 16 - Other Financial Assets (Current)

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Unsecured, considered good				
a) Security Deposits (Rental)	11.82	0.09	-	28.65
b) Claims receivables	0.77	0.79	2.07	1.51
c) Other receivables	0.25	0.25	0.42	0.37
d) Interest receivables	0.96	-	-	-
Total Other Financial Assets	**13.80**	**1.13**	**2.49**	**30.53**

Note 17 - Other Current Assets (unsecured, considered good))

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
(i) Balances with government authorities (GST, TDS, Custom Duty, etc)	2,441.19	1,359.65	821.77	776.87
(ii) Prepaid Expenses	36.37	31.56	15.81	13.19
(iii) Employee Advances	-	-	0.04	-
(iv) Advance to Vendors/Others	71.66	135.66	133.60	32.48
Total Other Current Assets	**2,549.22**	**1,526.87**	**971.22**	**822.54**

Notes to the Restated Consolidated Financial Information

Note 18 - Equity Share Capital

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Authorised:				
- Face Value	5.00	5.00	10.00	10.00
- Number of shares	6,00,00,000	5,00,00,000	10,00,000	10,00,000
Total Authorised Equity Share Capital	**300.00**	**250.00**	**10.00**	**10.00**
Issued, Subscribed and Fully Paid:				
- Face Value	5.00	5.00	10.00	10.00
- Number of shares	4,17,83,910	4,17,83,910	9,94,855	9,94,855
Total Issued, Subscribed and Fully Paid Equity Share Capital	**208.92**	**208.92**	**9.95**	**9.95**

Notes:

1. Reconciliation of shares outstanding at the beginning and at the end of the period/ year:

Rupees in millions

Particulars	30 September 2022		31 March 2022		31 March 2021		31 March 2020	
	Number of shares	Rupees in millions	Number of shares	Rupees in millions	Number of shares	Rupees in millions	Number of shares	Rupees in millions
At the beginning of the reporting period/ year	4,17,83,910	208.92	9,94,855	9.95	9,94,855	9.95	9,94,855	9.95
Changes in Equity share capital during the period/ year								
-Split of 994,855 shares (Face value Rs.10 each to Rs.5 each)	-	-	9,94,855	-	-	-	-	-
- Allotment of bonus shares (Face value Rs. 5 each)	-	-	3,97,94,200	198.97	-	-	-	-
Balance at the end of the reporting period/ year	**4,17,83,910**	**208.92**	**4,17,83,910**	**208.92**	**9,94,855**	**9.95**	**9,94,855**	**9.95**

Note: The Parent Company has issued bonus shares of Rs. 5 each in the ratio of 1:20 by utilising Capital Redemption Reserve, Securities Premium, General Reserve and Surplus in Profit or loss.

2. Terms/ rights attached to equity shares

The Company has only one class of shares referred to as equity shares having par value of Rs. 5 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

3. Details of Shareholders holding more than 5% equity shares in the Company:

Name of shareholders	30 September 2022		31 March 2022		31 March 2021		31 March 2020	
	Number of Equity shares	Percentage holding	Number of Equity shares	Percentage holding	Number of Equity shares	Percentage holding	Number of Equity shares	Percentage holding
Equity shares with voting rights								
Manju Pansari	58,87,329	14.09%	58,87,308	14.09%	1,40,174	14.09%	1,16,876	11.75%
Meena Choudhary Jt with Manju Pansari, Krishna Kumar Choudhary HUF & Suresh Pansari HUF	-	-	-	-	-	-	1,16,489	11.71%
Sureshkumar Pansari	52,23,750	12.50%	52,23,750	12.50%	1,24,375	12.50%	1,24,375	12.50%
Meena Choudhary	64,30,242	15.39%	64,30,242	15.39%	1,53,101	15.39%	1,29,803	13.05%
Kapal Pansari	30,87,000	7.39%	30,87,000	7.39%	73,500	7.39%	73,500	7.39%
Chaman Pansari	23,94,000	5.73%	23,94,000	5.73%	57,000	5.73%	57,000	5.73%
Keshav Choudhary	73,92,000	17.69%	73,92,000	17.69%	1,76,000	17.69%	1,76,000	17.69%
Gazal Pansari	25,79,934	6.17%	25,79,934	6.17%	61,427	6.17%	61,427	6.17%
Krishna Kumar Choudhary as Karta of Krishna Kumar Choudhary HUF	57,72,753	13.82%	57,72,732	13.82%	1,37,446	13.82%	1,02,500	10.30%

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4. Shares held by the promoter as defined in the Companies Act, 2013 at the end of the period/ year

Shares held by promoters	As at 30 September 2022			As at 31 March 2022		
Promoter Name	Number of shares	Percentage of total shares	Percentage Change during the period	Number of shares	Percentage of total shares	Percentage Change during the year
Sureshkumar Pansari	52,23,750	12.50%	-	52,23,750	12.50%	-
Kapal Pansari	30,87,000	7.39%	-	30,87,000	7.39%	-
Keshav Choudhary	73,92,000	17.69%	-	73,92,000	17.69%	-
Krishna Kumar Choudhary as Karta of Krishna Kumar Choudhary HUF	57,72,753	13.82%	-	57,72,732	13.82%	-
Krishna Kumar Choudhary	12,96,750	3.10%	-	12,96,750	3.10%	-
Sureshkumar Pansari as Karta of Suresh Pansari HUF	16,52,532	3.95%	-	16,52,532	3.95%	-
Chaman Pansari	23,94,000	5.73%	-	23,94,000	5.73%	-

Shares held by promoters	As at 31 March 2021			As at 31 March 2020		
Promoter Name	Number of shares	Percentage of total shares	Percentage Change during the year	Number of shares	Percentage of total shares	Percentage Change during the year
Sureshkumar Pansari	1,24,375	12.50%	-	1,24,375	12.50%	-
Kapal Pansari	73,500	7.39%	-	73,500	7.39%	-
Keshav Choudhary	1,76,000	17.69%	-	1,76,000	17.69%	-
Krishna Kumar Choudhary as Karta of Krishna Kumar Choudhary HUF	1,37,446	13.82%	34.09%	1,02,500	10.30%	-
Krishna Kumar Choudhary	30,875	3.10%	-	30,875	3.10%	-
Sureshkumar Pansari as Karta of Suresh Pansari HUF	39,346	3.95%	794.23%	4,400	0.44%	-
Chaman Pansari	57,000	5.73%	-	57,000	5.73%	-

4.(i). The share split and issue of bonus shares in financial year 2021-2022 has not resulted into overall change in percentage holding of the promoters.
4.(ii). The Company has not included relatives of promoters (Manju Pansari, Meena Choudhary, Priyanka Pansari, Gazal Pansari, Meena Choudhary Jt with Manju Pansari, Krishna Kumar Choudhary HUF & Suresh Pansari HUF and Manju Pansari Jt holding with Meena Choudhary), cumulatively holding 35.82% for period ended 30 September, 2022 and years ended 31 March, 2022 and 31 March, 2021 and 42.84% for year ended 31 March, 2020 shares in the above promoter list.

5. Aggregate number and class of shares allotted as fully paid up without payment being received in cash (bonus shares):

Particulars	Aggregate number of shares					
	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018
Issue of bonus shares	-	3,97,94,200	-	-	-	-

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Note 19 - Other Equity

Rupees in millions

Particulars	Reserves and Surplus					Items of Other Comprehensive Income		Non-Controlling interest	Total
	Capital Redemption Reserve	Securities Premium	General Reserve	Revaluation surplus	Retained Earnings	Foreign currency translation reserve	Other items of Other Comprehensive Income		
Restated balance as at 1 April 2019	**0.50**	**75.94**	**1,850.00**	**0.23**	**302.21**	**-**	**(1.93)**	**(14.57)**	**2,212.38**
Restated Profit/ (Loss) for the year	-	-	-	-	395.91	-	-	(13.60)	382.31
Remeasurement of defined benefits plan - (loss)/gain	-	-	-	-	-	-	(9.35)	(0.28)	(9.63)
Income tax (expenses)/benefits on remeasurement of defined benefits plan	-	-	-	-	-	-	(2.50)	0.07	(2.43)
Net fair value gain/(loss) on investments in equity shares through OCI	-	-	-	-	-	-	11.93	-	11.93
Income tax (expenses)/benefits on net fair value gain on investments in equity shares through OCI	-	-	-	-	-	-	(3.00)	-	(3.00)
Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**395.91**	**-**	**(2.92)**	**(13.81)**	**379.18**
Transfer from surplus in profit and loss to general reserve	-	-	400.00	-	(400.00)	-	-	-	-
Dividend paid	-	-	-	-	(1.99)	-	-	-	(1.99)
Dividend Distribution Tax	-	-	-	-	(0.41)	-	-	-	(0.41)
Restated balance as at 31 March 2020	**0.50**	**75.94**	**2,250.00**	**0.23**	**295.72**	**-**	**(4.85)**	**(28.38)**	**2,589.16**
Transition date adjustment (Refer note 45A (4))	-	-	-	0.46	33.33	-	-	(0.41)	33.38
As at 1 April 2020	**0.50**	**75.94**	**2,250.00**	**0.69**	**329.05**	**-**	**(4.85)**	**(28.79)**	**2,622.54**
Restated Profit for the year	-	-	-	-	1,303.75	-	-	59.75	1,363.50
Remeasurement of defined benefits plan - (loss)/gain	-	-	-	-	-	-	(17.94)	-	(17.94)
Income tax (expenses)/benefits on remeasurement of defined benefits plan	-	-	-	-	-	-	(4.51)	-	(4.51)
Restated Total Comprehensive Income for the year	-	-	-	-	1,303.75	-	(22.45)	59.75	1,341.05
Adjustment on account of acquisition of control	-	-	-	-	-	-	-	(3.52)	(3.52)
Transfer from surplus in profit and loss to general reserve	-	-	1,200.00	-	(1,200.00)	-	-	-	-
As at 31 March 2021	**0.50**	**75.94**	**3,450.00**	**0.69**	**432.80**	**-**	**(27.30)**	**27.44**	**3,960.07**
Restated Profit for the year	-	-	-	-	1,820.70	-	-	4.41	**1,825.11**
Remeasurement of defined benefits plan - (loss)/gain	-	-	-	-	-	-	(38.75)	0.02	(38.73)
Net fair value gain/(loss) on investments in equity shares through OCI	-	-	-	-	-	-	53.31	-	53.31
Income tax (expenses)/benefits on net fair value gain on investments in equity shares through OCI and remeasurement of defined benefits plan	-	-	-	-	-	-	(23.15)	-	(23.15)
Restated Total Comprehensive Income for the year	**-**	**-**	**-**	**-**	**1,820.70**	**-**	**(8.59)**	**4.43**	**1,816.54**
Utilisation of reserves for issuance of equity (bonus shares)	(0.50)	(66.83)	(60.00)	-	(71.64)	-	-	-	**(198.97)**
Transfer from surplus in profit and loss to general reserve	-	-	2,010.00	-	(2,010.00)	-	-	-	-
Dividend paid	-	-	-	-	(0.99)	-	-	-	(0.99)
Equity Share Issuance Costs	-	-	-	-	(2.28)	-	-	-	(2.28)
As at 31 March 2022	**-**	**9.11**	**5,400.00**	**0.69**	**168.59**	**-**	**(35.89)**	**31.87**	**5,574.37**
Restated Profit/(Loss) for the period	**-**	**-**	**-**	**-**	**705.97**	**-**	-	(32.22)	673.75
Remeasurement of defined benefits plan - (loss)/gain	**-**	**-**	**-**	-	-	-	(8.03)	(0.19)	(8.22)
Net fair value gain/(loss) on investments in equity shares through OCI	**-**	**-**	**-**	-	-	-	53.29	-	53.29
Income tax (expenses)/benefits on net fair value gain on investments in equity shares through OCI and remeasurement of defined benefits plan	**-**	**-**	**-**	-	-	-	(15.33)	0.05	(15.28)
Exchange difference in translating the net assets in foreign operations	-	-	-	-	-	(7.66)	-	(7.23)	(14.89)
Restated Total Comprehensive Income for the period	**-**	**-**	**-**	**-**	**705.97**	**(7.66)**	**29.93**	**(39.59)**	**688.65**
Dividend Paid	**-**	**-**	**-**	**-**	(1.05)	-	-	-	(1.05)
As at 30 September 2022	**-**	**9.11**	**5,400.00**	**0.69**	**873.51**	**(7.66)**	**(5.96)**	**(7.72)**	**6,261.97**

Notes :-

1 The Capital redemption reserve was created for buy back of the shares. This reserve was utilized for capitalization of fully paid bonus equity shares considering the requirements of the Companies Act, 2013.
2 The securities premium reserves was created out of the issue of equity shares at premium. This reserve can be utilized for capitalization of fully paid bonus equity shares considering the requirements of the Companies Act, 2013.
3 The General reserve is used from time to time to transfer profits from retained earnings for appropriation purpose. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.
4 Retained earnings represents profits generated and retained by the Company post distribution of dividends to the equity shareholders in the respective years/period. This reserve can be utilized for distribution of dividend by the Company considering the requirements of the Companies Act, 2013.
5 Foreign currency translation reserve - Exchange differences arising on translation of the foreign operation / subsidiary are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.
6 The Parent has 2 subsidiaries namely Znet Technologies Pvt Ltd and Rashi Peripherals Pte Ltd (immaterial subsidiary) with non-controlling interest (NCI) ownership interest and voting rights held by NCI are 49% and 48.54% respectively. For these subsidiaries the profit/(loss) allocated to the NCI for the period is Rs. (39.59) millions in aggregate and NCI carrying value is Rs. (7.72) millions in aggregate.

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Note 20 - Non Current Borrowings

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Secured at amortised cost (Refer notes below)				
Term Loan From Banks	397.28	478.55	522.70	-
Term Loan From Others	-	118.59	118.59	120.40
Unsecured at amortised cost (Refer note 1 below)				
Loan from Related Party - Directors	7.67	10.65	9.77	9.11
Loan From Others- NBFC	-	-	-	2.22
	404.95	**607.79**	**651.06**	**131.73**

Note:

	30 September 2022	31 March 2022	31 March 2021	31 March 2020
1. The interest rate of the borrowings ranges from	7.45%-8.85%	7%-8%	7%-8%	7%-8%

2. Nature of Security & Terms of Repayment of Secured Term Loan:-

Nature of Security	Terms of Repayment
Term Loan from India Bulls Housing Finance Limited is Secured by Mortgage of Property from India Bulls Real Estate under construction for which loan is availed.	Repayable in 120 Equal Monthly Installments from the date of receipt of the possession of property.
Loan availed as part of Emergency Credit Line Guarantee Scheme availed from Standard Chartered Bank is secured by second pari-passu charge over all present and future current assets of the Company.	To be repaid in 48 equal installments after moratorium of 12 months from date of disbursement w.e.f 01 March 2021. Interest to be serviced on monthly basis.
Loan availed as part of Emergency Credit Line Guarantee Scheme availed from HDFC Bank is secured by second pari-passu charge by way of hypothecation over all securities created over the hypothecated assets and/ or immovable properties and/ or guarantees furnished for securing the amount due under the existing facilities.	To be repaid in 48 equal installments after moratorium of 12 months from date of disbursement w.e.f 22 March 2021. Interest to be serviced on monthly basis.
Loan availed as part of Emergency Credit Line Guarantee Scheme availed from Axis Bank is secured by second pari-passu charge over all present and future current assets of the Company.	To be repaid in 48 equal installments after moratorium of 12 months from date of disbursement w.e.f 22 April 2021. Interest to be serviced on monthly basis.
Loan from PNB Housing Finance Secured against land purchased at Vaishali Estate	120 monthly Installments commencing from 11 October 2014. Entire loan has been repaid during F.Y 2021-22.
Term loan from IndusInd Bank Ltd. Personally Guaranteed by a Director (Munesh Singh Jadoun).	36 monthly Installments commencing from 4 June 2018. Entire loan has been repaid during F.Y 2021-22.
Term loan from Equitas Small Finance Limited. Personally Guaranteed by a Director (Munesh Singh Jadoun).	36 monthly Installments commencing from 5 July 2018. Entire loan has been repaid during F.Y 2021-22.
Term loan from Capital Float. Personally Guaranteed by a Director (Munesh Singh Jadoun).	36 monthly Installments commencing from 16 June 2018. Entire loan has been repaid during F.Y 2021-22.
Term loan from Aditya Birla Finance Limited. Personally Guaranteed by a Director (Munesh Singh Jadoun).	36 monthly Installments commencing from 5 June 2018. Entire loan has been repaid during F.Y 2021-22.
Term loan from Magma Fincorp Limited. Personally Guaranteed by a Director (Munesh Singh Jadoun).	36 monthly Installments commencing from 7 July 2018. Entire loan has been repaid during F.Y 2021-22.
Term loan from IVL Finance ltd. Personally Guaranteed by a Director (Munesh Singh Jadoun).	36 monthly Installments commencing from 5 June 2018. Entire loan has been repaid during F.Y 2021-22.

3. Default in terms of repayment of principal and interest - None

4. In the earlier years, the Company entered into a tripartite agreement with Indiabulls Properties Pvt. Ltd. (IPPL) and Indiabulls Housing Finance Limited (IHFL) for sale of property by IPPL to the Company, against which a loan of Rs. 118.59 millions was obtained by the Company from IHFL (directly disbursed as per terms to IPPL). An initial deposit of Rs. 14.45 millions was given by the Company to IPPL pursuant to the same. During the current period, the tripartite agreement was terminated, as a result of the sale terms not being met by IPPL and a refund of the initial deposit was received by the Company alongwith interest of Rs. 15.28 millions. The loan from IHFL was repayed / settled by IPPL as part of the termination and the Company has received a no dues certificate from IHFL, in respect of the same. Accordingly, the Company accounted for the terminated by adjusting the loan outstanding of Rs. 118.59 millions and deposit recovered against the amount disclosed under Other Receivables (non- current).

5. The Company has satisfied the covenants prescribed in terms of sanction letters for borrowings with banks.

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Note 21 - Lease liabilities

Rupees in millions

Particulars	30 September 2022		31 March 2022		31 March 2021		31 March 2020	
	Non-current	Current	Non-current	Current	Non-current	Current	Non-current	Current
Lease liabilities Refer Note 1.5 (g) and 39 for leases	16.22	19.63	21.47	17.24	5.18	4.21	8.44	8.91
Total Lease Liabilities	**16.22**	**19.63**	**21.47**	**17.24**	**5.18**	**4.21**	**8.44**	**8.91**

Note 22 - Other Financial Liabilities (Non-Current)

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Security Deposit received (rental)	-	-	-	3.45
Total Other Non-Current Financial Liabilities	**-**	**-**	**-**	**3.45**

Note 23- Provisions (Non-Current)

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 April 2020
Provision for Compensated absences	0.26	0.23	0.22	0.10
Provision for Gratuity (Included as part of employee benefit expenses in Note 28 and Note 34)	15.12	25.41	7.71	6.87
Total Provisions (Non-current)	**15.38**	**25.64**	**7.93**	**6.97**

Note 24 - Contract liabilities

Rupees in millions

Particulars	30 September 2022		31 March 2022		31 March 2021		31 March 2020	
	Non-current	Current	Non-current	Current	Non-current	Current	Non-current	Current
Maintenance and other services	12.22	181.95	12.14	97.24	6.38	54.71	2.56	45.31
Total Contract liabilities	**12.22**	**181.95**	**12.14**	**97.24**	**6.38**	**54.71**	**2.56**	**45.31**

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Note 25 - Current Borrowings

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Secured loans (At amortised cost) (Refer notes below)				
(i) Loan repayable on demand from banks	9261.59	7,628.95	4,108.35	3,047.21
(ii) Loan from Others - vehicle loan	-	2.80	-	-
(iii) Current maturities of long term debt (Refer Note 20)	158.00	153.45	1.39	6.55
Unsecured loans (At amortised cost) (Refer note 1 below)				
i) Loan from Related Party - Directors	135.04	248.20	35.57	35.83
i) Loan from Related Party - Others	53.13	176.20	91.58	23.13
iii) Term loans - From NBFC	-	-	1.98	8.20
Total Short Term Borrowings	**9,607.76**	**8,209.60**	**4,238.87**	**3,120.92**

Notes :-

1. The interest rate of the secured and unsecured borrowings ranges from	**7.2% to 10.4%.**	**6.75% to 9%.**	**6.75% to 9%.**	**6.75% to 9%.**

2. Nature of Security of Secured Working Capital loans :
Nature of Security
SBI-Channel Finance
(Secured against hypothecation charge on the companies finished goods of DELL items, stock and book debts to the extent of SBI's bank exposure, both present and future along with personal guarantees of two directors.)

HDFC - Working Capital Demand Loan
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

HDFC - Overdraft
(Secured against equitable mortgage of office premises of company situated at Marol- Andheri & Ariisto House and personal guarantees of two directors.)

HDFC - Cash Credit
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

ICICI Bank - Working Capital Demand Loan
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

Standard Chartered Bank - Cash Credit
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

Standard Chartered Bank - Working Capital Demand Loan
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

IndusInd Bank - Cash Credit
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

IndusInd Bank - Working Capital Demand Loan
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

IndusInd Bank - Channel Finance
(Secured against the hypothecation of second pari-passu charge over stock, book debts, other current assets and movable properties of the company)

Axis Bank - Working Capital Demand Loan/ Foreign Currency Demand Loan
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

Axis Bank - Cash credit
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

Axis Bank - Channel Finance
(Secured by second pari-passu charge on current assets of the borrower present as well as future)

Citi Bank - Working Capital Demand Loan
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

Citi Bank - Cash credit
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

HSBC - Working Capital Demand Loan
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

HSBC - Purchase Finance
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

HSBC - Cash Credit
(Secured against hypothecation of first pari-passu charge over current assets of the borrower present as well as future)

Daimler Financial Services India Private Limited
(Secured against 2 vehicles financed and post dated cheques)

Tata Capital Financial Services - Channel Finance
(Secured against personal guarantees of two directors)

3. Default in terms of repayment of principal and interest - NIL.

4. Loan from directors and other parties are unsecured and repayable on demand

Rashi Peripherals Limited (Formerly known as Rashi Peripherals Private Limited)
CIN: U30007MH1989PLC051039
Restated Consolidated Financial Information

Notes to the Restated Consolidated Financial Information

Note 26 - Trade Payables

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Total outstanding dues of micro enterprises and small enterprises	0.74	3.00	2.52	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	16,846.48	11,273.47	6,633.53	4,507.27
Total Trade Payables	**16,847.22**	**11,276.47**	**6,636.05**	**4,507.27**

Notes:

(1) Trade Payables are payables in respect of the amount due on account of goods purchased or services received in the normal course of business.

(2) The above information has been determined to the extent such parties have been identified on the basis of the information available with the Group. This has been relied upon by the auditors. Refer Note 47 for MSME disclosures.

Ageing of trade payables

Rupees in millions

Particulars	Outstanding for following periods from the due date					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total as at 30 September 2022
Undisputed trade payables						
Dues of Micro enterprises and small enterprises	0.68	0.06	-	-	-	0.74
Other than micro enterprises and small enterprises	14,334.31	2,469.61	1.54	4.36	36.66	16,846.48
Total	**14,334.99**	**2,469.67**	**1.54**	**4.36**	**36.66**	**16,847.22**

Rupees in millions

Particulars	Outstanding for following periods from the due date					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total as at 31 March 2022
Undisputed trade payables						
Dues of Micro enterprises and small enterprises	-	3.00	-	-	-	3.00
Other than micro enterprises and small enterprises	9,320.99	1,892.68	12.65	6.28	40.87	11,273.47
Total	**9,320.99**	**1,895.68**	**12.65**	**6.28**	**40.87**	**11,276.47**

Rupees in millions

Particulars	Outstanding for following periods from the due date					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total as at 31 March 2021
Undisputed trade payables						
Dues of Micro enterprises and small enterprises	-	2.52	-	-	-	2.52
Other than micro enterprises and small enterprises	5,107.49	1,474.10	10.92	7.68	33.34	6,633.53
Total	**5,107.49**	**1,476.62**	**10.92**	**7.68**	**33.34**	**6,636.05**

Rupees in millions

Particulars	Outstanding for following periods from the due date					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total as at 31 March 2020
Undisputed trade payables						
Dues of Micro enterprises and small enterprises	-	-	-	-	-	-
Other than micro enterprises and small enterprises	2,997.54	1,461.23	13.79	19.63	15.08	4,507.27
Total	**2,997.54**	**1,461.23**	**13.79**	**19.63**	**15.08**	**4,507.27**

Note 27 - Other Financial Liabilities (Current)

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Payable to Employees	152.93	205.57	56.45	50.60
Other Payables				
Due for Expenses	20.31	7.48	2.60	2.20
Liabilities for Capital Goods	-	-	-	1.90
Dues to Bank towards Credit Cards	0.40	0.44	0.15	0.59
Total Other Financial Liabilities (Current)	**173.64**	**213.49**	**59.20**	**55.29**

Notes to the Restated Consolidated Financial Information

Note 28 - Provisions

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Provision for Warranty	-	-	-	2.89
Provision for Compensated absences	0.07	0.06	0.06	0.02
Provision for Gratuity	35.15	29.41	23.77	13.16
Total Provisions	**35.22**	**29.47**	**23.83**	**16.07**

Notes:
1. The Original Equipment Manufacturer ("OEM") warrants the products distributed by the Company and these are assurance warranties provided in the normal course of business relating to product performance. The Company generally, does not independently warrant the products it distributes and hence management considers that any provision for warranties or claims is not required.
2. For provision for warranty, refer Note 36A
3. For provision for Gratuity (included as part of Employee benefits in Note 34 and Note 23)

The Company's obligation towards Gratuity is a Defined Benefit Plan and the details of actuarial valuation as at the year end is given below:

Table Showing Change in the Present Value of Projected Benefit Obligation

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Defined Benefit Obligation at the beginning of the period/ year	132.31	84.07	56.62	43.53
Service cost	5.35	6.89	5.69	4.54
Interest Cost	4.55	5.73	3.87	3.36
Actuarial Loss /(Gain)	6.37	39.83	21.53	8.19
Benefits paid	(3.31)	(4.21)	(3.64)	(3.00)
Defined Benefit Obligation at the end of the period/ year	**145.27**	**132.31**	**84.07**	**56.62**

Table Showing Change in the Fair Value of Plan Assets

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Fair Value of Plan Assets at the Beginning of the period/year	77.49	52.59	36.59	37.39
Interest Income	2.67	3.61	2.52	2.91
Contributions by the Employer	20.00	24.40	13.53	0.73
Benefit Paid from the Fund	(3.31)	(4.21)	(3.64)	(3.00)
Return on Plan Assets, Excluding Interest Income	(1.85)	1.10	3.59	(1.44)
Fair Value of Plan Assets at the End of the period/year	**95.00**	**77.49**	**52.59**	36.59

The category of plan assets of the fair value of the total plan assets are as follows:

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Insurance fund	95.00	77.49	52.59	36.59

Amount Recognized in the Restated Balance Sheet

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Present Value of Benefit Obligation at the end of the period/year	(145.27)	(132.31)	(84.07)	(56.62)
Fair Value of Plan Assets at the end of the period/year	95.00	77.49	52.59	36.59
Net (Liability)/Asset Recognized in the Restated Balance Sheet	**(50.27)**	**(54.82)**	**(31.48)**	**(20.03)**

Net Interest Cost for Current period/year

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Present Value of Benefit Obligation at the Beginning of the period/year	132.31	84.07	56.62	43.53
Fair Value of Plan Assets at the Beginning of the period/year	(77.49)	(52.59)	(36.59)	(37.39)
Net Liability/(Asset) at the Beginning of the period/year	54.82	31.48	20.03	6.14
Interest Cost	4.55	5.73	3.87	3.36
(Interest Income)	(2.67)	(3.61)	(2.52)	(2.91)
Net Interest Cost for Current period/year	**1.88**	**2.12**	**1.35**	0.45

Notes to the Restated Consolidated Financial Information

Expenses Recognized in the Restated Statement of Profit or Loss for Current period/year

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Current Service Cost	5.35	6.89	5.69	4.54
Net Interest Cost	1.88	2.12	1.35	0.45
Expenses Recognized in the Restated Statement of Profit or Loss for Current period/year	**7.23**	**9.01**	**7.04**	**4.99**

Expenses Recognized in the Restated Other Comprehensive Income (OCI) for Current period/year

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Actuarial (Gains)/Losses on Obligation For the period/year	6.37	39.83	21.53	8.19
Return on Plan Assets, Excluding Interest Income	1.85	(1.10)	(3.59)	1.44
Net (Income)/Expense For the period/ year Recognized in Restated OCI	**8.22**	**38.73**	**17.94**	**9.63**

Breakup of acturial (gain)/loss

Rupees in Millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Actuarial (gains)/losses on obligations - due to change in demographic assumptions	-	16.96	-	5.33
Actuarial (gains)/losses on obligations - due to change in financial assumptions	(4.31)	17.40	0.30	2.79
Actuarial (gains)/losses on obligations - due to experience	10.68	5.47	21.23	0.07
Return on Plan Assets, Excluding Interest Income	1.85	(1.10)	(3.59)	1.44
Total	**8.22**	**38.73**	**17.94**	**9.63**

Restated Balance Sheet Reconciliation

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Opening Net Liability	(54.82)	(21.48)	(10.03)	(6.12)
Expenses Recognized in Restated Statement of Profit or Loss	(7.23)	(9.01)	(7.04)	4.99
Expenses Recognized in Restated OCI	(8.22)	(38.73)	(17.94)	(9.63)
Employer's Contribution	20.00	24.40	13.53	0.73
Net (Liability)/Asset Recognized in the Restated Balance Sheet	**(50.27)**	**(44.82)**	**(21.48)**	**(10.03)**

Expected contribution of the fund in the next year

Rupees in Millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Gratuity	35.15	29.41	26.19	17.08

Assumptions:

Holding Company

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Expected Retun on Plan assets	7.49%	6.90%	6.87%	6.89%
Discount Rate	7.49%	6.90%	6.87%	6.89%
Salary escalation rate	7.00%	6.75%	4.00%	4.00%
Attrition rate	For service 4 years and below 22% p.a. For service 5 years and above 7% p.a.	For service 4 years and below 21% p.a. For service 5 years and above 7% p.a.	For service 4 years and below 25 % p.a. For service 5 years and above 1 % p.a.	For service 4 years and below 25 % p.a. For service 5 years and above 1 % p.a.
Demographic assumptions - Mortality	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2012-14) Urban	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

Projected Benefits Payable in future years from the date of reporting

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
1st Following Year	18.40	10.27	2.15	1.80
2nd Following Year	13.40	11.15	2.33	0.97
Sum of 3 to 5 Years	34.77	37.47	15.77	4.77
Sum of 6 Years and above	189.38	190.46	194.77	133.80

Notes to the Restated Consolidated Financial Information

Sensitivity Analysis

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Projected Benefit Obligation on Current Assumptions	134.81	123.27	75.81	49.28
Delta Effect of +1% Change in Rate of Discounting	(8.41)	(8.46)	(8.20)	(5.87)
Delta Effect of -1% Change in Rate of Discounting	9.57	9.66	9.70	7.01
Delta Effect of +1% Change in Rate of Salary Increase	7.57	7.70	8.11	6.86
Delta Effect of -1% Change in Rate of Salary Increase	(6.95)	(7.04)	(7.15)	(5.81)
Delta Effect of +1% Change in Rate of Employee Turnover	1.01	0.71	3.22	2.05
Delta Effect of -1% Change in Rate of Employee Turnover	(1.12)	(0.80)	(3.64)	(2.33)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.
The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.
Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet.
There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Significant risks and assumptions:

Interest rate risk: A fall in the discount rate which is linked to the G. Sec. Rate will increase the present value of the liability requiring higher provision.A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.
Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.
Investment Risk :The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If there turn on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Asset Liability Matching Risk : The plan faces the ALM risk as to the matching cashflow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.
Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.
Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very low as insurance

Subsidiary Company

Actuarial assumption

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Discount rate*	7.55%	6.70%	6.26%	7.22%
Rate of employee Turnover	For Service below 5 years : 25% p.a. and For Service 5 years and above : 10% p.a.	For Service below 5 years : 25% p.a. and For Service 5 years and above : 10% p.a.	For Service below 5 years : 25% p.a. and For Service 5 years and above : 10% p.a.	For Service below 5 years : 25% p.a. and For Service 5 years and above : 10% p.a.
Retirement Age	58 Years	58 Years	58 Years	58 Years
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Salary escalation rate**	10%	10%	10%	10%
Valuation Methodology	Projected Unit Credit Method	Projected Unit Credit Method	Projected Unit Credit Method	Projected Unit Credit Method

* The discount rate assumed is 7.55% (FY 2021-22 6.70%, FY 2020-21 6.26% and FY 2019-20 Rs. 7.72%) which is determined by reference to market yield at the balance sheet date on government bonds.
** The estimates of future salary increase considered in actuarial valuation, taking account of inflation, seniority promotion and other relevent factors, such as supply and demand in the employment market

II) Sensitivity analysis

Reasonable possible change at the reporting date to one of the relevant actuarial assumption, holding other assumption constant, would have effected the defined benefit obligation by the amount shown below.

Gratuity

Rupees in millions

Particulars	30 September 2022		31 March 2022		31 March 2021		31 March 2020	
	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(0.77)	0.87	(0.72)	0.82	(0.68)	0.81	(0.62)	0.72
Salary escalation rate (1% movement)	0.68	(0.62)	0.66	(0.63)	0.68	(0.63)	0.62	(0.57)

III) Expected Maturity analysis of the defined benefits plan in future years of Znet Technologies Private Limited

Rupees in millions

30 September 2022	First Year	Second year	Third to fifth year	More than 5 Years
Gratuity	0.84	0.87	2.66	18.01
Total	**0.84**	**0.87**	**2.66**	**18.01**

Rupees in millions

31 March 2022	First Year	Second year	Third to fifth year	More than 5 Years
Gratuity	0.64	0.68	2.13	14.98
Total	**0.64**	**0.68**	**2.13**	**14.98**

Rupees in millions

31 March 2021	First Year	Second year	Third to fifth year	More than 5 Years
Gratuity	0.56	0.58	1.83	13.77
Total	**0.56**	**0.58**	**1.83**	**13.77**

Rupees in millions

31 March 2020	First Year	Second year	Third to fifth year	More than 5 Years
Gratuity	0.48	0.57	1.63	12.65
Total	**0.48**	**0.57**	**1.63**	**12.65**

Notes to the Restated Consolidated Financial Information

IV) Significant risks and assumptions:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such the Indian subsidiary is exposed to various risks as follows -

A) Salary Increases- Actual salary increase will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
B) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.
C) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
D) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

Compensated absences (included as part of Employee benefits in Note 28)

The overall expected rate of return on assets is determined based on market prices prevailing on that date applicable to the period over which the obligation is to be settled.
The estimates of future salary increases, considered in actuarial valuation taken on account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.
The Indian subsidiary has a policy on compensated absences with provisions on accumulation and encashment by the employees on separation from the Company due to death, retirement or resignation. The expected cost of compensated absences is determined by actuarial valuation performed by an independent actuary at the balance sheet date using projected unit credit method.

The amount of provision of compensated absences is Rs. 0.33 millions for current period, Rs. 0.29 millions for FY 2021-22, Rs. 0.28 millions for FY 2020-21 and Rs. 0.12 millions for FY 2019-20.

Actuarial assumption

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Discount rate	7.55%	6.70%	6.26%	7.22%
Rate of employee Turnover	For Service below 5 years : 25% p.a. and For Service 5 years and above : 10% p.a.	For Service below 5 years : 25% p.a. and For Service 5 years and above : 10% p.a.	For Service below 5 years : 25% p.a. and For Service 5 years and above : 10% p.a.	For Service below 5 years : 25% p.a. and For Service 5 years and above : 10% p.a.
Retirement Age	58 Years	58 Years	58 Years	58 Years
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Salary escalation rate	10%	10%	10%	10%
Valuation Methodology	Projected Unit Credit Method	Projected Unit Credit Method	Projected Unit Credit Method	Projected Unit Credit Method

Note 29 - Other Current Liabilities

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Statutory Liabilities (PF, ESIC, TDS, TCS, GST and others)	69.72	140.07	41.78	30.58
Interest Accrued and Due on Borrowings	21.10	-	-	-
Advance From Customers	180.43	164.63	36.11	198.70
Total Other Current Liabilities	**271.25**	**304.70**	**77.89**	**229.28**

Notes to the Restated Consolidated Financial Information

Note 30 - Revenue from Operations

Rupees in millions

Particulars	For the six months period ended 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Revenue from contracts with customers				
(a) Revenue from sale of goods	50,134.44	92,874.82	59,010.81	39,124.22
(b) Revenue from sale of services	103.65	259.56	239.67	220.60
Total Revenue from Operations	**50,238.09**	**93,134.38**	**59,250.48**	**39,344.82**

Note 31 - Other Income

Rupees in millions

Particulars	For the six months period ended 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
(a) Interest Income				
From Banks	0.24	0.08	0.03	0.05
From others (on delayed payments by customers and interest on loan)	71.36	45.17	30.67	53.57
(b) Dividend Income*	0.00	0.00	-	0.00
(c) Rental Income	2.66	5.24	3.06	8.90
(d) Income from Insurance claim	3.40	8.07	5.04	6.22
(e) Gain on sale of Property, Plant and Equipment (net)	0.24	0.22	0.86	-
(f) Reversal of Bad debts written off in earlier years	-	3.75	0.03	-
(g) Foreign Exchange Gain (net)	0.11	-	4.79	-
(h) Bad debts recovered	4.53	13.37	6.75	6.24
(i) Liability written back	-	4.71	-	0.81
(j) Miscellenous Income	2.95	4.22	0.69	0.80
Total Other Income	**85.49**	**84.83**	**51.92**	**76.59**
* Rs. 0.00 Millions denotes amount less than Rs. 10,000.				

Note 32 - Purchases of stock-in-trade

Rupees in millions

Particulars	For the six months period ended 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Purchases of stock-in-trade	53,708.62	94,324.56	56,460.97	38,618.96
Total Purchases of stock-in-trade	**53,708.62**	**94,324.56**	**56,460.97**	**38,618.96**

Note 33 - Changes in Inventories of stock-in-trade

Rupees in millions

Particulars	For the six months period ended 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Opening Stock	11,993.03	5,725.32	4,890.08	3,371.16
Add: Stock on acquisition of subsidiary	-	-	151.73	-
Less :- Closing Stock	17,938.16	11,993.03	5,725.32	4,890.08
Total changes in Inventories of stock-in-trade	**(5,945.13)**	**(6,267.71)**	**(683.51)**	**(1,518.92)**

Note 34 - Employee Benefits Expense

Rupees in millions

Particulars	For the six months period ended 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Salaries, wages & bonus	626.52	1,083.04	738.34	695.56
Contribution to Provident Fund & Other Funds				
Employers Contribution to Provident Fund	18.21	30.23	27.94	33.53
Employers Contribution to ESIC	1.13	2.25	2.18	2.86
Gratuity*	7.23	9.01	7.04	4.99
Staff Welfare Expenses	11.42	18.27	11.91	16.12
Total Employee Benefits Expense	**664.51**	**1,142.80**	**787.41**	**753.06**

*Refer Note 23 and Note 28 for gratuity disclosures

Notes to the Restated Consolidated Financial Information

Note 35 - Finance Costs

Rupees in millions

Particulars	For the six months period ended 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
(a) Interest on Borrowings from Banks	351.14	489.97	280.90	336.82
(b) Interest on lease liability	1.44	3.10	0.84	1.56
(c) Other borrowing costs (Bill Discounting Charges)	15.87	-	-	-
(d) Interest on loans from related parties and others	29.91	43.77	6.77	14.40
Total Finance Costs	**398.36**	**536.84**	**288.51**	**352.78**

Note 36 - Other Expenses

Rupees in millions

Particulars	For the six months period ended 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the year ended 31 March 2020
Advertisement Expenses	32.46	102.19	46.66	33.80
Cloud and Hosting services	130.55	167.16	127.84	96.45
Bank Charges (Net)	22.98	45.32	16.70	8.38
Communication Expenses	4.93	9.72	10.61	14.25
Electricity Charges	7.34	14.00	11.14	13.30
Freight & Forwarding Expenses	72.89	107.73	75.56	61.27
Insurance Premium	48.29	89.62	44.75	40.68
Legal & Professional Charges	27.10	55.24	39.73	21.12
Payment to Auditors (Refer note 36A)	8.45	8.70	4.34	2.13
Loss on sale of Property, Plant and Equipment	-	0.41	-	0.51
Contribution to Corporate Social Responsibility (Refer Note 48)	9.37	16.92	11.30	8.07
Packing Expenses	1.09	1.05	0.88	0.79
Rent expense (Refer Note 39)	71.02	106.09	71.85	65.12
Rates & Tax	6.23	3.70	3.30	6.11
Repair & Maintenance				
- Building	3.19	2.77	1.95	3.51
- Other	11.39	26.28	8.33	12.45
Allowance for doubtful trade receivables	7.44	29.94	18.83	23.31
Sales Promotion expense	5.71	93.62	37.61	73.24
Travelling and Conveyance Expenses	32.65	34.33	19.34	85.08
Foreign Exchange Loss (net)	2.39	0.14	-	16.64
Administrative Expenses	-	-	-	6.20
Miscellaneous Expenses	24.99	52.46	34.54	37.32
Total Other Expenses	**530.46**	**967.39**	**585.26**	**629.73**

Note 36A

Rupees in millions

Particulars	For the six months period ended 30 September 2022	For the year ended 31 March 2022	For the year ended 31 March 2021	For the period 31 March 2020
(1) Legal & Professional Charges Includes payments to auditors (net of taxes):				
For Statutory Audit Fees	6.40	8.33	3.73	2.00
For Other Services	1.83	0.34	0.56	0.08
For Out of Pocket expenses	0.22	0.03	0.05	0.05
	8.45	**8.70**	**4.34**	**2.13**
(2) Provision for Unexpired Warranty (Refer note 28): A provision has been made for expected warranty claims against sales made. It is expected that the majority of expendiure will be incurred during the unexpired period of warranty				
i) Balance as at Beginning	-	-	2.89	1.49
ii) Add : Provisions made during the Year	-	-	-	2.89
iii) Less : Amount Used / Reversed during the Year	-	-	2.89	1.49
iv) Balance as at the end of the Year	-	-	-	2.89

Notes to the Restated Consolidated Financial Information

Note 37 - Earnings per Share

Particulars	For the six months period ended 30 September 2022	For the year 31 March 2022	For the year 31 March 2021*	For the year 31 March 2020*
	Rupees Per Share	Rupees Per Share	Rupees Per Share	Rupees Per Share
Basic Earnings per share				
From operations	16.90	43.57	31.20	9.48
Total basic earnings per share	**16.90**	**43.57**	**31.20**	**9.48**
Diluted Earnings per share				
From operations	16.90	43.57	31.20	9.48
Total diluted earnings per share	**16.90**	**43.57**	**31.20**	**9.48**

*** Adjusted to give effect of the share split and issue of bonus shares (Refer Note 18)**

Basic & diluted earnings per share — **Rupees in millions**

Particulars	For the six months period ended 30 September 2022*	For the year 31 March 2022	For the year 31 March 2021	For the year 31 March 2020
Net profit after tax attributable to equity shareholders	705.97	1,820.70	1,303.75	395.91
Weighted average number of equity shares	4,17,83,910	4,17,83,910	4,17,83,910	4,17,83,910
Basic and Diluted EPS (Rs. per share)	**16.90**	**43.57**	**31.20**	**9.48**

* Basic and Diluted earnings per share are not annualised for the six months period ended 30 September, 2022.

Reconciliation of weighted average number of equity shares (Refer Note 18)

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
	Number of shares	**Number of shares**	**Number of shares**	**Number of shares**
At the beginning of the period/ year	4,17,83,910	9,94,855	9,94,855	9,94,855
Split of 994,855 shares (Face value of Rs. 10 each to Rs. 5 each)	-	9,94,855	9,94,855	9,94,855
Allotment of bonus shares (Face value Rs. 5 each)	-	3,97,94,200	3,97,94,200	3,97,94,200
Outstanding at the end of the period/year	**4,17,83,910**	**4,17,83,910**	**4,17,83,910**	**4,17,83,910**

Notes to the Restated Consolidated Financial Information

Note 38 - Contingent Liabilities and Commitments

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Contingent Liabilities				
(i) Bank guarantees	1,458.32	1,205.63	365.63	210.23
(ii) Letters of Credit	1,101.83	353.44	860.22	-
(iii) Bills pending for collection	183.49	37.45	301.77	-
(iv) Claims not acknowledged as debts	15.23	15.23	-	-
(v) Disputed Tax demands				
-Direct Tax	15.77	11.75	-	-
-Indirect Tax	1,276.15	462.35	245.23	239.51
Total of Contingent Liabilities	**4,050.79**	**2,085.85**	**1,772.85**	**449.74**

Note :-

1. No Provision have been made for disputed claims against the Group not acknowledged as debts, as the management is hopeful of successfully contesting the same in appeal.
2. Future cash outflows in respect of the above matters are determinable only on receipt of Judgements/decisions pending at various forums/authorities. The Group does not expect the outcome of the matters stated above to have material adverse impact on the Group's financial condition, results of operation or cash flows. The Group doesn't envisage any likely reimbursement In respect of the above.

Capital commitments **Rupees in millions**

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
(i) Estimated amounts of Contract remaining to be executed on capital accounts net of Advances	21.47	-	23.83	23.83
Total of Capital commitments	21.47	-	23.83	23.83

Note 39 - Disclosure pursuant to Indian Accounting Standard (Ind AS) - 116 : Leases

The amount recognised in the Restated Consolidated statement of profit and loss in respect of right of use asset and lease obligation are as under:

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Interest on lease liabilities (included as part of finance cost)	1.44	3.10	0.84	1.56
Depreciation of right of use assets (included as a part of depreciation and amortisation expenses)	9.06	15.42	4.61	8.07

The following is the movement in lease liabilities:

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Balance as at the beginning of the period/ year	38.71	9.39	17.35	22.39
Transition date adjustment	-	-	(4.45)	-
Lease liabilities recognised during the period/ year	6.26	41.52	0.96	2.96
Interest expense on lease liabilities	1.44	3.10	0.84	1.56
Cash outflow	(10.56)	(15.30)	(5.31)	(9.56)
Balance as at the end of the period/ year	**35.85**	**38.71**	**9.39**	**17.35**

The following are the changes in the carrying value of right of use asset:

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Balance as at the beginning of the period/ year	36.25	8.88	13.55	18.80
Transition date adjustment	-	-	(0.85)	-
Additions during the period/ year	7.01	43.18	0.96	2.82
Derecognition/Depreciation during the period/ year	(9.72)	(15.81)	(4.78)	(8.07)
Balance as at the end of the period/ year	**33.54**	**36.25**	**8.88**	**13.55**

Maturity analysis of lease liability

Rupees in millions

The future Lease Liability are as under:	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Due in 1st year	19.63	17.24	4.21	8.91
Due in 2nd year	7.68	11.93	4.54	3.85
Due in 3rd to 5th year	8.54	9.54	0.64	4.59
Due after 5 years	-	-	-	-

Notes to the Restated Consolidated Financial Information

Note 40 - Financial Instruments

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial assets and financial liabilities are disclosed in the statement of profit and loss. The fair values of financial assets and financial liabilities at the end of the reporting period approximate the amounts as shown in the Balance sheet.

Rupees in millions

Particulars	30 September 2022		31 March 2022		31 March 2021		31 March 2020	
	FVTOCI	Amortised Cost	FVTOCI	Amortised Cost	FVTOCI	Amortised Cost	FVTOCI	Amortised Cost
Financial assets								
Investments	146.60	0.03	73.31	0.03	-	0.03	23.07	0.03
Other Financial Assets - Non current	-	125.82	-	279.97	-	220.97	-	172.31
Trade Receivables	-	12,143.44	-	11,521.47	-	7,923.76	-	4,182.59
Cash and Cash Equivalents	-	378.17	-	451.94	-	289.47	-	49.69
Loans- Current	-	0.04	-	20.97	-	60.00	-	0.07
Other Financial Assets - Current	-	13.80	-	1.13	-	2.49	-	30.53
Financial liabilities								
Borrowings - Non current	-	404.95	-	607.79	-	651.06	-	131.73
Borrowings - Current	-	9,607.76	-	8,209.60	-	4,238.87	-	3,120.92
Trade Payables	-	16,847.22	-	11,276.47	-	6,636.05	-	4,507.27
Lease liabilities - Non Current	-	16.22	-	21.47	-	5.18	-	8.44
Financial liabilities - Non Current	-	-	-	-	-	-	-	3.45
Lease liabilities - Current	-	19.63	-	17.24	-	4.21	-	8.91
Financial liabilities - Current	-	173.64	-	213.49	-	59.20	-	55.29

1. The following is an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

Rupees in millions

Particulars	30 September 2022			
	Carrying amount	Level 1	Level 2	Level 3
Investments	146.60	-	-	146.60

Rupees in millions

Particulars	31 March 2022			
	Carrying amount	Level 1	Level 2	Level 3
Investments	73.31	-	-	73.31

Rupees in millions

Particulars	31 March 2021			
	Carrying amount	Level 1	Level 2	Level 3
Investments	-	-	-	-

Rupees in millions

Particulars	31 March 2020			
	Carrying amount	Level 1	Level 2	Level 3
Investments	23.07	-	23.07	-

2. The financial instruments are categorised into three levels based on the inputs used to arrive at fair value measurements as described below:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
Level 3: Inputs based on unobservable market data.

3. Fair Value Measurement in Unquoted Equity Shares

Financial assets measured at Fair value	Fair value per share as at 30 September, 2022	Fair value per share as at 31 March,2022	Fair value hierarchy	Valuation Technique	Applicble for Level 3 hierarchy Key inputs(s)	Significant unobservable inputs	Relationship of unobservable inputs to fair value and sensitivity
Investment in Equity Shares- unquoted	634.06	634.17	Level 3	Income Approach- Discounted Cash Flow	For Discounted Cash Flow - Companies Financial projections. These include forecasts of balance sheet, statement of profit and loss along with underlying assumptions.	Interest Rates to discount future cash flow, Financial Projections & Terminal Growth Rate	Any change (increase/ decrease) in the discount factor, financial projections, terminal growth rate, etc would entail corresponding change in the valuation

Note 41 - Accounting of Financial Instruments

The Group entered into foreign exchange forward contracts with the intention of reducing the foreign exchange risk of expected purchases. These contracts are not designated as hedge relationships and are measured at fair value through profit or loss.

The exchange gain or loss on settlement of trade payables arising on imports during the six months period ended amounted to Rs. 219.00 Millions (FY 2021-22 Rs.68.81 Millions, FY 2020-21 Rs. 14.95 Millions and FY 2019-20 Rs. 140.23 Millions) and the same has been included in the purchase in the Statement of Profit and Loss.

Details of Derivative Exposures are as under :-

Type of Derivative	30 September 2022		31 March 2022		31 March 2021		31 March 2020	
	Foreign currency (USD)	Rupees	Foreign currency (USD)	Rupees	Foreign currency (USD)	Rupees	Foreign currency (USD)	Rupees
	(in millions)	(in millions)	(in millions)	(in millions)	(in millions)	(in millions)	(in millions)	(in millions)
Outstanding Forward Exchange Contracts entered into by the Company on account of payables	-	-	4.00	303.16	1.47	107.87	6.00	453.78
The period/ year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise								
Payables	46.36	3,771.36	58.19	4,414.22	30.30	2,201.79	23.15	1,689.18
Receivables	0.99	80.64	5.54	420.23	2.73	199.66	0.41	31.40

Notes to the Restated Consolidated Financial Information

Note 42 - Financial Risk Management

These financial risk management policies are applied in order to mitigate potential adverse impact on the financial performance. The note below explains how the Group's exposure to various risks, such as market risk (foreign exchange and interest rate risk) credit risk, liquidity risk and capital risk are addressed/mitigated.

Market Risks

1 Foreign Exchange Risk

The Group enters into transactions denominated in foreign currencies. In order to mitigate risks arising on account of foreign currency fluctuations, the Group has set the following policies with respect to foreign exchange risk management. The Group, wherever applicable have used foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions. Most of the transactions of the Group are in Indian rupees and transactions in foreign currencies are evaluated from the perspective of hedging by a forward cover.

(i) Sensitivity analysis

The Group applies 1% as the sensitivity rate while ascertaining foreign currency exposure. Accordingly 1% strengthen of Indian Rupees against all relevant uncovered foreign currency transactions would have impacted profit before tax by Rs. 41.54 millions for the six months period ended 30 September, 2022 (FY 2021-22 Rs. 45.05 Millions, FY 2020-21 Rs. 23.19 Millions and FY 2019-20 Rs. 14.39 Millions). Similarly for 1% weakening of Indian Rupees these transactions, there would be an equal and opposite impact on the profit

2 Interest Risk Management

The respective companies in the group funds at fixed interest rates. The exposure to changes in interest rates relates primarily to the outstanding floating rate debt. While most of the outstanding debt in local currency is on fixed rate basis and hence not subject to interest rate risk.

Credit Risk Management

Credit risk is minimized through conservative credit policy by the Group. Credit insurance is also taken to mitigate the credit risk. The Group sells to both small retailers and large format retailers, giving them a credit period of 30- 60 days. The Group mitigates credit risk by strict receivable management procedures and policies. The Group has a dedicated independent team to review credit and monitor collection of receivables on a pan India basis. As per the policy of respective companies in the group interest on delayed payments is charged from customers at an average interest rate of 12%-15%.

Liquidity Risk Management

The Group has built an appropriate liquidity risk management framework for its short, medium and long-term funding and liquidity requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and financial liabilities.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities.

Rupees in millions

Particulars	30 September 2022				
	Due in 1st year	**Due in 2nd year**	**Due in 3rd to 5th year**	**Due after 5 years**	**Total**
Lease liabilities (Non-current)	-	7.68	8.54	-	16.22
Borrowing including interest accrued	9,607.76	165.67	239.28	-	10,012.71
Trade payables	16,847.22	-	-	-	16,847.22
Other financial liabilities (Current)	173.64	-	-	-	173.64
Lease liabilities (Current)	19.63	-	-	-	19.63
Total financial liabilities	**26,648.25**	**173.35**	**247.82**	**-**	**27,069.42**

Rupees in millions

Particulars	31 March 2022				
	Due in 1st year	**Due in 2nd year**	**Due in 3rd to 5th year**	**Due after 5 years**	**Total**
Lease liabilities (Non-current)	-	11.93	9.54	-	21.47
Borrowing including interest accrued	8,209.60	280.14	327.65	-	8,817.39
Trade payables	11,276.47	-	-	-	11,276.47
Other financial liabilities (Current)	213.49	-	-	-	213.49
Lease liabilities (Current)	17.24	-	-	-	17.24
Total financial liabilities	**19,716.80**	**292.07**	**337.19**	**-**	**20,346.06**

Rupees in millions

Particulars	31 March 2021				
	Due in 1st year	**Due in 2nd year**	**Due in 3rd to 5th year**	**Due after 5 years**	**Total**
Lease liabilities (Non-current)	-	4.54	0.64	-	5.18
Borrowing including interest accrued	4,238.87	130.68	520.38	-	4,889.93
Trade payables	6,636.05	-	-	-	6,636.05
Lease liabilities (Current)	4.21	-	-	-	4.21
Other financial liabilities (Current)	59.20	-	-	-	59.20
Total financial liabilities	**10,938.33**	**135.22**	**521.02**	**-**	**11,594.57**

Notes to the Restated Consolidated Financial Information

Rupees in millions

Particulars	As at 31 March 2020				
	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5 years	Total
Lease liabilities (Non-current)	-	3.85	4.59	-	8.44
Borrowing including interest accrued	3,120.92	-	131.73	-	3,252.65
Trade payables	4,507.27	-	-	-	4,507.27
Lease liabilities	8.91	-	-	-	8.91
Other financial liabilities (Non current)	-	3.45	-	-	3.45
Other financial liabilities (Current)	55.29	-	-	-	55.29
Total financial liabilities	**7,692.39**	**7.30**	**136.32**	**-**	**7,836.01**

The following table details the Company's remaining contractual maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted cash flows of financial assets based on the earliest date on which the Company can collect the cash flows.

Rupees in millions

Particulars	30 September 2022		31 March 2022		31 March 2021		31 March 2020	
	< 1 Year	> 1 Year	< 1 Year	> 1 Year	< 1 Year	> 1 Year	< 1 Year	> 1 Year
Non-current investments	-	146.63	-	73.34	-	0.03	-	23.10
Other Financial assets (Non-current)	-	125.82	-	279.97	-	220.97	-	172.31
Trade and other receivables	12,143.44	-	11,521.47	-	7,923.76	-	4,182.59	-
Cash and Cash Equivalents	378.17	-	451.94	-	289.47	-	49.69	-
Loans (Current)	0.04	-	20.97	-	60.00	-	0.07	-
Other Financial assets (Current)	13.80	-	1.13	-	2.49	-	30.53	-
Total financial assets	**12,535.45**	**272.45**	**11,995.51**	**353.31**	**8,275.72**	**221.00**	**4,262.88**	**195.41**

Interest Rate Risk Management

Interest rate risk is the risk that the fair value or future cash flows of a financial instruments will fluctuate because of changes in market interest rates. However, the group is not significantly exposed to interest rate risk as at the respective reporting dates.

Capital Risk Management

The Group manages its capital to ensure that the respective companies in the group will be able to continue as a going concern while maximizing the return to shareholder through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, represents the borrowings net of cash and bank balances as disclosed in the respective notes above and total equity of the Group comprising issued share capital and other equity attributable to the shareholders, as disclosed in the statement of changes in equity. The gearing ratio at the end of the financial period/ years is as below:

Rupees in millions

Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Debt (Refer note 20 & 25)	10,012.71	8,817.39	4,889.93	3,252.65
Cash and Cash Equivalent and Other Bank Balances (Refer Note 14)	378.17	451.94	289.47	49.69
Net Debt (A)	9,634.54	8,365.45	4,600.46	3,202.96
Total Equity attributable to owners (Refer Note 18 & 19)	6,478.61	5,751.42	3,942.58	2,627.49
Net debt equity ratio (A/B)	**1.49**	**1.45**	**1.17**	**1.22**

Note 43 - Operating Segments

Reportable segments include components of an enterprise about which separate financial information is available which is evaluated regularly by the chief operating decision maker (the "CODM") in deciding how to allocate resources and in assessing performance. The Group operates in a single operating segment namely Computer Systems, Software & Peripherals, Mobiles, cloud services. The Board of Directors is the CODM of the Group and makes operating decisions, assesses financial performance and allocates resources based upon discrete financial information. Since the Group operate in a single operating segment, separate segment reporting has not been made under Indian Accounting Standard (Ind- AS 108)-"Operating Segment". Further, the major operation of Group comprises a single geographical segment, India.

Notes to the Restated Consolidated Financial Information

Note 44 - Related Party Disclosure

1 Name of the Related Party and their Relationship:

A Key Management Personnel

Krishna Kumar Choudhary, (Chairman)
Kapal Pansari, (Managing Director)
Suresh Kumar Pansari, (Vice Chairman)
Keshav Choudhary (Whole-time Director)
Rajesh Goenka, Chief Executive Officer (CEO) (appointed wef 23.09.2022)
Himanshu Kumar Shah, Chief Financial Officer (CFO)
Navin Agarwal, Head Accounts & Finance (appointed wef 23.09.2022)
Richa Kedia, Company Secretary (CS) (CS till 02.05.2022)
Hinal Shah, Company Secretary (CS) (appointed wef 02.05.2022)
Munesh Singh Jadon (Director - Znet Technologies Pvt Ltd)
Sabrinathan Sampath (Director - Znet Technologies Pvt Ltd)

B Relatives of key management personnel

Chaman Pansari (Son of Suresh Kumar Pansari)
Priyanka Pansari (Wife of Kapal Pansari)
Gazal Pansari (Wife of Chaman Pansari)
Manju Pansari (wife of Suresh Kumar Pansari)
Meena Choudhary (Wife of Krishna Kumar Choudhary)
Richa Vohra (Daughter of Krishna Kumar Choudhary)
Rashi Choudhary (Daughter of Krishna Kumar Choudhary)
Radheyshyam Choudhary (Father of Krishana Kumar Choudhary)
Shivam Navin Agarwal (Son on Navin Agarwal)
Rishabh Goenka (Son on Rajesh Goenka)

C Enterprises over which key management personnel of the Group or their relatives have significant influence

Suresh Pansari HUF (Karta is Suresh Kumar Pansari)
Krishna Kumar Choudhary HUF (Karta is Krishna Kumar Choudhary)
Cee Pee Consultants (Partners- Meena Choudhary, Manju Pansari , Krishna Kumar Choudhary HUF and Suresh Pansari HUF)
PV Lumens LLP (Partners- Suresh Kumar Pansari and Chaman Pansari)
Choudhary Chemicals Industries Private Limited (Directors- Meena Choudhary and Manju Pansari)
Uni Product India (Partner- Kapal Pansari)
Technology Distribution Association of India (Director- Krishna Kumar Choudhary)
Elmack Engg Services (Partners- Suresh Kumar Pansari and Chaman Pansari)
CeePee Pharma Private Limited (Directors- Kapal Pansari and Chaman Pansari)
Elmack Engg Services Private Limited(Directors- Suresh Kumar Pansari and Chaman Pansari)
Shri Ashok Singhal Memorial Trust (Trustee- Suresh Kumar Pansari)
Ramgarh Parishad (Secretary- Suresh Kumar Pansari)
Shri Radhakishan Mahaveerprasad Pansari Charitable Trust (Trustee- Suresh Kumar Pansari and Kapal Pansari)
Vidya Vinay Sabha (Secretary- Suresh Kumar Pansari)
Rotary Royales Foundation (Director- Krishna Kumar Choudhary)
Om Foundations (Trustee- Krishna Kumar Choudhary and Suresh Kumar Pansari)
Rajasthan Vidyarthi Gruh (Trustee- Suresh Kumar Pansari)
Sanwaria Texpro Private Limited (Director- Chaman Pansari and Rashi Choudhary)
Unique Compusoft Private Limited (Director- Shiv Kumar Choudhary brother of Krishna Kumar Choudhary)
International Ribbon Manufacturing Company (Partner- Meena Choudhary and Manju Pansari)
Shri Krishna Gaushala, Ramgarh (Trustee- Suresh Kumar Pansari)

Notes to the Restated Consolidated Financial Information

2 Disclosure in respect of transactions of the same type with related parties during the year

All the contracts/arrangements/transactions entered by the group during the financial year with related parties were in the ordinary course of business and on arm's length basis

Rupees in millions

Nature of Transactions	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Transactions				
Sales				
PV Lumens LLP	0.48	5.00	5.96	2.11
Elmack Engg Services Private Limited	0.12	0.11	-	-
Elmack Engg Services	0.42	0.11	0.40	0.26
Sanwaria Texpro Private Limited	74.39	-	-	-
Unique Compusoft Private Limited	60.85	-	-	-
Navin Agarwal	0.04	-	-	-
Himanshu Shah	0.01	-	-	-
Shivam Agarwal*	0.00	-	-	-
Membership fee expenses				
Technology Distribution Association of India	0.01	0.01	0.01	0.01
Purchases/Services				
PV Lumens LLP	0.11	0.24	0.57	0.19
Unique Compusoft Private Limited*	0.00	-	-	-
Uni Products India	1.65	-	-	-
Corporate Social Responsibility Expenses				
Shri Ashok Singhal Memorial Trust	0.50	6.20	-	0.50
Ramgarh Parishad	-	0.70	-	-
Shri Radhakishan Mahaveerprasad Pansari Charitable Trust	1.00	1.50	0.50	-
Vidya Vinay Sabha	-	6.50	10.50	-
Rotary Royales Foundation	0.10	0.25	0.05	0.08
Om Foundation	-	-	0.10	0.07
Rajasthan Vidyarthi Gruh	-	-	0.11	-
Shri Krishna Gaushala, Ramgarh	0.10	-	-	-
Salaries, Wages & Bonus to KMP				
Krishna Kumar Choudhary	7.12	10.02	10.32	9.62
Sureshkumar Pansari	39.00	51.75	34.25	35.71
Kapal Pansari	26.93	33.33	28.06	19.35
Munesh Singh Jadon	2.10	6.00	3.50	5.00
Sabrinathan Sampath	1.50	2.40	2.40	2.40
Keshav Choudhary	3.36	2.63	2.70	2.55
Himanshu Kumar Shah	4.63	7.75	6.43	5.27
Navin Agarwal	0.59	-	-	-
Rajesh Goenka	26.79	-	-	-
Richa Kedia	0.05	-	-	-
Hinal Shah	0.52	-	-	-
Salaries, Wages & Bonus to Relatives of KMP				
Chaman Pansari	11.12	14.66	10.29	9.32
Manju Pansari	1.10	2.64	1.88	1.50
Meena Choudhary	1.02	1.75	1.75	1.76
Gazal Pansari	1.38	3.31	2.72	2.42
Priyanka Pansari	1.74	4.18	1.64	0.35
Richa Vohra	1.00	1.22	1.22	1.22
Rashi Choudhary	1.20	1.65	1.65	1.65
Rishabh Goenka	0.55	-	-	-
Shivam Agarwal	0.08	-	-	-
Employer's Contribution to Provident Fund and other funds				
Krishna Kumar Choudhary	0.38	0.75	0.75	2.11
Sureshkumar Pansari	0.38	0.75	0.75	4.29
Kapal Pansari	0.38	0.75	2.09	2.28
Chaman Pansari	0.38	0.75	1.04	1.07
Manju Pansari	0.08	0.18	0.18	0.18
Meena Choudhary	0.36	0.33	0.33	0.33
Gazal Pansari	0.12	0.29	0.29	0.29
Priyanka Pansari	0.13	0.32	0.11	0.04
Keshav Choudhary	0.38	0.53	0.53	0.53
Richa Vohra	0.36	0.27	0.27	0.27
Rashi Choudhary	0.38	0.36	0.36	0.36
Himanshu Kumar Shah	0.14	0.53	0.27	0.26
Navin Agarwal	0.24	-	-	-
Rajesh Goenka	0.06	-	-	-
Hinal Shah	0.01	-	-	-
Shivam Agarwal*	0.00	-	-	-
Interest Expenses				
Krishna Kumar Choudhary	4.04	4.70	2.14	3.72
Kapal Pansari	1.05	1.35	0.30	0.24
Sureshkumar Pansari	7.00	16.74	0.72	0.35
Meena Choudhary	1.82	3.40	2.83	1.44
Chaman Pansari	2.13	4.00	0.16	0.70
Manju Pansari	0.09	0.80	-	0.24
Krishna Kumar Choudhary HUF	-	-	1.63	0.07
Keshav Choudhary	1.43	2.90	0.87	-
Rashi Choudhary	0.53	1.26	0.04	-
Richa Vohra	0.61	1.18	0.40	-
Radheyshyam Choudhary	0.62	1.17	-	-
Munesh Singh Jadon	0.52	0.98	-	-

Notes to the Restated Consolidated Financial Information

Rupees in millions

Nature of Transactions	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Rent Expenses				
Cee Pee Consultants	0.30	0.60	0.60	0.60
CeePee Pharma Private Limited	17.63	1.93	-	-
Krishna Kumar Choudhary	10.29	13.17	1.80	1.80
Sureshkumar Pansari	10.64	14.37	3.00	2.53
Choudhary Chemicals Industries Private Limited	0.91	1.71	1.55	1.10
Uni Product India	0.35	0.60	0.60	0.60
Chaman Pansari	0.30	1.20	1.20	0.73
Gazal Pansari	0.30	1.20	1.20	0.73
Manju Pansari	0.30	1.20	1.20	0.73
Suresh Pansari HUF	0.30	1.20	1.20	0.73
International Ribbon Manufacturing Company	0.21	-	-	-
Sanwaria Texpro Private Limited	1.59	-	-	-
Rent Received				
PV Lumens LLP	3.01	6.02	-	-
Security Deposit Given				
Suresh Pansari HUF	-	-	-	1.20
Manju Pansari	-	-	-	1.20
Gazal pansari	-	-	-	1.20
Krishna Kumar Choudhary	-	28.50	6.50	-
Chaman Pansari	-	-	-	1.20
Gazal Pansari	-	-	-	1.20
Manju Pansari	-	-	-	1.20
Suresh Pansari HUF	-	-	-	1.20
Sureshkumar Pansari	-	28.50	6.50	1.20
Cee Pee Pharma Private Limited	-	15.00	-	-
Security Deposit Repaid				
Choudhary Chemicals Industries Private Limited	0.40	-	-	-
Chaman Pansari	1.20	-	-	-
Gazal Pansari	1.20	-	-	-
Manju Pansari	1.20	-	-	-
Suresh Pansari HUF	1.20	-	-	-
Sureshkumar Pansari	1.20	-	-	-
Borrowings (Loans taken)				
Sureshkumar Pansari	375.00	924.50	119.00	23.50
Krishna Kumar Choudhary	13.56	54.40	8.10	7.70
Kapal Pansari	10.70	19.00	3.20	11.20
Meena Choudhary	1.00	-	19.50	0.50
Chaman Pansari	-	51.00	-	32.10
Krishna Kumar Choudhary HUF	-	-	25.40	4.40
Keshav Choudhary	-	4.20	30.50	-
Rashi Choudhary	-	6.90	8.46	-
Richa Vohra	-	2.10	15.76	-
Manju Pansari	14.50	18.50	-	-
Radheshyam Choudhary	-	15.00	-	-
Munesh Singh Jadon	-	-	2.36	-
Loans Repaid				
Sureshkumar Pansari	518.50	799.64	113.20	39.10
Krishna Kumar Choudhary	5.26	2.93	19.88	31.70
Kapal Pansari	32.45	3.21	0.40	9.60
Meena Choudhary	0.19	1.76	1.01	-
Chaman Pansari	55.59	0.08	-	31.00
Krishna Kumar Choudhary HUF	-	-	29.80	-
Keshav Choudhary	1.82	5.81	0.31	-
Rashi Choudhary*	16.98	0.04	0.00	-
Richa Vohra	6.60	0.66	4.04	-
Manju Pansari	15.70	18.02	-	-
Radheshyam Choudhary	16.72	0.07	-	-
Munesh Singh Jadon	2.00	-	1.70	0.39
Advance Given				
Uni Products India	0.50	-	-	-
Recovery of Expenses				
PV Lumens LLP	2.36	-	-	-
Elmack Engg Services	0.18	-	-	-
Sanwaria Texpro Private Limited	0.03	-	-	-
CeePee Pharma Private Limited	0.62	-	-	-
Choudhary Chemicals Industries Private Limited*	0.00	-	-	-
Uni Products India	0.01	-	-	-
Services availed				
PV Lumens LLP	-	0.10	0.03	-
Purchase of Electrical Fittings and Computers				
PV Lumens LLP	0.02	0.60	0.19	-

Notes to the Restated Consolidated Financial Information

Rupees in millions

Nature of Transactions	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Closing Balance				
Short Term Borrowings (Refer Note 25)				
Krishna Kumar Choudhary	91.14	79.20	23.50	33.00
Sureshkumar Pansari	9.90	147.10	7.18	0.72
Kapal Pansari	1.10	21.90	4.89	1.82
Meena Choudhary	41.85	39.40	38.10	17.00
Krishna Kumar Choudhary HUF	-	-	-	4.40
Chaman Pansari	2.73	56.40	1.88	1.73
Keshav Choudhary	31.47	32.00	31.00	-
Rashi Choudhary	-	16.50	8.50	-
Richa Vohra	8.55	14.60	12.10	-
Manju Pansari	-	1.20	-	-
Radheyshyam Choudhary	-	16.10	-	-
Munesh Singh Jadoun	9.11	10.65	9.77	9.11
Security Deposits				
Choudhary Chemicals Industries Private Limited	9.60	10.00	11.35	12.60
Krishna Kumar Choudhary	50.00	50.00	21.50	15.00
Sureshkumar Pansari	50.00	51.20	22.70	16.20
Chaman Pansari	-	1.20	1.20	1.20
Gazal Pansari	-	1.20	1.20	1.20
Manju Pansari	-	1.20	1.20	1.20
Suresh Pansari HUF	-	1.20	1.20	1.20
CeePee Pharma Private Limited	15.00	15.00	-	-
Trade Receivables				
PV Lumens LLP*	10.69	5.51	0.00	-
Elmack Engg Services	0.24	0.19	0.09	0.07
Elmack Engg Services Private Limited*	0.00	-	-	-
Sanwaria Texpro Private Limited	48.37	-	-	-
Unique Compusoft Private Limited	5.44	-	-	-
Employee Advances				
Navin Agarwal	0.30	-	-	-
Trade Payable				
PV Lumens LLP	0.12	-	-	-
CeePee Pharma Private Limited	2.69	-	-	-
Cee Pee Consultants	0.05	-	-	-
International Ribbon Manufacturing Company	0.19	-	-	-
Sanwaria Texpro Private Limited	1.00	-	-	-
Advances				
Uni Products India	0.50	-	-	-
Salary Payables				
Kapal Pansari	2.10	2.75	1.81	0.10
Chaman Pansari	1.05	1.19	0.77	0.44
Priyanka Pansari	-	0.35	0.35	0.03
Richa Vohra	-	0.10	0.10	0.10
Krishna Kumar Choudhary	0.72	0.84	0.84	0.80
Sureshkumar Pansari	3.67	4.31	2.85	1.34
Meena Choudhary	-	0.13	0.13	0.13
Manju Pansari	-	0.22	0.22	0.13
Keshav Choudhary	0.30	0.20	0.20	0.20
Gazal Pansari	-	0.28	0.28	0.20
Rashi Choudhary	0.18	0.14	0.14	0.14
Himanshu Kumar Shah	0.43	0.57	0.59	0.44
Munesh Singh Jadoun	4.64	4.62	4.70	4.45
Sabarinathan Sampath	1.51	1.39	1.05	0.63
Navin Agarwal	0.18	-	-	-
Rajesh Goenka	0.95	-	-	-
Hinal Shah	0.09	-	-	-
Shivam Agarwal	0.04	-	-	-

Non Cash Transaction with related parties during the year

Nature of Transactions	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Number of Bonus Shares (Face Value Rs.5 per share)				
Chaman Pansari	-	2.28	-	-
Gazal Pansari	-	2.46	-	-
Kapal Pansari	-	2.94	-	-
Keshav Choudhary	-	7.04	-	-
Krishna Kumar Choudhary HUF	-	5.50	-	-
Krishna Kumar Choudhary	-	1.24	-	-
Manju Pansari	-	5.61	-	-
Meena Choudhary	-	6.12	-	-
Manju Pansari Jt Meena choudhary*	-	0.00	-	-
Priyanka Pansari	-	0.06	-	-
Suresh Pansari HUF	-	1.57	-	-
Sureshkumar Pansari	-	4.98	-	-

Notes to the Restated Consolidated Financial Information

Note 44 A-

1 Transactions within the group (these transactions got eliminated in restated consolidated financial information)

Rupees in millions

Nature of Transactions	30 September 2022	31 March 2022	31 March 2021	31 March 2020
Transaction by the Company with other Group Entities:				
(a) Sales				
Z Net Technologies Private Limited	1.14	1.07	0.65	0.50
Rashi Peripherals Pte Ltd	47.93	-	-	-
(b) Investment				
Rashi Peripherals Pte. Limited	-	-	1.87	-
(c) Management Fees				
Z Net Technologies Private Limited	-	-	-	5.90
(d) Commission Income				
Z Net Technologies Private Limited	0.56	0.16	-	-
(e) Interest Received				
Z Net Technologies Private Limited	3.28	5.68	4.52	2.10
(f) Purchases/ Services availed				
Z Net Technologies Private Limited	0.65	0.91	0.35	-
Rashi Peripherals Pte Ltd	-	195.51	33.54	-
(g) Reversal of Expenses/ Services availed				
Z Net Technologies Private Limited	0.18	-	-	-
In the books of Z Net Technologies Private Limited				
(a) Interest paid				
Rashi Peripherals Private Limited	3.28	5.68	4.52	2.10
(b) Purchase				
Rashi Peripherals Private Limited	1.14	1.07	0.65	0.50
(c) Repair & Maintenance				
Rashi Peripherals Private Limited	-	-	-	5.90
(d) Commission paid				
Rashi Peripherals Private Limited	0.56	0.16	-	-
(e) Income				
Rashi Peripherals Private Limited	0.47	0.91	0.35	-
In the books of Rashi Peripherals Pte Ltd				
(a) Sales				
Rashi Peripherals Private Limited	47.93	195.51	33.54	-

2 The balance receivable and payable within the Group: (these transactions got eliminated in restated consolidated financial information)

Rupees in millions

Nature of Transactions	30 September 2022	31 March 2022	31 March 2021	31 March 2020
In the books of the Company				
(a) Investments				
Z Net Technologies Private Limited	20.05	20.05	20.05	20.05
Rashi Peripherals Pte Ltd.	24.93	24.93	2.21	-
(b) Long Term Loans & Advances				
Z Net Technologies Private Limited	68.34	65.39	52.27	42.59
(c) Others Receivables				
Z Net Technologies Private Limited	0.56	-	0.06	1.86
Rashi Peripherals Pte Ltd	17.12	-	-	-
(d) Others Payables				
Rashi Peripherals Pte Ltd	-	15.58	11.34	-
Z Net Technologies Private Limited	-	0.13	-	-
In the books of Z Net Technologies Private Limited				
(a) Long Term Loans & Advances				
Rashi Peripherals Private Limited	68.34	65.39	52.27	42.59
(b) Others Receivable				
Rashi Peripherals Private Limited	-	0.13	-	-
(c) Others Payable				
Rashi Peripherals Private Limited	0.56	-	0.06	1.86
In the books of Rashi Peripherals Pte Ltd				
(a) Sales				
Rashi Peripherals Private Limited	-	15.58	11.34	-
(b) Purchase				
Rashi Peripherals Private Limited	17.12	-	-	-

Note: Transactions with related party disclosed above includes the component of GST.
* Rs. 0.00 Millions denotes amount less than Rs. 10,000.
# In case of elimination of tranasctions/closing balances with Foreign Subsidiary, the difference is on account of Foreign Exchange rate Fluctuation.

Notes to the Restated Consolidated Financial Information

Note 45 - Transition to Ind AS

1 First-time adoption of Ind AS:

The Restated Consolidated financial information for the six months period ended 30 September 2022 and year ended March 2022, 2021 and 2020 are the Consolidated financial information prepared by the Group in accordance with Ind AS. For the periods upto and including the year ended 31 March 2022, 31 March 2021 and 31 March 2020, the Group prepared its Consolidated financial information in accordance with the Generally Accepted Accounting Principles in India (previous GAAP). Reconciliation and description of the effect of transition from previous IGAAP to Ind AS are provided in note 45A:

Accordingly, the Group has prepared Consolidated financial information which comply with Ind AS applicable for the six months ended 30 September 2022, together with the comparative year data as at and for the year ended 31 March 2022, 31 March 2021 and 31 March 2020, as described in the summary of significant accounting policies. In preparing these Restated Consolidated financial information, table below explains the principal adjustments made by the Group in restating its previous GAAP Consolidated financial statements, including the balance sheet as at 31 March 2021 and 31 March 2020 and the Restated Consolidated financial information as at and for the year ended 31 March 2021 and 31 March 2020.

2 Exceptions to retrospective application of Ind AS:

Ind AS 101 allows certain exemptions to first-time adopters from the retrospective application of certain requirements under Ind AS. The Group has applied the following exemptions:

3 Mandatory Exemptions:

A Estimates:

As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of restated consolidated financial information to Ind AS at the end of the comparative period presented in the entity's first Ind AS Restated Consolidated financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of restated consolidated financial information.

The Group's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the restated consolidated financial information that were not required under the previous GAAP are listed below:

a) Fair valuation of financial instruments carried at FVTPL and/ or FVTOCI.
b) Fair valuation of Property, plant and equipment
c) Impairment of financial assets based on the expected credit loss model.
d) Determination of the discounted value for financial instruments carried at amortized cost.

B Hedge Accounting:

Hedge accounting is to be applied only to hedge relationships that meet the requirements of hedge accounting in accordance with Ind AS 109. An entity shall not reflect in its Ind AS balance sheet a hedge relationship that does not qualify under Ind AS 109. The Group has retrospectively applied these principles and elected not to disclose in its balance sheet, the relationships that do not qualify for hedge accounting under Ind AS 109.

C Derecognition of financial assets and liabilities

As per Ind AS 101, an entity should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of restated consolidated financial information to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions. The Group has elected to apply the derecognition principles of Ind AS 109 prospectively from the date of restated consolidated financial information to Ind AS.

D Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of restated consolidated financial information. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of restated consolidated financial information if retrospective application is impracticable. Accordingly, the Group has determined the classification and measurement of financial assets based on facts and circumstances that exist on the date of restated consolidated financial information.

4 Optional Exemptions:

A Property plant and equipment, intangible assets and investment properties

As per Ind AS 101 an entity may elect to:

a) measure an item of property, plant and equipment at the date of restated consolidated financial information at its fair value and use that fair value as its deemed cost at that date

b) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of restated consolidated financial information as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:

i) fair value;

ii) or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.

The elections under (i) and (ii) above are also available for intangible assets that meets the recognition criteria in Ind AS 38, Intangible Assets, (including reliable measurement of original cost); and criteria in Ind AS 38 for revaluation (including the existence of an active market).

c) use carrying values of property, plant and equipment, intangible assets and investment properties as on the date of restated consolidated financial information to Ind AS (which are measured in accordance with previous GAAP and after making adjustments relating to decommissioning liabilities prescribed under Ind AS 101) if there has been no change in its functional currency on the date of restated consolidated financial information.

As permitted by Ind AS 101, the respective companies in the group has elected to revalue Property, Plant & Equipment and consider the fair value as deemed cost. The same election has been made in respect of intangible assets and capital work-in-progress also.

B Initial recognition of lease liability and ROU asset

Under IGAAP, leases were classified as operating lease and finance lease whereby operating lease was accounted as rent expenses in profit and loss account and finance lease was accounted as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment. Post adoption of IND AS, the Company shall apply modified retrospective approach in which lease liability to be measured based on remaining lease payments, discounted using lessee's incremental borrowing rate at the date of initial application and Right-of-Use asset to be measured at amount of lease liability (adjusted by the amount of any previously recognised prepaid or accrued lease payments relating to that lease).

C Investment:

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value of its investment in subsidiaries as recognised in the financial statements at the date of restated consolidated financial information to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of restated consolidated financial information. As permitted by Ind AS 101, the Parent company has elected to continue with the carrying value of its investments in subsidiaries in the financial statements as at the date of restated consolidated financial information to Ind AS as per the previous GAAP and used that at its deemed cost as at date of restated consolidated financial information.

D Designation of previously recognised financial instruments

Ind AS 101 permits an entity to designate particular equity investments (other than equity investments in subsidiaries, associates and joint arrangements) as at fair value through other comprehensive income (FVOCI) based on facts and circumstances at the date of restated consolidated financial information to Ind AS (rather than at initial recognition).

The respective companies in the group has opted to avail this exemption to designate certain equity investments as fair value through other comprehensive income on the date of restated consolidated financial information.

Rashi Peripherals Limited (Formerly known as Rashi Peripherals Private Limited)
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Restated Consolidated Financial Information

Notes to the Restated Consolidated Financial Information

Note 45 A :-

1. Reconciliation of total equity as at 31 March 2020 and 31 March 2021:

Rupees in millions

Particulars	Note	31 March 2021	31 March 2020	1 April 2019
Total equity (shareholders' funds) under previous GAAP		**3,664.37**	**2,364.87**	**1,956.11**
Adjustments on Ind AS transitions:				
Revaluation of Property, Plant and Equipment	c	382.52	373.43	400.51
Recognition of deferred tax		(118.47)	(101.58)	(108.48)
Fair Valuation of Investment	d	36.14	22.72	10.79
Initial recognition of lease liability and ROU asset	e	(1.28)	(2.79)	(3.61)
Recognition of prepaid expenses on initial recognition of rent deposit	f	3.77	6.02	9.52
Derecognition of rent deposit on fair valuation	f	(4.89)	(11.84)	(11.82)
Reassessment of employee benefit expenses		(3.02)	-	-
Interest on lease liability	e	-	(1.56)	-
Depreciation	e	6.20	(8.07)	-
Interest on Security Deposit		-	3.24	-
Derecognition of rent as per Ind AS		-	8.58	-
Non-controlling interest presented as part of total equity	i	65.77	(4.74)	5.30
Recognition of contractual liability		(61.09)	(47.86)	(35.42)
Gratuity Provision		-	(1.31)	(0.57)
Total impact on adjustments		**305.65**	**234.24**	**266.22**
Total equity as per Special Purpose Consolidated Ind AS Financial Statements/ Restated Consolidated Ind AS Financial Information		**3,970.02**	**2,599.11**	**2,222.33**

2. Reconciliation of total comprehensive income for the year ended 31 March 2020 and 31 March 2021

Rupees in millions

Particulars	For the year 31 March 2021	For the year 31 March 2020
Net Profit After Tax under previous GAAP	**1,373.52**	**401.12**
Adjustments on Ind AS transitions:		
Recognition of contract liability as per Ind AS 115	(13.23)	(12.44)
Remeasurement of defined benefit obligation recognised in other comprehensive income under Ind AS	21.46	9.07
Income Tax benefit on remeasurement of define benefits plan	-	2.43
Change on account of Net Present Value for Deposits and Lease accounting as per Ind AS 116	(1.78)	6.70
Depreciation on account of revaluation of Property, plant and equipment	(26.55)	(27.82)
Recognition of deferred tax using the balance sheet approach under Ind AS	6.85	9.90
Change on account of Office Rent	1.62	0.97
Loss on Sale of Land	1.61	-
Depreciation on account of recognition of right of use asset	-	(7.32)
Revaluation Loss	-	0.01
Interest on lease rent	-	(0.12)
Employee Benefit Expenses	-	(0.18)
Total impact on adjustments (B)	**(10.02)**	**(18.80)**
Profit for the year as per Ind AS (A-B)	**1,363.50**	**382.32**
Total comprehensive income for the year (net of tax)	(22.45)	(3.14)
Remeasurement of defined benefit (assets)/ liabilities	-	(9.64)
Net fair value (loss)/gain on investments in equity shares through OCI	-	11.93
Income Tax benefit on remeasurement of define benefits plan	-	(5.43)
Total Comprehensive Income as per Special Purpose Consolidated Ind AS Financial Statements/ Restated Consolidated Ind AS Financial Information	**1,341.05**	**379.18**

Note: Under previous GAAP, total comprehensive income was not reporting. Therefore, the above reconciliation starts with profit under the previous GAAP.

Rashi Peripherals Limited (Formerly known as Rashi Peripherals Private Limited)
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Notes to the Restated Consolidated Financial Information

3. Reconciliation of Restated assets and liabilities as at 31st March, 2020 on account of different transition date:

Rupees in Millions

Sr. No.	Particulars	As at 31st March 2020 Debit/ (Credit) balance	Effect due to different transition date (refer note 1.2(a) in significant accounting policies)	As at 1st April 2020 Debit/ (Credit) balance
1	Property, plant and equipment	515.56	43.37	558.93
2	Right of use asset	13.55	(0.85)	12.70
3	Intangible assets	59.33	(3.58)	55.75
4	Other financial assets	172.31	28.69	201.00
5	Deferred tax assets (net)	12.72	0.31	13.03
6	Other non-current assets	56.95	0.57	57.52
7	Other financial assets	30.53	(28.23)	2.30
8	Total Equity	(2,589.16)	(33.38)	(2,622.54)
9	Lease liabilities	(17.35)	4.46	(12.89)
10	Deferred tax liabilities (net)	(112.00)	(11.36)	(123.36)

4. Restatement adjustment on account of transition to Ind AS w.e.f. 1st April 2020
The below table provides reconciliation of impact on account of transition date considered as 1st April 2019 being different from statutory transition date of 1st April 2020. (Refer note 1.2 - Basis of preparation and presentation)

Particulars	Rupees in Millions
Total Equity as per Restated Consolidated financial information as at March 31, 2020	**2,589.16**
Change due to revaluation & depreciation of property, plant & equipment and Intangible Asset	40.68
Change due to initial recognition of lease liability & right to use assets	2.55
Change due to recognition of Prepaid expenses on initial recognition of rent depsoit	0.65
Change due to recognition of deferred tax	(11.05)
Depreciation charged on right to use assets	8.07
Interest charged on lease liability	1.56
Interest income recognised on initial recognition of rent depsoit	(3.24)
Change due to derecognition of rent deposit on fair valuation	3.64
Change due to Employee benefit expenses	(1.32)
Change due to gratuity provision	1.31
Change due to unwinding of lease liability	(9.47)
Total impact of transition date adjustments	**33.38**
Total Equity as per Audited Consolidated financial statement as at April 1, 2020	**2622.54**

Note: There are no material INDAS adjustments to the Statement of cash flows and hence INDAS adjustment for cashflow are not presented separately

Notes to reconciliation

a. Security Deposits given under rental agreement.
Under previous GAAP, security deposits given were recorded at fair value. Under IND AS, security deposits are recorded at amortised cost by discounting deposits using EIR method and the difference between gross value and fair value as prepaid expenses.

b. Employee benefits
Both under Previous GAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Previous GAAP, the entire cost, including actuarial gain and losses, are charged to profit or loss. Under Ind AS, remeasurements of post-employment benefit obligations are recognised in the Balance Sheet through Other Comprehensive Income (OCI).

c. Revaluation of Property, Plant & Equipment
The Group has opted for option to revalue its property, plant and equipment, pursuant to which revaluation amounts to Rs. 414.11 millions for the year ended 01 April 2020 and Rs.382.52 (net of depreciation) for the year ended 31 March 2021. The additional depreciation charged on account of revaluation of property, plant and equipment amounts to Rs.31.64 millions.

The Company has opted for option to revalue its property, plant and equipment, pursuant to which revaluation amounts to Rs. 404.87 millions for the year ended 01 April 2019 and Rs.373.29 (net of depreciation) for the year ended 31 March 2020. The additional depreciation charged on account of revaluation of property, plant and equipment amounts to Rs.31.58 millions.

d. Fair valuation of Investments
Under previous GAAP, current investments were measured at lower of cost or fair value. Under Ind AS, these financial assets have been classified as FVTPL on the date of transition. The fair value changes are recognised in profit or loss. On transitioning to Ind AS, these financial assets have been measured at their fair values which is higher than cost as per previous GAAP, resulting in an increase in carrying amount.

e. Initial recognition of lease liability and ROU asset
Under IGAAP, leases were classified as operating lease and finance lease whereby operating lease was accounted as rent expenses in profit and loss account and finance lease was accounted as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment. Post adoption of IND AS, the Group shall apply modified retrospective approach in which lease liability to be measured based on remaining lease payments, discounted using lessee's incremental borrowing rate at the date of initial application and Right-of-Use asset to be measured at amount of lease liability (adjusted by the amount of any previously recognised prepaid or accrued lease payments relating to that lease).

f. Recognition of prepaid expenses on initial recognition of rent deposit
Financial assets held on with an objective to collect contractual cash flows in the nature of principal and interest have been recognized at amortised cost on transition date as against historical cost under the previous GAAP with the difference been adjusted to the opening retained earnings. Rent deposits have been remeasured at fair value resulting into creation of prepaid expenses and the balance adjusted in the retained earnings.

g. Deferred tax
IGAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS12 requires entities to account for deferred taxes using the Balance Sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under IGAAP.
In addition, the various transitional adjustments lead to temporary differences. According to the accounting policies, the Group has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings, OCI or profit and loss respectively.

h. Contract liabilities
Derecognition of unearned revenue of Rs 61.09 millions for the year 2020-21, Rs 47.86 millions and Rs. 35.42 million for the year 2019-20 from sales and corresponding effect has been given by recognising unearned revenue as non current and current contract liability.

i. Non-controlling interest
Under previous GAAP, non-controlling interests were presented in the consolidated balance sheet separately from liabilities and the equity of the parent's shareholders. Under Ind AS, non-controlling interests are presented in the restated consolidated balance sheet within total equity, separately from the equity attributable to the owners of the parent.

Further, under previous GAAP, the share of non-controlling interests in the profit or loss of subsidiaries is adjusted in order to arrive at the profit of the Group whereas under Ind AS, this is reflected as an allocation of the profit or loss for the period to the parent and non-controlling interests.

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Restated Consolidated Financial Information

Notes to the Restated Consolidated Financial Information

Note 46 - Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Information to Schedule III to the Companies Act, 2013

A. For the six months period ended 30 September, 2022:

Name of the entity	Net assets, i.e. total assets less total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Rupees in millions	As % of Consolidated profit or loss	Rupees in millions	As % of Consolidated other comprehensive income	Rupees in millions	As % of Consolidated total comprehensive	Rupees in millions
Parent								
Rashi Peripherals Limited	99.94%	6,462.28	109.73%	739.27	100.97%	30.08	109.36%	769.35
Subsidiary - India								
Znet Technologies Private Limited	(-2.90%)	(187.73)	(-12.52%)	(84.35)	(-0.97%)	(0.29)	(-12.03%)	(84.64)
Subsidiary - Foreign								
Rashi Peripherals Pte Ltd	2.97%	191.86	2.79%	18.77	0.00%	-	2.67%	18.77
Total		**6,466.41**		**673.69**		**29.79**		**703.48**

A. For the financial year ended 31 March, 2022:

Name of the entity	Net assets, i.e. total assets less total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Rupees in millions	As % of Consolidated profit or loss	Rupees in millions	As % of Consolidated other comprehensive income	Rupees in millions	As % of Consolidated total comprehensive	Rupees in millions
Parent								
Rashi Peripherals Limited	98.53%	5,693.99	99.49%	1,806.81	99.42%	(8.50)	99.49%	1,798.31
Subsidiary - India								
Znet Technologies Private Limited	(-1.78%)	(103.08)	(-1.23%)	(22.38)	0.58%	(0.05)	(-1.24%)	(22.43)
Subsidiary - Foreign								
Rashi Peripherals Pte Ltd	3.25%	187.98	1.74%	31.68	0.00%	-	1.75%	31.68
Total		**5,778.89**		**1,816.11**		**(8.55)**		**1,807.56**

A. For the financial year ended 31 March, 2021:

Name of the entity	Net assets, i.e. total assets less total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Rupees in millions	As % of Consolidated profit or loss	Rupees in millions	As % of Consolidated other comprehensive income	Rupees in millions	As % of Consolidated total comprehensive	Rupees in millions
Parent								
Rashi Peripherals Limited	98.10%	3,898.95	89.62%	1,222.50	99.98%	(22.45)	89.45%	1,200.05
Subsidiary - India								
Znet Technologies Private Limited	(-2.03%)	(80.65)	(-1.60%)	(21.89)	0.01%	(0.00)	(-1.63%)	(21.89)
Subsidiary - Foreign								
Rashi Peripherals Pte Ltd	3.93%	156.24	11.99%	163.50	0.00%	-	12.19%	163.50
Total		**3,974.54**		**1,364.11**		**(22.45)**		**1,341.66**

The subsidiaries considered in the preparation of these consolidated financial information is:

Name of subsidiary	Principal Activity	Place of Incorporation of	Proportion of ownership interest and voting power held by the Group			
			As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Znet Technologies Private Limited	Cloud services	India	51.00%	51.00%	51.00%	51.00%
Rashi Peripherals Pte Ltd	Trading of computer and peripheral devices	Singapore	51.46%	51.46%	51.46%	19.41%

Notes to the Restated Consolidated Financial Information

Note 46A - Acquisition of subsidiary

On November 6, 2020, Rashi Peripherals Limited acquired 32.05% stake in Rashi Peripherals Pte Ltd. Consequent to this acquisition, Rashi Peripherals Pte Ltd became a subsidiary of Rashi Peripherals Limited.

Rashi Peripherals Pte Ltd is primarily engaged in distribution of computer and peripheral devices.

The transaction was accounted under Ind AS 103 "Business Combinations" as a business combination with the purchase price being allocated to identifiable assets and liabilities at fair value.

(a) Details of purchase consideration

Particulars	Rupees in millions
Cash paid	1.86
Fair valuation of previously held interest	23.07
Total purchase consideration	**24.93**

(b) The fair value of assets and liabilities recognised as a result of the acquisition are as follows:

Particulars	Rupees in millions
Assets	
Stock	148.40
Trade receivables	281.69
Cash and cash equivalents	80.22
Loans & Advances	16.05
Total Assets	**526.36**
Liabilities	
Trade payable	529.87
Other liability	3.75
Total liabilities	**533.62**
Net identifiable assets/(liabilities) acquired	**(7.26)**

(c) Calculation of goodwill/(Gain on bargain purchase)

Partculars	Rupees in millions
Consideration transferred	24.93
Less: Minority interest	(3.52)
Add: Net identified (assets)/liabilities acquired	7.26
Goodwill	**28.67**

(d) Acquired Receivables

Particulars	Rupees in millions
Fair value of acquired trade receivable	281.68
Gross contractual amount for trade receivables	281.68
Contractual cash flow not expected to be collected	**-**

(e) Revenue and profit contribution
The revenue and profits to the group for the financial year March 31, 2021 are as follows:

Particulars	Rupees in millions
Revenue	446.34
Profit/(Loss) before tax	**169.50**

(f) Purchase consideration - cash outflow

Particulars	Rupees in millions
Total value of 51.46% stake	2.21
Less: Previously held stake	(0.35)
Outflow of cash to acquire subsidiary	**1.86**
Less: Cash and cash equivalents acquired	80.22
Net inflow of cash - investing activities	**78.36**

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Notes to the Restated Consolidated Financial Information

Note 47 - Details of Dues to Micro, Small & Medium Enterprises :

Rupees in millions

	Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
1	Trade payables include :				
	(a) Total outstanding dues of micro, small and medium enterprises	0.74	3.00	2.52	-
	(b) Total outstanding dues of creditors other than micro, small and medium enterprises	16,846.48	11,273.47	6,633.53	4,507.27
2	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the accounting period/year;				
	(a) Principal Amount	0.74	3.00	2.52	-
	(b) Interest thereon	-	-	-	-
3	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period/year	-	-	-	-
4	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-
5	The amount of interest accrued and remaining unpaid at the end of each accounting period/year	-	-	-	-
6	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-

Note:-
1. The above information has been determined to the extent such parties have been identified on the basis of the information available with the Group. This has been relied upon by the auditors
2. There are no dues of Micro, Small and Medium Enterprises exceeding 45 days from the date of invoice and hence, no interest payable.

Note 48 A- Corporate Social Responsibility Expenses (CSR)

1 **CSR amount required to be spent as per Sec 135 of the Companies Act 2013, read with schedule VII thereof by the parent company during the year is Rs. 30.76 millions (FY 2021-22 Rs. 17.66 millions, FY 2020-21 Rs. 10.33 millions and FY 2019-20 Rs. 8.85 millions).**

2 **Amount spent during the period/ year:**

Rupees in millions

	Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
	Current Period/ Year				
(i)	Construction/Acquisition of any assets qualifying under CSR	-	-	-	-
(ii)	Purposes other than (i) above (*)	9.37	16.92	11.30	8.07
		9.37	**16.92**	**11.30**	**8.07**
	Previous Year				
(i)	Construction/Acquisition of any assets qualifying under CSR	-	-	-	-
(ii)	Purposes other than (i) above	16.92	11.30	8.07	2.71
		16.92	**11.30**	**8.07**	**2.71**

* Represents actual outflow during the period/ year.

Rupees in millions

	Particulars	30 September 2022	31 March 2022	31 March 2021	31 March 2020
(a)	Education	1.53	13.80	10.61	1.72
(b)	Sports	-	0.70	0.69	-
(c)	Medical	7.74	1.92	-	0.92
(d)	Animal Welfare	0.10	0.50	-	0.26
(e)	Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund	-	-	-	5.10
(f)	Others	-	-	-	0.07
		9.37	**16.92**	**11.30**	**8.07**

3 Refer note 44 for corporate social responsibility expenses to related parties.

4 Excess CSR spent of Rs.0.74 millions for financial year 20-21 is adjusted against CSR required to be spent during the FY 2021-22.

5 Excess CSR spent of Rs.0.23 millions for financial year 20-21 is carried forward to next year.

Note 48 B- Key Financial Ratios

Particulars	30 September 2022*	31 March 2022	% Change	31 March 2021	% Change	31 March 2020	Remarks
Current Ratio	1.22	1.27	-5.36%	1.34	7.10%	1.25	
Debt-Equity Ratio	1.55	1.52	23.78%	1.23	-1.58%	1.25	
Debt Service Coverage Ratio	0.13	0.33	-21.54%	0.42	59.92%	0.26	
Return on Equity Ratio	11.54%	37.56%	-5.35%	39.69%	143.81%	16.28%	Refer point 12
Inventory turnover ratio	3.19	9.94	-5.42%	10.51	17.00%	8.98	
Trade Receivables turnover ratio	4.25	9.58	-2.14%	9.79	14.57%	8.54	
Trade payables turnover ratio	3.82	10.53	3.93%	10.13	10.13%	9.20	
Net capital turnover ratio	8.53	17.35	10.78%	15.66	-20.75%	19.76	
Net profit ratio (%)	1.34%	1.96%	-14.84%	2.30%	136.83%	0.97%	Refer point 12
Return on Capital employed	7.82%	20.13%	-14.21%	23.46%	60.89%	14.58%	Refer point 12
Return on investment.	11.54%	37.56%	-5.35%	39.69%	143.81%	16.28%	Refer point 12

* The financial ratios for the six months period ended 30 September, 2022 are not annualised.

Note :-

1 Current Ratio is computed by dividing Current Assets by Current liabilities
2 Debt Equity Ratio is computed by dividing Borrowings by Total Equity Fund
3 Debt Service Coverage Ratio is computed by dividing profit after tax, finance cost & depreciation expenses by Interest expenses, lease payments & principal repayments
4 Return on Equity is computed by dividing profit after tax numbers by average shareholders fund
5 Inventory turnover ratio is computed by dividing Average Stock {(Opening + Closing stock)/2} by Cost of goods sold
6 Trade receivable ratio is computed by dividing revenue from operations by average sundry debtors including accrued income
7 Trade Payable ratio is computed by dividing total purchases by average sundry creditors including accrued expenses
8 Net capital turnover ratio is computed by dividing total revenue by Working Capital
9 Net profit ratio is computed by dividing profit after tax by total revenue
10 Return on capital employed is computed by dividing Earning before Interest and Tax by capital employed. Capital Employed= Tangible Net Worth + Total Debt + Deferred Tax Liability.
11 Return on investment is computed by dividing profit after tax by capital invested (Capital employed-Cash & cash equivalents)
12 Economies of Volume, Better utilization of Cash flows and Resources.
13 Change in ratio from year ended March'22 to six months period ended september'22 is not disclosed as the periods are not comparable.

Note 49

Changes in liability arising from financing activity;

Rupees in millions

Particulars	As at 01st April, 2022	Other Changes*	Cash Flow (Net)	As at 30th September, 2022
Non- Current Borrowings (Refer note 20)	607.79	(118.59)	(84.25)	404.95
Total	**607.79**	**(118.59)**	**(84.25)**	**404.95**

*Other changes includes adjustment of long term borrowing of INR 118.59 millions against other receivable (refer note 20).

Note 50 - Additional Regulatory Information required by schedule III to the Companies Act, 2013

1 The respective companies in the Group do not have any benami property held in its name. No proceedings have been initiated on or are pending against respective companies in the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

2 The respective companies in the Group have not been declared willful defaulter by any bank or financial institution or other lender or government or any government authority from where respective companies in the Group has availed banking facilities.

3 The respective companies in the Group have complied with the requirement with respect to number of layers prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017

4 **Utilisation of borrowed funds and share premium**

4.1 The respective companies in the Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective companies in the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

4.2 The respective companies in the Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the respective companies in the Group shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

5 There is no income surrendered or disclosed as income during the period/ year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

6 The respective companies in the Group has not traded or invested in crypto currency or virtual currency during the period/ year.

7 The respective companies in the Group do not have any charges or satisfaction of charge which are yet to be registered with Registrar of Companies beyond the statutory period except Saraswat Bank and Indiabulls Housing Finance Limited.

Notes to the Restated Consolidated Financial Information

Note 51
The Accounts of the respective companies in the Group have been prepared on "going concern basis". The Board of Directors of the respective companies in the Group are of the Opinion that the Current Assets, Loans and Advances have realisation value of an amount equivalent to their stated carrying values.

Note 52
As required u/s 186(4) of Companies Act 2013, Particulars of Investments made are as given in Note 6 and Particulars for Loans and advance are given in Note 15

Nature of loans given by Parent Company	Rupees In Millions	Period	Interest rate and Purpose
Corporate Loan	0.60	April'22 to September'22	10%-13%, Business Purpose
Investment	20.00	April'22 to September'22	
Corporate Loan	257.90	2021-22	10%-13%, Business Purpose
Corporate Loan	186.50	2020-21	9.50%-13%, Business Purpose
Corporate Loan	253.20	2019-20	10%-12%, Business Purpose

Note 53
The Group do not have any transactions with companies which are struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

Note 54
The Group has not entered into any scheme of arrangement which has an accounting impact for the six months period ended September 30, 2022 and for the years ended March 31 2022, 2021 and 2020.

Note 55- Code of Social Security, 2020
The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come in to effect has not been notified. The respective Companies in the Group will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

Note 56
Conversion of the Company from Private Limited to Public Limited
Pursuant to resolution passed by the Members in the Annual General Meeting dated 29th July, 2022 and as approved by Registrar of the Company w.e.f. 04th August, 2022 the Parent Company has been converted from Private Limited Company into a Public Limited Company including adoption of new Memorandum of Association and new Articles of Association as applicable to Public Company in place of existing Memorandum of Association and Articles of Association of the Parent Company.

Note 57
The Parent has revalued all its Property, Plant and Equipment and intangible assets based on the valuations by a Registered Valuer on transition to INDAS as per note 1.2. and note 45. Pursuant to such valuation, the aggregate net carrying value of one class of property plant and equipment viz; freehold office premises has increased and the Parent has not revalued right of use assets.

Rupees in Millions

Freehold Office Premises	1 April 2019	1 April 2020
Cost as per previous GAAP	218.44	218.44
Add: Increase due to revaluation	404.87	414.11
Deemed cost as per Ind AS	**623.31**	**632.55**

The Group does not have Investment property.
Also, refer Note 2 Property, Plant and Equipment for additional disclosure

Note 58
The quarterly returns for the period from 01 April, 2021 to 30 Sepetmber, 2022 comprising stock and book debts statements filed by the respective companies in the group as applicable with such banks and financial institutions are in agreement with the books of accounts of the respective companies in the group of the respective quarters and no material discrepancies noted.

Note 59
The comparative financial statements of the Company for the year ended 31 March, 2021 and 31 March, 2020 and the related transition date opening INDAS adjustments as at 1st April 2019 have been audited by the predecessor auditor who is continuing as Joint Auditor from 01 April, 2021.

Note 60
The Group has not entered into any agreements for loans or advances to the directors, promoters, KMP's and related parties where either loans and advances repayable on demand or without specifying any terms of period of payment.

Note 61
Previous Year's figures have been regrouped wherever necessary to correspond current period classification/ disclosures.

Note 62
The Restated Consolidated financial information were approved for issue by the Board of Directors at their meeting held on 21 December, 2022

For and on behalf of the Board of Directors
Rashi Peripherals Limited

Krishna Kumar Choudhary
Director
DIN: 00215919
Place : Mumbai
Date : 21 December, 2022

Sureshkumar Pansari
Director
DIN: 00215712

Kapal Suresh Pansari
Managing Director
DIN: 00215510

Himanshu Kumar Shah
Chief Financial Officer

Hinal Shah
Company Secretary &
Compliance officer

OTHER FINANCIAL INFORMATION

Set forth below are the details of accounting ratios as of and for the six months period ended September 30, 2022 and Financial Years 2022, 2021, and 2020, calculated based on the Restated Consolidated Financial Information:

(in ₹ million)

Particulars	Six months period ended September 30, 2022	Financial year ended March 31, 2022	Financial year ended March 31, 2021	Financial year ended March 31, 2020
Basic earnings per share[1] (in ₹)	16.90*	43.57	31.20#	9.48#
Diluted earnings per share[2] (in ₹)	16.90*	43.57	31.20#	9.48#
EBITDA[3] (in ₹ million)	1,365.12*	3,052.17	2,152.27	938.58
Net worth[4] (in ₹ million)	6,477.92	5,750.73	3,941.89	2,627.26
Return on net worth[5] (%)	10.90%*	31.66%	33.07%	15.07%
Net asset value per share[6] (in ₹)	155.03	137.63	94.34	62.88

**Not annualised for the six-month period ended September 30, 2022*

Notes:

1. *Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit or loss for the year/period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period.*
2. *Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit or loss for the year/period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year/period.*
3. *EBITDA is calculated as Restated Profit before tax (Before Exceptional items) plus finance costs and depreciation and amortization expenses. There are no Exceptional items.*
4. *Net worth: Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on March 31, 2020; 2021 and 2022, and September 30, 2022 in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations.*
5. Return on Net worth is calculated as Restated Profit for the period/year attributable to owners of the Company divided by net worth (excluding non-controlling interest).
6. *Net Asset Value per Equity Share = Net worth as per the Restated Consolidated Financial Information/ weighted average number of Equity Shares outstanding as at the end of the respective period/year.*

\# *The impact of bonus issue and split of shares effected in the Financial year 2021-22 has been considered while computing the above figures of Basic and Diluted EPS for the Financial years ended March 31, 2020, March 31, 2021 and March 31, 2022 as appearing in Restated Consolidated Financial Information.*

In accordance with Schedule VI, Part A (11)(I)(A)(ii)(b) of the SEBI ICDR Regulations, the audited standalone financial information of our Company for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 (collectively, the "**Audited Financial Information**") is available on our website at https://rptechindia.com/page/investor. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Information does not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Information should not be considered as part of information that any investor should consider when subscribing for or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision.

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Indian Accounting Standards, i.e., Ind AS 24 - Related Party Disclosures read with the SEBI ICDR Regulations, for the Financial Year 2022, the Financial Year 2021, and the Financial Year 2020, see "*Restated Consolidated Financial Information – Note 44 Related party Disclosure*" on page 357.

Non-Generally Accepted Accounting Principles Financial Measures ("Non- GAAP Measures")

We track non-GAAP measures such as EBITDA, EBITDA margin, among others, with internal systems and tools and which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. For more information on the non-GAAP financial measures used in this Draft Red Herring Prospectus, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation—Non-GAAP Financial Measures*", "*Definitions and Abbreviations*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 17, 5, 215 and 375**,** respectively.

Reconciliation of non-GAAP measures

Reconciliation for the following non-GAAP financial measures included in this Draft Red Herring Prospectus, are given below:

Debt Equity Ratio

Particulars		**As at and for the six months period ended September 30, 2022**	**As at and for the year ended March 31, 2022**	**As at and for the year ended March 31, 2021**	**As at and for the year ended March 31, 2020**
Non-current Liabilities - Borrowings	A	404.95	607.79	651.06	131.73
Current Liabilities - Borrowings	B	9,607.76	8,209.60	4,238.87	3,120.92
Total Borrowings[1]	**C = A + B**	**10,012.71**	**8,817.39**	**4,889.93**	**3,252.65**
Equity share capital	D	208.92	208.92	9.95	9.95
Other equity	E	6,269.69	5,542.50	3,932.63	2,617.54
Non-Controlling interest	F = D + E + F	(7.72)	31.87	27.44	(28.38)
Total Equity[2]	**G = C+ F**	**6,470.89**	**5,783.29**	**3,970.02**	**2,599.11**
Debt / Equity Ratio[3]	**H = C / G**	**1.55**	**1.52**	**1.23**	**1.25**

Notes:
1. *Total Borrowings include Non-Current Liabilities : Borrowings and Current Liabilities : Borrowings*
2. *Total Equity is calculated as Equity Share Capital plus Other Equity plus Non-Controlling Interest*
3. *Debt Equity ratio is calculated as Total Borrowings divided by Total Equity*

Return on Equity

Particulars		**As at and for the six months period ended September 30, 2022**	**As at and for the year ended March 31, 2022**	**As at and for the year ended March 31, 2021**	**As at and for the year ended March 31, 2020**
Opening Equity[2]	A	5,751.42	3,942.58	2,627.49	2,236.90
Closing Equity[3]	B	6,478.61	5,751.42	3,942.58	2,627.49
Average Equity[4]	**C = (A + B) / 2**	**6,115.02**	**4,847.00**	**3,285.04**	**2,432.20**
Restated Profit for the period/year attributable to Owners of the Company	D	705.97	1,820.70	1303.75	395.91
Return on Equity[1]	**E = D / C**	**11.54%***	**37.56%**	**39.69%**	**16.28%**

**Not annualised for the six-month period ended September 30, 2022*

Notes:
1. *Return on Equity is calculated as Restated profit after tax divided by average equity*
2. *Opening Equity is Opening Equity attributable to owners of the company*
3. *Closing Equity is Closing Equity attributable to owners of the company*
4. *Average Equity is average of Opening Equity and Closing Equity*

Return on Capital Employed

Particulars		As at and for the six months period ended September 30, 2022	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020
Equity share capital	A	208.92	208.92	9.95	9.95
Other equity	B	6,269.69	5,542.50	3,932.63	2,617.54
Revaluation Surplus	C	0.69	0.69	0.69	0.23
Intangible assets	D	33.84	43.51	51.23	59.33
Goodwill	E	41.08	41.08	41.08	12.41
Tangible Networth[2]	**F = A + B - C - D - E**	**6,403.00**	**5,666.14**	**3,849.58**	**2,555.52**
Total Borrowings[5]	G	10,012.71	8,817.39	4,889.93	3,252.65
Deferred Tax Liability	H	104.93	99.03	113.83	112.00
Capital Employed[3]	**I = F + G + H**	**16,520.64**	**14,582.56**	**8,853.34**	**5,920.17**
Restated Profit before tax	J	894.08	2398.47	1788.68	510.56
Finance costs	K	398.36	536.84	288.51	352.78
Earnings Before Interest, Tax (EBIT)[4]	**L**	**1,292.44**	**2,935.31**	**2,077.19**	**863.34**
Return on Capital Employed[1]	**M = L/I**	**7.82%***	**20.13%**	**23.46%**	**14.58%**

**Not annualised for the six-month period ended September 30, 2022*

Notes:

1. *Return on Capital Employed is calculated as Earnings before Interest and Tax divided by the Capital Employed*
2. *Tangible Net worth is calculated as equity attributable to owners of the company reduced by revaluation surplus, intangible assets and goodwill*
3. *Capital Employed is Tangible Net Worth(excluding Intangible Assets) plus total borrowings plus deferred tax liability*
4. *Earnings Before Interest, Tax (EBIT) is calculated as restated profit before tax plus finance cost*
5. *Total Borrowings include Non-current Liabilities - Borrowings and Current Liabilities - Borrowings*

Net Asset Value per Equity Share

Particulars		As at and for the six months period ended September 30, 2022	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020
Equity share capital	A	208.92	208.92	9.95	9.95
Other equity	B	6,269.69	5,542.50	3,932.63	2,617.54
Revaluation surplus	C	0.69	0.69	0.69	0.23
Net Worth[2]	**D = A + B - C**	**6,477.92**	**5,750.73**	**3,941.89**	**2,627.26**
Weighted average number of shares	E	4,17,83,910	4,17,83,910	4,17,83,910	4,17,83,910
Weighted average number of shares - millions	**F**	**41.78**	**41.78**	**41.78**	**41.78**
Net Asset Value per Equity Share[1]	**G = D / F**	**155.03**	**137.63**	**94.34**	**62.88**

Notes:

1. *Net asset value per share (attributable to equity holders of the parent) is calculated by dividing net worth (excluding non-controlling interest) by weighted average numbers of equity shares outstanding during the respective year*
2. *Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on March 31, 2020; 2021 and 2022, and September 30, 2022 in accordance with Regulation 2(1)(gg) of the SEBI ICDR Regulations.*

Return on Net Worth

Particulars		As at and for the six months period ended September 30, 2022	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020
Equity share capital	A	208.92	208.92	9.95	9.95
Other equity	B	6,269.69	5,542.50	3,932.63	2,617.54
Revaluation surplus	C	0.69	0.69	0.69	0.23
Net Worth[2]	**D = A + B - C**	**6,477.92**	**5,750.73**	**3,941.89**	**2,627.26**
Restated Profit for the period/year attributable to Owners of the Company	E	705.97	1,820.70	1303.75	395.91
Return on Net Worth[1]	**F = E / D**	**10.90%***	**31.66%**	**33.07%**	**15.07%**

**Not annualised for the six-month period ended September 30, 2022*

Notes:

1. *Return on Net worth is calculated as Restated Profit for the period/year attributable to owners of the Company divided by net worth (excluding non-controlling interest)*
2. *Net worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on March 31, 2020; 2021 and 2022, and September 30, 2022 in accordance with Regulation 2(1)(gg) of the SEBI ICDR Regulations.*

EBITDA

Particulars		As at and for the six months period ended September 30, 2022	As at and for the year ended March 31, 2022	As at and for the year ended March 31, 2021	As at and for the year ended March 31, 2020
Restated Profit before tax	A	894.08	2,398.47	1,788.68	510.56
Depreciation and amortisation expenses	B	72.68	116.86	75.08	75.24
Finance costs	C	398.36	536.84	288.51	352.78
EBITDA[1]	**D = A + B + C**	**1,365.12**	**3,052.17**	**2,152.27**	**938.58**
Revenue from operations	**E**	**50,238.09**	**93,134.38**	**59,250.48**	**39,344.82**
EBITDA margin[2]	**F = D / E**	**2.72%**	**3.28%**	**3.63%**	**2.39%**

Notes:

1. *EBITDA is calculated as Restated Profit before tax (Before Exceptional items) plus finance costs and depreciation and amortization expenses. There are no Exceptional items.*
2. *EBITDA margin is calculated as EBITDA divided by Revenue from operations*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey the management's perspective on our financial condition and results of operations for Fiscals 2020, 2021, 2022 and the six months ended September 30, 2022 and should be read in conjunction with "Financial Information" on page 290.

This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 22. Also see "Risk Factors" and "- Significant Factors Affecting our Results of Operations" on pages 35 and 377, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Our Company's Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022 included herein is derived from the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus. For further information, see "Financial Information" on page 290.

Unless the context otherwise requires, in this section, references to "we", "us" and "our" refer to Rashi Peripherals Limited on a consolidated basis while "our Company" or "the Company", refers to Rashi Peripherals Limited on a standalone basis.

Ind AS differs in certain respects from Indian GAAP, IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Also see "Risk Factors — Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition" on page 74.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report on ICT Distribution in India" dated January 5, 2023 (the "**Technopak Report**") prepared and issued by Technopak Advisors Private Limited, appointed by us on September 23, 2022 and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, financial, operational, industry and other related information derived from the Technopak Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the Technopak Report is available on the website of our Company at https:rptechindia.com/page/investor. For more information, see "Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Technopak Advisors Private Limited exclusively commissioned and paid for by us for such purpose." on page 66.*

OVERVIEW

About Us

We are among the leading value-added national distribution partners for global technology brands in India for information and communications technology ("**ICT**") products in terms of revenues and distribution network in Fiscal 2022. (*Source: Technopak Report*) We are also one of the fastest growing national distribution partners for global technology brands in India in terms of revenue growth between Fiscal 2020 and Fiscal 2022. (*Source: Technopak Report*) Our revenue from operations grew at a CAGR of 53.85% from ₹ 39,344.82 million in Fiscal 2020 to ₹ 93,134.38 million in Fiscal 2022, and was ₹ 50,238.09 million in the six months ended September 30, 2022. We differentiate ourselves by offering end-to-end value-added services such as pre-sale activities, solutions design, technical support, marketing services, credit solutions and warranty management services.

Our Legacy

We were incorporated in 1989 and have more than 33 years of experience in distribution of ICT products in India. Our Company commenced operations with manufacturing of peripherals. With the liberalization of the Indian IT sector in 1991 (*Source: Technopak Report*), we transitioned to distribution of ICT products of global technology brands in India. We have been instrumental in facilitating the entry of a number of global technology brands and were among the select players that led the formalization of the fragmented and unorganized ICT products distribution in India. (*Source: Technopak Report*) Over the years, we have continually expanded our operations and between Fiscal 2002 and the six months ended September 30, 2022, our Company distributed 293.63 million units (including shortages of certain items, and items given free, if any) of ICT products. We have expanded our distribution network across India and as of September 30, 2022, had one of the largest ICT products distribution networks in India. (*Source: Technopak Report*)

Business Verticals

We primarily operate the following two business verticals:

- ***Personal Computing, Enterprise and Cloud Solutions ("PES")***: Under this vertical we distribute personal computing devices, enterprise solutions, embedded designs/ products and cloud computing.

- ***Lifestyle and IT essentials ("LIT")***: This includes the distribution of products such as (i) components that include graphic cards, central processing units ("**CPUs**") and motherboards; (ii) storage and memory devices; (iii) lifestyle peripherals and accessories that include keyboard, mice, web cameras, monitors, wearables, casting devices, fitness trackers and gaming accessories; (iv) power equipment such as UPS and invertors; and (v) networking and mobility devices.

The table below sets forth details of our market share (by value) in Fiscal 2022.

Verticals / Sub-Segments	**Our Market Share* (Percentage to Total Market Share)**
PES	
Laptops	10%
Desktops	15%
Routers	30%
Switches	5%
LIT	
CPUs	40%
Motherboard	20%
Graphic Cards	46%
Hard Drives	27%
Pen Drives	50%
Keyboards and Mice	20%
Monitors	25%
UPS	10%

** Market share is determined on the basis of units of a particular product distributed by us divided by the total units of products sold in Fiscal 2022*

(*Source: Technopak Report*)

Distribution Network and Channels

Our pan-India distribution network comprises 50 branches that operate for sales and as service centers and 62 warehouses, as of September 30, 2022. Through our branches and warehouses, we are able to cover 730 locations in India, as of September 30, 2022.

We distribute products primarily through the following channels:

General Trade: Includes Hybrid Resellers who sell to online market places and retail channels, regional distributors ("**RDs**"), stockist partners or sub-distributors, retailers, brand stores, system integrators ("**SIs**"), original equipment manufacturers ("**OEMs**") and corporate resellers who sell to corporate customers, all of which are collectively referred to as "**Channel Partners**". As of September 30, 2022, we had an ecosystem of 8,657 customers.

Modern Trade: Includes large format retail ("**LFR**"), multi-format retail ("**MFR**") and small format retail ("**SFR**") chains.

E-Commerce: Includes certain of India's leading online marketplaces.

Global Technology Brands

As of September 30, 2022, we are a national distribution partner for 48 global technology brands. We are a national distribution partner of global technology brands in product categories such as personal computing, mobility, enterprise, embedded solutions, components, lifestyle, storage and memory devices, power and accessories. (*Source: Technopak Report*) We distribute products for global technology brands such as ASUS Global Pte. Ltd., Dell International Services India Private Limited, HP India Sales Private Limited, Lenovo India Private Limited, Logitech Asia Pacific Limited, NVIDIA Corporation, Intel Americas, Inc., Western Digital (UK) Limited, Schneider Electric IT business India Private Limited, Eaton Power Quality Private Limited, ECS Industrial Computer Co., Ltd., Belkin Asia Pacific Limited, TPV Technology India Pvt Ltd., LG Electronics India Private Limited, Toshiba Electronic Components Taiwan Corporation, among others.

Over the years, we have consistently added new global technology brands to our portfolio and work with them to distribute products across categories. We have had business relationships for more than 14 years with several global technology brands that we currently service. We were the first national distribution partner for few of such global technology brands. (*Source: Technopak Report*)

We work with global technology brands to offer market intelligence, channel engagement strategies, competitive benchmarking and assist in formulation of entry strategies into India for global technology brands that currently do not have or have limited presence in the country. We assist global technology brands in growing their market share in India through competitive analysis across product segments, geographies and customer categories. We also provide product portfolio planning assistance across price points, ensure availability of products through multiple channels and sales promotion strategies. In our experience, these activities have helped global technology brands to penetrate, grow and retain their market share in the Indian market. We believe this has enabled us to grow our wallet share with such global technology brands.

The following sets forth details relating to the vintage of our relationship with global technology brands in Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022.

Period	No. of Global Technology Brands	No. of Global Technology Brands with Relationship of Over 10 Years	Percentage of Revenue from Operations from Global Technology Brands with Relationship of Over 10 Years (%)
Fiscal 2020	44	12	74.35%
Fiscal 2021	45	12	79.96%
Fiscal 2022	50	12	79.40%
Six months ended September 30, 2022	48	12	80.73%

SIGNIFICANT FACTORS AFFECTING OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Ability to maintain relationships with global technology brands and customers

We do not manufacture the ICT products we distribute, and source these from global vendors and OEMs. We have maintained long-term relationships with several global technology brands from whom we procure products that we supply to our customers. We serve a diversified base of global technology brands and as of March 31, 2020, 2021 and 2022 and as of September 30, 2022, we are a national distribution partner for 44, 45, 50 and 48 global technology brands, respectively. Our business and results of operations are therefore dependent on our ability to maintain relationships with these brands, and procure products for distribution at reasonable prices.

If there is reduced demand for the technology brands whose products we distribute, or the technology brands we serve reduce the number of products they offer through our distribution network, or are unwilling to continue to do business with us or intend to modify the terms of their contracts to our detriment, there could be an adverse effect on our business. The loss or deterioration of our relationship with any key technology brand, the authorisation by technology brands of additional distributors, the sale of products by technology brands directly to our Channel Partners and end-users (instead of using us as the distributor of products), or our failure to establish relationships with new technology brands or to expand the distribution and supply chain services that we provide, each of these could affect our ability to attract new customers and thereby impact our business. Similarly, our business and growth also depends on these technology brands providing their products to us in a timely manner and on their development of new and innovative ICT products, while complying with quality criteria that customers expect.

We consider our key value propositions to our customers to be our relationships with our Channel Partners, diverse portfolio, extensive pan-India operations and commitment to quality of service, which have reflected in our increasing customer stickiness over the years with low churn rate. Our growth and profitability are therefore dependent on our ability to maintain and develop close and mutually beneficial relationships with both existing and potential customers. As such, deterioration of business relationships with our customers created by factors such as unsatisfactory products supplied by us or services provided, inability to anticipate and respond to the requirements and demands of customers or unfavourable or commercially untenable contractual terms, could result in a loss of our Channel Partners or end-customers. If there is a consolidation in the Channel Partner landscape, or Channel Partners and B2B end-customers wish to change the terms of their typical contracts with us, we may not be able to negotiate terms which are beneficial to us or which are financially viable. See "*Risk Factors – If we are unable to maintain our relationships with our Channel Partners or end-customers or if any of these parties change the terms of their arrangements with us, our business could be materially and adversely affected" and "Risk Factors - We are reliant on our relationships with certain online marketplaces and disruptions to such relationships or changes in their business practices, may adversely affect our business and our financial condition, results of operations and cash flows*" on page 38.

Manage our operating expenses and create operational efficiency

Our profitability depends on our ability to manage the continued supply of ICT products that we distribute, along with our operating costs. We attempt to achieve this balance through a combination of control measures such as negotiating price discounts with vendors where we purchase products in bulk, optimizing our delivery costs, adopting streamlined technology to track transactions more efficiently and optimizing our resources, that enable us to control our expenses. Further, we attempt to build in price protection, return rights and rebates to manage our operating expenses while purchasing products for distribution.

In Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, our cost of goods sold, calculated as purchase of stock-in-trade plus changes in inventories of stock-in-trade, stood at ₹ 37,100.04 million, ₹ 55,777.46 million, ₹ 88,056.85 million and ₹ 47,763.49 million, respectively, while our revenue from operations were ₹ 39,344.82 million, ₹ 59,250.48 million, ₹ 93,134.38 million and ₹ 50,238.09 million, respectively, in each of the corresponding periods, as per the Restated Consolidated Financial Information. As a percentage of our revenue from operations, our expense on cost of goods sold was 94.29%, 94.14%, 94.55% and 95.07% in Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022 respectively. We continually undertake efforts to reduce our costs in order to protect our margins, such as by engaging with a diversified set of vendors and OEMs, improving our distribution network and inventory management, operational efficiencies and negotiating volume discounts. Fluctuation in our costs and our ability to pass these cost escalations to our customers could have an impact on our profitability.

Product mix and distribution channels

Our financial performance has largely been driven by, and a key factor to our future success will be, our ability to continue to diversify our business through maintaining a diversified mix of our products, which will continue to deliver value for our customers, increase our customer base in a cost-effective manner and deepen our relationships with our existing customers. We are required to maintain a diversified and comprehensive product portfolio and continuously offer value added solutions. Between Fiscal 2002 and the six months ended September 30, 2022, our Company distributed over 293.63 million units of ICT products (including shortages of certain items, and items given free, if any) enabling us to satisfy customer requirements for seamless product availability and meet end-user demand for multi-vendor and multi-product IT configurations. The table below sets forth details of our revenues across our verticals for the periods indicated:

Vertical	Fiscal 2020		Fiscal 2021		Fiscal 2022		Six months ended September 30, 2022	
	Revenue from Operations (₹ million)	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**
PES – Personal computing, enterprise and cloud solutions	19,271.68	48.98%	33,460.58	56.47%	53,530.07	57.48%	28,477.28	56.68%
LIT – Lifestyle and IT essentials	20,073.14	51.02%	25,789.90	43.53%	39,604.31	42.52%	21,760.81	43.32%
Total	**39,344.82**	**100.00%**	**59,250.48**	**100.00%**	**93,134.38**	**100.00%**	**50,238.09**	**100.00%**

Thus, our future results of operations are dependent upon, among other factors, our ability to continue to distribute ICT products and value-added support services more efficiently by using our dedicated in-house infrastructure, advanced technology stack and to continue to invest in procuring diversified products to drive sales of additional and/or improved products to existing and/or new customers.

As of September 30, 2022, we had the largest ICT products distribution networks in India. (*Source: Technopak Report*) with branches in 50 cities that operate sales centres, service centers and warehouses in 28 States and Union Territories in India covering over 730 locations through an ecosystem of 8,657 Channel Partners. We maintain a diversified channel mix to avoid risks associated with dependence on any single channel. Our channel mix primarily comprise general trade, modern trade, e-commerce. Our multi-channel mix also allows us to serve a diverse customer base. The following table sets forth certain details of our channel mix for the respective fiscals.

Particulars	Fiscal 2020			Fiscal 2021			Fiscal 2022			Six months ended September 30, 2022		
	Number	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Number**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Number**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Number**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**
General Trade	8,182	33,399.64	84.89%	8,827	45,465.33	76.73%	9,395	75,193.27	80.74%	8,657	38,759.59	77.15%
Modern Trade	3	1,229.75	3.13%	4	2,495.77	4.21%	3	4,819.28	5.17%	3	3,660.56	7.29%
E-Commerce	2	4,549.27	11.56%	3	11,088.68	18.72%	3	12,896.06	13.85%	3	7,734.71	15.40%
Others	8,036	166.16	0.42%	8,090	200.70	0.34%	7,110	225.77	0.24%	5,360	83.23	0.16%
Total	**16,223**	**39,344.82**	**100.00%**	**16,924**	**59,250.48**	**100.00%**	**16,511**	**93,134.38**	**100.00%**	**14,023**	**50,238.09**	**100.00%**

Note:

(5) General Trade includes hybrid resellers who sell to online market places and retail channels, RDs, stockist partners, retailers, brand stores, SIs, OEMs and corporate resellers. General Trade channel also historically included certain sales done through our website. However, as of the date of this Draft Red Herring Prospectus, we have discontinued sales through our website. Accordingly, our results of operations for subsequent periods may not be comparable to our performance prior to the discontinuation of sales done through our website.

(6) Modern Trade includes LFRs, multi-format retail and small format retail chains

(7) E-commerce refers to online marketplaces.

(8) *Others refers to the channels used by our Subsidiary ZNet Technologies Private Limited.*

Credit exposure and receivables cycle

We extend credit to our Channel Partners and other customers for a significant portion of our sales to them. In Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, products amounting to ₹ 35,523.48 million, ₹ 50,733.67 million, ₹ 81,920.14 million and ₹ 46,501.14 million, and accounting for 90.29%, 85.63%, 87.96% and 92.56%, respectively, of our revenue from operations for each of the corresponding periods, were initially sold on credit. Resellers have a period of time after the date of invoice, which depends on the brand being purchased, to make payment. We also sell to both small retailers and large format retailers, giving them a credit period of 30 to 60 days. In the event customers do not pay for the products that they purchase in a timely manner or at all, either deliberately or due to factors such as liquidity or solvency issues faced by them, we are opened to significant credit risk, which may also affect our business and operations. We attempt to mitigate such credit exposure risks by conducting diligence on our Channel Partners and their financial condition, maintaining credit insurance and market feedback to minimize our credit exposure to any non-payments. We use technology to track invoices in real time, with a centralised credit team responsible for effective receivable management. Further, we have obtained credit insurance to offset credit losses. We also provide for doubtful debts beyond one year. However, in Fiscal 2020, 2021 and 2022 and the six months ended September 30, 2022, we had allowance for doubtful trade receivables of ₹ 23.31 million, ₹ 18.83 million, ₹ 29.94 million and ₹ 7.44 million, respectively, or 0.06%, 0.03%, 0.03% and 0.01%, of our revenue from operations, respectively, of products which we had provided to customers on credit.

Given that our business is also working capital intensive, timely recovery of our receivables is critical to our business. A significant amount of our working capital is required for meeting operating expenses of our business, which is the purchase of ICT products from global technology brands, before payment is received for the sale of such products to our customers. Our working capital requirements may increase if the payment terms in our agreements with customers include reduced advance payments or longer payment schedules. These factors may result in increases in the amount of our receivables, short-term borrowings and the cost of availing such working capital funding.

Ability to keep abreast of developments in the ICT products industry

Our ability to keep abreast of the latest market developments in the ICT industry and technological changes may impact our business and results of operations. The ICT industry is characterised by rapidly changing technology, evolving industry standards, changing customers’ preference and frequent introductions of new ICT products and solutions. The introduction of new technology and the emergence of new industry standards may render the existing products we distribute and solutions we offer to be obsolete and uncompetitive. Accordingly, our future success will depend, in part, on our ability to (i) adapt to rapidly changing technologies; (ii) continuously improve the know-how of our staff in response to technological advancement and changes; (iii) accumulate in-depth knowledge of the features and functionalities of the ICT products and solutions; and (iv) identify new suppliers of ICT products that can broaden our product portfolio and solution offerings to meet the requirements and preferences of our customers. Our success depends on our ability to respond effectively to customer demands and keep up with future development trends or updates on technological changes and introduction of new ICT products and solutions by the global technology brands whose products we distribute. For further information, see “*Risk Factors - We are dependent on various vendors, who are global technology brands, for the products we distribute. Any delay or failure on part of such global technology brands to supply products may materially and adversely affect our business, profitability and reputation*” and “*Risk Factors - Our business is dependent on global technology brands effectively maintaining, promoting or developing their brands and maintaining standard quality products including launching new information and communications technology products at regular intervals*” on pages 35 and 37, respectively.

Competition in the ICT products distribution industry

Our results of operations depend on our ability to successfully navigate the ICT products distribution industry in India, with our main competitors being Savex Technologies Private Limited, Ingram Micro India Private Limited, and Redington (India) Limited. (*Source: Technopak Report*) We also compete with other large multinational and national enterprise computing solutions distributors, as well as numerous other smaller, specialized competitors who generally focus on narrower market sectors, products, or industries. We compete mainly in the re-selling and distribution of ICT products market, where the factors on which distributors compete include, among others:

- Product offerings;
- Service offerings;
- Supply chain, infrastructure and retail network capabilities including channel partner and distribution network, and warehouse, sales offices and service centres network;
- Relationship with retail channel partners;
- Relationship with vendors and OEM brands;
- Associated brand names of vendors and products;

- Availability of skilled resources in sales and marketing, servicing, training, customer management and channel partner onboarding;
- Timeliness of delivery, including distribution network and quality; and
- Ability to meet working capital requirements.

Our Company also faces competition from companies in the logistics and product fulfilment, catalogue distribution, and e-commerce supply chain services markets. As we continue to expand our business into new areas in order to stay competitive in the market, we may encounter increased competition from our current or new competitors. Further, if our competitors offer online marketplaces and retailers more favourable terms or have more products available to meet their needs or utilize the leverage of broader product lines to be sold through them, these online marketplaces and retailers may de-emphasize or decline to offer products that we supply. Accordingly, we are required to compete on each of the parameters stated above, and effectively anticipate the requirements of our Channel Partners and other customers, along with managing our supply logistics and vendors.

PRESENTATION OF FINANCIAL INFORMATION

The restated consolidated financial information comprises the restated consolidated statement of assets and liabilities as at March 31, 2020, 2021 and 2022 and as of September 30, 2022, the restated consolidated statement of profit and loss (including restated other comprehensive income), the restated consolidated statements of cash flows, the restated consolidated statement of changes in equity, for the years ended March 31, 2020, 2021 and 2022 and the six months ended September 30, 2022, the significant accounting policies, and other explanatory information (collectively, the "**Restated Consolidated Financial Information**").

The Restated Consolidated Financial Information has been compiled from:

- the audited special purpose consolidated interim financial statements as at and for the six months ended September 30, 2022 prepared in accordance with the recognition and measurement principles of IND AS 34 'Interim Financial Statements' as prescribed under Section 133 of the Companies Act read with relevant rules thereunder and the other accounting principles generally accepted in India;

- the audited consolidated Ind AS financial statements as at and for the year ended March 31, 2022 (along with comparative audited consolidated Ind AS financial statements as at and for the year ended March 31, 2021) prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act read with relevant rules thereunder and the other accounting principles generally accepted in India;

- the audited special purpose consolidated Ind AS financial statements as at and for the year ended March 31, 2021; and

- the audited special purpose consolidated Ind AS financial statements as at and for the year ended March 31, 2020.

SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies forming basis of the preparation of our Restated Consolidated Financial Information is set forth below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Critical accounting judgements

The following are the significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial information of the Company and its Subsidiaries (collectively, the "**Group**"):

Control:

The restated consolidated financial information incorporate the financial information of the Company and entities controlled by the Company. Control is achieved when the Company-
- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its return.

The Company reassesses whether or not it controls an investee, if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holding of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties, if any;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that demonstrate that the Company has, the current ability to direct the relevant activities at the time the decisions need to be made, including voting patterns at shareholders' meetings and Board meetings.

Income taxes

Significant judgments are involved in determining provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions. The ultimate realisation of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The management considers the scheduled reversals of deferred tax liabilities and the projected future taxable income in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, the management believes that the Group will realise the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

Measurement of defined benefit obligations:

The determination of the Group's defined benefit obligation depends on certain assumptions, which include selection of the discount rate. The discount rate is set by reference to government bonds. Significant assumptions are required to be made when setting the criteria for bonds to be included in the population from which the yield curve is derived. The most significant criteria considered for the selection of bonds include the issue size of the corporate bonds, quality of the bonds and the identification of outliers which are excluded. These assumptions are considered to be a key source of estimation uncertainty as relatively small changes in the assumptions used may have a significant effect on the Group's consolidated financial information within the next year.

Useful lives of Property, plant and equipment and intangible assets:

The cost of property, plant and equipment is depreciated over the estimated useful life, which is based on the technical evaluation made by the Group considering various factors including expected usage of the asset, expected physical wear and tear, the repair and maintenance program and technological obsolescence arising from changes and the residual value.

Impairment of Investments:

Determine whether the investments are impaired requires an estimate in the value in use. In considering the value in use, the management have anticipated the future cash flows, discount rates and other factors of the underlying companies. Any subsequent changes to the cash flow could impact the carrying amount of the investments.

Inventory Obsolescence:

Inventories are measured at the lower of cost and the net realizable value (net of price protection rebates). Adjustments to reduce the cost of inventory to its realisable value, if required, are made at the product level. Factors influencing these adjustments include changes in demand, rapid technological changes, product life cycle, product pricing, physical deterioration and other issues. Revisions to these adjustments would be required if these factors differ from the estimates.

Revenue recognition:

The Group has assessed its revenue arrangements based on substance of the transaction and business model against specific criteria to determine if it is acting as principal or agent.

Other estimates:

Non-financial assets are tested for impairment by determining the recoverable amount. Determination of recoverable amount is based on value in use, which is present value of future cash flows. The key inputs used in the present value calculations include the expected future growth in operating revenues and margins in the forecast period, long-term growth rates and discount rates.

Impairment of property plant and equipment:

Determining whether the property, plant and equipment are impaired requires an estimate in the value in use of cash generating units. It requires to estimate the future cash flows expected to arise from the cash generating units and a suitable discount rate in order to calculate present value. When the actual cash flows are less than expected, a material impairment loss may arise.

Provisions, liabilities and contingencies:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of an outflow of resources embodying economic benefits are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

Fair value measurements:

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The following are the list of subsidiaries of the Company that are consolidated:

Sl. No.	Name of the company	Principal business activity	Country of incorporation	Ownership/ Beneficial Interest % (As of March 31, 2021, March 31, 2022 and September 30, 2022)	Ownership/ Beneficial Interest % (As on March 31, 2020)	Ownership/ Beneficial Interest % (As on April 1, 2019)
1.	Z Net Technologies Private Limited	Consulting, technology, outsourcing and next-generation digital services, to enable clients to execute strategies for their digital transformation	India	51%	51%	51%
2.	Rashi Peripherals Pte Limited	Information and communication	Singapore	51.46%	19.41%	19.41%

		technology product distribution business				

Basis of consolidation

The restated consolidated financial information encompass the restated standalone financial information of the Company and its subsidiaries for the years ended March 31, 2020, March 31, 2021 and March 31, 2022 and the six months ended September 30, 2022. This restated consolidated financial information have been prepared in accordance with Ind AS 110, Consolidated Financial Statements.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss from the date the Company gains control until the date the Company ceases to control the subsidiary.

Changes in the Company's ownership interests in subsidiaries that do not result in the Company losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Company interests and the non-controlling interests ("**NCI**") are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the NCI are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to shareholders of the Company.

When the Company loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in statement of profit and loss.

The financial Information of the Company and all its subsidiaries used in preparing these restated consolidated financial information are drawn up to the same reporting date as that of the Company i.e. September 30, 2022. These have been consolidated based on restated standalone financial Information. Necessary adjustments have been made, for the effects of significant transactions and other events between the reporting dates of restated standalone financial information and these restated consolidated financial information. The details of the financial information used in preparing these restated consolidated financial information are as follows:

- Restated standalone financial information of Rashi Peripherals Limited and Znet Technologies Private Limited are prepared in accordance with Ind AS.
- Restated Standalone financial information of Rashi Peripherals Pte Limited are prepared in accordance with International Financial Reporting Standards (IFRS). Further, the same are converted/prepared by management in accordance with Ind AS.

The restated consolidated financial information have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial information.

The financial information of the Company and its subsidiaries has been combined on a line by-line basis in respect of assets, liabilities, income and expenses. The financial statements of the overseas subsidiaries and branch have been converted from the accounting principles generally accepted in their respective countries to Ind AS. All intra-group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The excess of cost (including remeasurement to fair value of step-acquisition) to the Group of its investments in the subsidiary company, at the dates on which the investments in the subsidiary companies, is recognised as 'Goodwill' being an asset in the restated consolidated financial information and is tested for impairment on periodically basis. On the other hand, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the restated consolidated financial information. The 'Goodwill' / 'Capital Reserve' is determined separately for each subsidiary company and such amounts are not set off between different entities. Goodwill arising on consolidation is not amortised but tested for impairment.

Non-controlling interest in the net assets of the consolidated subsidiary consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to non-controlling interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs are generally recognised in statement of profit and loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 'Income Taxes' ("**Ind AS 12**") and Ind AS 19 'Employee Benefits' ("**Ind AS 19**") respectively.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognizing a gain in respect thereof, the Company determines where there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Company reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Company then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Company recognizes it in other comprehensive income and accumulates the same in equity as capital reserve. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Company recognizes the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

When a business combination is achieved in stages, the Company's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in statement of profit and loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to statement of profit and loss where such treatment would be appropriate if that interest were disposed off.
Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets' ("**Ind AS 37**") and the amount initially recognised less cumulative amortisation recognised in accordance with Ind AS 18 'Revenue' ("**Ind AS 18**").

Property, plant and equipment

Property, plant and equipment except capital work-in progress is stated at cost, net of accumulated depreciation and impairment losses, if any. Capital work-in-progress is stated at cost less any recognised impairment loss. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Group in future periods and the cost of the item can be measured reliably. Expenditure incurred after the Property Plant and Equipment have been put into operations, such as repairs and maintenance expenses are charged to the statement of profit and loss during the period in which they are incurred.

The subsequent cost incurred by an entity for improvement of property, plant and equipment is added to the carrying value of the item of Property, plant & equipment and for the items replacing existing Property, plant & equipment, an entity recognises in the carrying amount of an item of property, plant and equipment, the cost of replacing part of such an item when that cost is incurred if the recognition criteria are met. The carrying amount of those parts that are replaced is derecognised in accordance with the derecognition provisions.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment, is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

Depreciation on Property, plant and equipment

Depreciable amount of Property, plant and equipment is the cost of an asset less its estimated residual value. Property, plant and equipment is depreciated on the Written Down Value method as per the useful life prescribed in Schedule II to the Companies Act, 2013 or useful life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Asset Type	Useful lives estimated by the management (in years)
Freehold office premises	60
Plant and Machinery	15
Vehicles- Motor Cars	8
Vehicles- Two Wheelers	10
Furniture & Fixtures	10
Office Equipment	5
Computers- Hardware	3
Computer- Servers	6
Electrical Fittings	10

Intangible assets and amortisation of intangible assets:

Intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and impairment losses, if any. The intangible assets, that are not yet ready for their intended use are carried at cost and are reflected under intangible assets under development. Direct costs associated in developing the intangible assets are capitalized when the following criteria are met, otherwise, it is recognised in statement of profit and loss as incurred:

(i) it is technically feasible to complete the intangible asset so that it will be available for use,
(ii) management intends to complete the intangible asset and put it to use,
(iii) there is ability to use the intangible asset,
(iv) there is an identifiable asset that will generate expected future economic benefits and
(v) there is an ability to measure reliably the expenditure attributable to the intangible asset during its development.

Intangible assets are amortized on written down value basis over the useful life prescribed in Schedule II to the Companies Act, 2013 or technical estimate made by the relevant company, whichever is lower. The useful lives of intangible assets (computer software) is three years. The estimated useful life of the intangible assets is reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern, if any.

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use

An intangible asset is de-recognized on disposal or when no future economic benefits are expected from its use. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognized in the statement of profit and loss when the asset is de-recognized.

Impairment of property, plant and equipment, and intangible assets

The Group assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets may be impaired. If any such indication exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (CGU) or groups of cash-generating units that are expected to benefit from the synergies of the combination. A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the CGU.

Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources that reflects the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

(i) fixed payments, including in-substance fixed payments;
(ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
(iii) amounts expected to be payable under a residual value guarantee; and
(iv) the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in – substance fixed lease payment.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets and lease liabilities separately on the face of the Restated Consolidated Statement of Assets and Liabilities .

Short-term leases

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Foreign currency transactions

In preparing the restated consolidated financial information of the Group, transactions in foreign currencies, other than the Group's functional currency, are recognised at the rate of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the rate prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences on monetary items are recognised in the restated consolidated statement of profit and loss in the period in which these arise, as appropriate.

The restated consolidated financial information are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates, and all values are rounded to the nearest millions, up to two decimal places except as otherwise indicated.

Foreign operations

For the purpose of presenting restated consolidated financial information, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in a foreign exchange translation reserve in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

Revenue recognition

Revenue with contracts with customers/ Income from services:

The Group recognizes revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer.

Revenue from sale of products or services is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services.

Revenue from services is recognised over period of time and in the accounting period in which the services are rendered.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties, in writing, to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

Other income

Dividend from investments is recognized when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.

Rental income under operating leases is recognized in the statement of profit and loss on a straight-line basis over the term of the lease.

Interest income is recognized on accrual basis. For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (“**EIR**”), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

Employee benefits

Short-term employee benefits

Short-term employee benefits are determined as per Group’s policy/scheme on an undiscounted basis. A liability is recognised for benefits accruing to employees in respect of salaries, performance incentives in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined-contribution plan. The Group’s obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods.

The Company’s gratuity plan is funded, the defined benefit obligation of which is determined annually by a qualified actuary using the projected unit credit method as at each balance sheet date. Re-measurement of defined benefit obligation, which comprises of actuarial gains and losses are recognized in other comprehensive income in the period in which they occur. The Group determines the net interest expenses on the net defined benefit obligation, taking into account any changes in the net defined benefit liability during the period as a result of contribution and benefit payments. Net interest expenses related to defined benefit plan are recognised in employee benefit expenses in the statement of profit and loss.

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes monthly contributions towards Government administered schemes such as the provident fund and employee state insurance scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the statement of consolidated profit and loss in the periods during which the related services are rendered by the employees.

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

Long-term employee benefits

The Group's obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method as at each balance sheet date.

Compensated Absences:

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

Current and deferred Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Income tax expense is recognised in the interim period based on the best estimate of the weighted average annual income tax expected for the full financial year. Interim period income tax expense is accrued using the tax rate that would be applicable to expected total annual earnings, i.e. the estimated average annual income tax rate applied to the pre-tax income of the interim period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of the assets and liabilities in the restated consolidated financial information and the corresponding tax bases used in the computation of the taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current tax and deferred tax for the interim period and the year

Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be receive and the amount of the receivable can be measured reliably.

Contingent Liabilities

A present obligation that arises from past events, where 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 Group.

Claims against the Group, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in the restated consolidated financial information since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Subsequent Measurement

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Investments in equity instruments at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in a separate component of equity. The cumulative gain or loss is not reclassified to Statement of profit and loss on disposal of the equity investments, instead, it is transferred to retained earnings. The Group designated all investments in equity instruments that are not held for trading as at FVTOCI on initial recognition.

Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets that are measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The Group always recognises lifetime expected credit losses ("**ECL**") for trade receivables. The Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. In case of financial assets, the Group follows the simplified approach permitted by Ind AS 109 – Financial Instruments – for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risk of trade receivable. The Group calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

De-recognition of Financial Assets:

The Group de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises an associated liability.

On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in Other Comprehensive Income and accumulated in other equity is recognised in restated consolidated statement of profit and loss.

Cash and cash equivalents

Cash and cash equivalent comprises of cash on hand and at banks including short term deposits with an original maturity of three months or less from the date of acquisition), and which are subject to insignificant risk of changes in value

Financial liabilities and equity instruments

Classification as Debt or Equity:

Debt or equity instruments issued by the Company, are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments:

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial Liabilities:

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expenses are included in the 'finance cost' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Financial liabilities are classified, at initial recognition and measured at amortising cost using effective interest method: (i) Loans and borrowings, and (ii) Payables.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, are recognised net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments. Life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

De-recognition of Financial Liabilities:

The Group de-recognises financial liabilities when and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in statement of profit and loss.

Offsetting of Financial Instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financials instruments

The Group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions. The Group does not use derivative financial instruments for speculative purposes.

Forward contracts are initially recognised at fair value on the date the contract is entered into and are subsequently remeasured at fair value at each reporting date. The resulting gain or loss is recognised in the statement of profit and loss.

Fair value measurement

Some of the Group's accounting policies or disclosures require the measurement of fair value for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the time of measurement.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or
(ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

(iii) The principal or the most advantageous market must be accessible by the Group.
All assets and liabilities (for which fair value is measured or disclosed in the restated consolidated financial information) are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable other than quoted prices included in Level 1.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated based on the nature of transactions.

Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at average market value of the outstanding shares. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

Dividend to shareholders

Final dividend distributed to Equity shareholders is recognised in the period in which it is approved by the members of the Company in its Annual General Meeting. Interim dividend is recognised when approved by the Board of Directors at the Board Meeting. Both final dividend and interim dividend are recognised in the Statement of Changes in Equity.

Borrowing Cost

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group.

Events after Reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the restated consolidated financial information. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

First time adoption-mandatory exceptions, optional exemption:

Mandatory Exceptions

Estimates

As per Ind AS 101, group's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative period presented in the group's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires the group to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Group's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the financial statements that were not required under the previous GAAP are listed below:

(i) Fair valuation of financial instruments carried at FVTPL and/ or FVTOCI.
(ii) Fair valuation of Property, plant and equipment
(iii) Impairment of financial assets based on the expected credit loss model.
(iv) Determination of the discounted value for financial instruments carried at amortized cost.

Derecognition of financial assets and liabilities

As per Ind AS 101, the group should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of transition to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions. The Group has elected to apply the derecognition principles of Ind AS 109 prospectively from the date of transition to Ind AS.

Classification and measurement of financial assets

Ind AS 101 requires the group to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, the Group has determined the classification and measurement of financial assets based on facts and circumstances that exist on the date of transition.

Optional Exemptions

Property plant and equipment, intangible assets and investment properties

As per Ind AS 101 an entity may elect to:

(i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date;

(ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:
- fair value;
- Or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.

The elections under (i) and (ii) above are also available for intangible assets that meets the recognition criteria in Ind AS 38, Intangible Assets, (including reliable measurement of original cost); and criteria in Ind AS 38 for revaluation (including the existence of an active market).

(iii) use carrying values of property, plant and equipment, intangible assets and investment properties as on the date of transition to Ind AS (which are measured in accordance with previous GAAP and after making adjustments relating to decommissioning liabilities prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Group has elected to revalue Property, plant and equipment excluding capital work in progress and consider the fair value as deemed cost.

Initial recognition of lease liability and ROU asset

Under previous GAAP, leases were classified as operating lease and finance lease whereby operating lease was accounted as rent expenses in statement of profit and loss account and finance lease was accounted as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment. Post adoption of IND AS, the Company shall apply modified retrospective approach in which lease liability to be measured based on remaining lease payments, discounted using lessee's incremental borrowing rate at the date of initial application and Right-of-Use asset to be measured at amount of lease liability (adjusted by the amount of any previously recognised prepaid or accrued lease payments relating to that lease).

Investment in subsidiaries

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its investment in subsidiaries as recognised in these restated consolidated financial information at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Group has elected to measure all of its investments in subsidiaries at their previous GAAP carrying value.

Designation of previously recognised financial instruments

Ind AS 101 permits an entity to designate particular equity investments (other than equity investments in subsidiaries, associates and joint arrangements) as at fair value through other comprehensive income (FVTOCI) based on facts and circumstances at the date of transition to Ind AS (rather than at initial recognition). The group has opted to avail this exemption to designate certain equity investments as FVTOCI on the date of transition.

Cumulative translation differences

Ind AS 21 requires translation differences arising on translation of foreign operations to be accumulated in a separate reserve within equity. Applying these requirements retrospectively would require an entity to determine the cumulative translation differences at the date of transition and separately classify these within equity. A first-time adopter has the option not to comply with this requirement at the date of transition and can reset the cumulative translation differences to zero at the date of transition. Accordingly, the group has elected to reset the cumulative translation differences to zero at the date of transition.

CHANGES IN ACCOUNTING POLICIES

There have been no changes in the accounting policies of the Company during the last three financial years and the six months ended September 30, 2022.

NON-GAAP MEASURES

EBITDA, EBITDA Margin and certain other financial measures (together, "**Non-GAAP Measures**"), presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS, U.S. GAAP or any other GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS, U.S. GAAP or any other GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS, U.S. GAAP or any other GAAP. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For reconciliation of EBITDA, EBITDA Margin, ROCE and other key ratios, see "*Other Financial Information*" on page 371.

PRINCIPAL COMPONENTS OF RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

Income

Our total income comprises revenue from operations and other income. We generate majority of our revenue from (i) distribution of ICT products, and (ii) sale of services such as pre-sale activities, solutions design, technical support, marketing services and warranty management services in India.

Expenses

Purchases of Stock-in-trade

Purchases of stock-in-trade primarily includes purchase of ICT products.

Employee Benefits Expense

Employee benefit expenses primarily include salaries and wages, contribution to provident and other funds, contribution to terminal benefits and staff welfare expenses.

Finance Costs

Finance costs include interest expenses on borrowings, interest on lease liability and interest on other loans.

Depreciation and Amortisation Expenses

Depreciation and amortisation expense primarily include depreciation expenses on our property, plant and equipment and amortisation expenses on our intangibles and right of use assets.

Other Expenses

Other expenses primarily comprise of advertisement expenses, freight and forwarding expenses, insurance premium, packing expenses, sales promotion expenses and travelling and conveyance expenses. In addition, miscellaneous expenses include annual maintenance and installation charges for infrastructure facilities at our branches, security expenses, brokerage and commission payment and printing and stationery charges.

Tax Expense

Our tax expense or credit for the period represents the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

RESULTS OF OPERATIONS

The following table sets forth select financial data from our statement of restated consolidated profit and loss for Fiscals 2020, 2021, 2022 and the six months ended September 30, 2022, the components of which are also expressed as a percentage of total income for such periods.

	Fiscal						Six months ended September 30, 2022	
	2020		2021		2022			
	(₹ million)	Percentage of Total Income	(₹ million)	Percentage of Total Income	(₹ million)	Percentage of Total Income	(₹ million)	Percentage of Total Income
Income								
Revenue from operations	39,344.82	99.81%	59,250.48	99.91%	93,134.38	99.91%	50,238.09	99.83%
Other income	76.59	0.19%	51.92	0.09%	84.83	0.09%	85.49	0.17%
Total Income	**39,421.41**	**100%**	**59,302.40**	**100%**	**93,219.21**	**100%**	**50,323.58**	**100%**
Expenses								
Purchases of stock-in-trade	38,618.96	97.96%	56,460.97	95.21%	94,324.56	101.19%	53,708.62	106.73%
Changes in inventories of stock-in-trade	(1,518.92)	(3.85)%	(683.51)	(1.15)%	(6,267.71)	(6.72)%	(5,945.13)	(11.81)%
Employee benefits expense	753.06	1.91%	787.41	1.33%	1,142.80	1.23%	664.51	1.32%
Finance costs	352.78	0.89%	288.51	0.49%	536.84	0.58%	398.36	0.79%
Depreciation and amortisation expense	75.24	0.19%	75.08	0.13%	116.86	0.13%	72.68	0.14%
Other expenses	629.73	1.60%	585.26	0.99%	967.39	1.04%	530.46	1.05%
Total expenses	**38,910.85**	**98.70%**	**57,513.72**	**96.98%**	**90,820.74**	**97.43%**	**49,429.50**	**98.22%**
Restated profit before tax	**510.56**	**1.30%**	**1,788.68**	**3.02%**	**2,398.47**	**2.57%**	**894.08**	**1.78%**
Tax Expense								
Current tax	142.57	0.36%	441.49	0.74%	633.86	0.68%	258.29	0.51%
Deferred tax	(14.24)	(0.04)%	(13.60)	(0.02)%	(55.45)	(0.06)%	(37.96)	(0.08)%
(Short) / Excess provision for earlier years	(0.08)	(0.00)%	(2.71)	(0.00)%	(5.05)	(0.01)%	-	-
Total tax expense	**128.25**	**0.33%**	**425.18**	**0.72%**	**573.36**	**0.62%**	**220.33**	**0.44%**
Restated profit after tax	**382.31**	**0.97%**	**1,363.50**	**2.30%**	**1,825.11**	**1.96%**	**673.75**	**1.34%**
Restated other comprehensive income	**(3.13)**	**(0.01)%**	**(22.45)**	**(0.04)%**	**(8.57)**	**(0.01)%**	**14.90**	**0.03%**
Items that will not be reclassified to profit or loss								
Remeasurement of defined benefits plan – (loss)/ gain	(9.63)	(0.02)%	(17.94)	(0.03)%	(38.73)	(0.04)%	(8.22)	(0.02)%
Income tax (expenses)/ benefits on remeasurement of defined benefits plan	(2.43)	(0.01)%	(4.51)	(0.01)%	(9.73)	(0.01)%	(1.87)	(0.00)%
Net fair value gain/ (loss) on investments in equity shares through OCI	11.93	0.03%	-	-	53.31	0.06%	53.29	0.11%

	Fiscal						Six months ended September 30, 2022	
	2020		2021		2022			
	(₹ million)	Percentage of Total Income	(₹ million)	Percentage of Total Income	(₹ million)	Percentage of Total Income	(₹ million)	Percentage of Total Income
Income tax (expenses)/ benefits on net fair value gain on investments in equity shares through OCI	(3.00)	(0.01)%	-	-	(13.42)	(0.01)%	(13.41)	(0.03)%
Items that may be reclassified subsequently to profit or loss								
Foreign exchange differences on translation of foreign operations	-	-	-	-	-	-	(14.89)	(0.03)%
Restated total comprehensive income for the period/ year	**379.18**	**0.96%**	**1,341.05**	**2.26%**	**1,816.54**	**1.95%**	**688.65**	**1.37%**

Six months ended September 30, 2022

Total Income

Our total income was ₹ 50,323.58 million for the six months ended September 30, 2022, primarily owing to our revenue from operations in the period, as discussed below:

Revenue from operations

Our revenue was ₹ 50,238.09 million for the six months ended September 30, 2022 owing to revenue from sale of goods of ₹ 50,134.44 million, as well as revenue from sale of services of ₹ 103.65 million.

Other Income

Our other income was ₹ 85.49 million for the six months ended September 30, 2022, primarily due to interest income from delayed payments by customers and interest of loan amounting to ₹ 71.36 million, and bad debts recovered of ₹ 4.53 million.

Total Expenses

Our total expenses were ₹ 49,429.50 million for the six months ended September 30, 2022, which primarily comprised purchases of stock-in-trade and employee benefits expense.

Purchases of Stock-in-trade

Purchases of stock-in trade amounted to ₹ 53,708.62 million owing to high supply of ICT products and expected demand.

Employee Benefits Expense

Our employee benefits expense was ₹ 664.51 million in the six months ended September 30, 2022, which included salaries, wages and bonus of ₹ 626.52 million, contribution to provident fund and other funds of ₹ 26.57 million and staff welfare expenses of ₹ 11.42 million.

Finance Costs

Our finance costs were ₹ 398.36 million in the six months ended September 30, 2022, primarily comprising interest on borrowings from banks and others of ₹ 351.14 million, interest on other loans of ₹ 29.91 million, other borrowings costs (bill discounting charges) of ₹ 15.87 million.

Depreciation and Amortisation Expense

Our depreciation and amortisation expense was ₹ 72.68 million in the six months ended September 30, 2022.

Other Expenses

Our other expenses for the six months ended September 30, 2022 amounted to ₹ 530.46 million, which primarily included (i) cloud and hosting services of ₹ 130.55 million, (ii) freight and forwarding expenses of ₹ 72.89 million, (iii) rent expense of ₹ 71.02 million, (iv) insurance premium of ₹ 48.29 million, (v) advertisement expenses of ₹ 32.46 million, and (vi) traveling and conveyance expenses of ₹ 32.65 million.

Tax Expense

Our total tax expense for the six months ended September 30, 2022 amounted to ₹ 220.33 million, comprising current tax of ₹ 258.29 million and deferred tax of ₹ (37.96) million.

Restated Profit after Tax

As a result of the foregoing factors, our restated profit after tax for the six months ended September 30, 2022 was ₹ 673.75 million.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA was ₹ 1,365.12 million in the six months ended September 30, 2022, while EBITDA Margin was 2.72% in the same period.

For reconciliation of EBITDA and EBITDA Margin, see " – *Non GAAP Measures - Reconciliation of EBITDA and EBITDA Margin to Restated Profit after Tax*" on page 374.

Fiscal 2022 compared to Fiscal 2021

Total Income

Our total income increased by 57.19% from ₹ 59,302.40 million in Fiscal 2021 to ₹ 93,219.21 million in Fiscal 2022, primarily due to an increase in our revenue from operations and other income as discussed below:

Revenue from operations

Our revenue from operations increased by 57.19% from ₹ 59,250.48 million in Fiscal 2021 to ₹ 93,134.38 million in Fiscal 2022, primarily due to an increase in the revenue from sale of goods by 57.39% from ₹ 59,010.81 million in Fiscal 2021 to ₹ 92,874.82 million in Fiscal 2022. The increase was primarily due to an increase in the volume of goods sold, as well as an increase in average selling price of goods. Revenue from sale of services also increased by 8.30% from ₹ 239.67 million in Fiscal 2021 to ₹ 259.56 million in Fiscal 2022.

Other Income

Our other income increased by 63.39% from ₹ 51.92 million in Fiscal 2021 to ₹ 84.83 million in Fiscal 2022, primarily as a result of an increase in interest income on delayed payments by customers and interest on loan from ₹ 30.67 million in Fiscal 2021 to ₹ 45.17 million in Fiscal 2022 and an increase in income from bad debts recovered from ₹ 6.75 million in Fiscal 2021 to ₹ 13.37 million in Fiscal 2022.

Total Expenses

Our total expenses increased by 57.91% from ₹ 57,513.72 million in Fiscal 2021 to ₹ 90,820.74 million in Fiscal 2022.

Purchases of Stock-in-trade

Purchases of stock-in-trade increased by 67.06% from ₹ 56,460.97 million in Fiscal 2021 to ₹ 94,324.56 million in Fiscal 2022 due to increase in supply of ICT products from our global technology brands, after the cessation of the supply chain disruptions caused by COVID-19, leading to an increase in inventory levels and sales.

Employee Benefits Expense

Our employee benefits expense, which primarily included salaries, wages, bonus and other benefits paid to employees engaged by us, increased by 45.13% from ₹ 787.41 million in Fiscal 2021 in ₹ 1,142.80 million for Fiscal 2022 due to an increase in number of employees because of increased scale of operations and annual increments given to employees in Fiscal 2022.

Finance Costs

Our finance costs increased by 86.07% from ₹ 288.51 million in Fiscal 2021 to ₹ 536.84 million in Fiscal 2022 primarily due to an increase in our interest expense on borrowings from banks and others from ₹ 280.90 million in Fiscal 2021 to ₹ 489.97 million in Fiscal 2022. This was primarily attributable to the increase in working capital requirements, owing particularly to an increase in the number of inventory days for which our goods remained unsold at our warehouses.

Depreciation and Amortisation Expense

Our depreciation and amortisation expense increased by 55.65% from ₹ 75.08 million in Fiscal 2021 to ₹ 116.86 million in Fiscal 2022 primarily due to an addition in fixed assets by ₹ 147.93 million, owing to purchase of furniture, vehicles and computers.

Other Expenses

Our other expenses accounted for 1.04% and 0.99% of our total income in Fiscals 2022 and 2021, respectively. Our other expenses increased by 65.29% from ₹ 585.26 million in Fiscal 2021 to ₹ 967.39 million in Fiscal 2022, in aggregate, primarily due to an increase in expenses such as for advertisement, cloud and hosting services, freight and forwarding expenses and rent expense.

Tax Expense

Our tax expense increased from ₹ 425.18 million in Fiscal 2021 to ₹ 573.36 million in Fiscal 2022, primarily due a corresponding increase in the restated profit before tax. This constituted an increase in current tax from ₹ 441.49 million in Fiscal 2021 to ₹ 633.86 million in Fiscal 2022, and an increase in deferred tax from ₹ (13.60) million in Fiscal 2021 to ₹ (55.45) million in Fiscal 2022.

Restated Profit after Tax

As a result of the foregoing factors, our restated profit after tax was ₹ 1,363.50 million in Fiscal 2021 compared to ₹ 1,825.11 million in Fiscal 2022.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA was ₹ 2,152.27 million in Fiscal 2021 compared to EBITDA of ₹ 3,052.17 million in Fiscal 2022, while EBITDA Margin was 3.63% in Fiscal 2021 compared to 3.28% in Fiscal 2022.

For reconciliation of EBITDA and EBITDA Margin, see " – *Non GAAP Measures - Reconciliation of EBITDA and EBITDA Margin to Restated Profit after Tax*" on page 374.

Fiscal 2021 compared to Fiscal 2020

Key Developments

In Fiscal 2021, we started distributing ICT products from additional renowned global technology brands.

Total Income

Our total income increased by 50.43% from ₹ 39,421.41 million in Fiscal 2020 to ₹ 59,302.40 million in Fiscal 2021, primarily due to an increase in our revenue from operations and other income as discussed below:

Revenue from operations

Our revenue from operations increased by 50.59% from ₹ 39,344.82 million in Fiscal 2020 to ₹ 59,250.48 million in Fiscal 2021, primarily due to an increase in the revenue from sale of goods by 50.83% from ₹ 39,124.22 million for Fiscal 2020 to ₹ 59,010.81 million for Fiscal 2021. The increase was primarily due to increase in the volume of ICT products sold, as well as an increase in the average selling price of such products. Revenue from sale of services also increased by 8.64% from ₹ 220.60 million in Fiscal 2020 to ₹ 239.67 million in Fiscal 2021.

Other Income

Our other income decreased by 32.21% from ₹ 76.59 million in Fiscal 2020 to ₹ 51.92 million in Fiscal 2021, primarily as a result of a decrease in interest income on delayed payments by customers and interest on loan from ₹ 53.57 million in Fiscal 2020 to ₹ 30.67 million in Fiscal 2021.

Total Expenses

Our total expenses increased by 47.81% from ₹ 38,910.85 million in Fiscal 2020 to ₹ 57,513.72 million in Fiscal 2021.

Purchases of Stock-in-trade

Purchases of stock-in-trade increased by 46.20% from ₹ 38,618.96 million in Fiscal 2020 to ₹ 56,460.97 million in Fiscal 2021 primarily on account of increase in sales demand and increase in supply of ICT products from global technology brands.

Employee Benefits Expense

Our employee benefits expense, which primarily included salaries and other benefits paid to employees engaged by us, increased by 4.56% from ₹ 753.06 million in Fiscal 2020 to ₹ 787.41 million in Fiscal 2021 due to an increase in number of employees because of increased scale of operations and annual increments given to employees in Fiscal 2021.

Finance Costs

Our finance costs decreased by 18.22% from ₹ 352.78 million in Fiscal 2020 to ₹ 288.51 million in Fiscal 2021 primarily due to a decrease in our interest expense on borrowings from banks and others from ₹ 336.82 million in Fiscal 2020 to ₹ 280.90 million in Fiscal 2021. This was primarily attributable to reduction in interest rates on borrowings availed, and lower funding requirements due to better cash flow management.

Depreciation and Amortisation Expense

Our depreciation and amortisation expense remained stable, at ₹ 75.24 million in Fiscal 2020 and ₹ 75.08 million in Fiscal 2021.

Other Expenses

Our other expenses accounted for 0.99% and 1.60% of our total income in Fiscals 2021 and 2020, respectively. Our other expenses decreased by 7.06% from ₹ 629.73 million in Fiscal 2020 to ₹ 585.26 million in Fiscal 2021, in aggregate, primarily due to a decrease in sales promotion expenses and travelling and conveyance expenses.

Tax Expense

Our tax expense increased from ₹ 128.25 million for Fiscal 2020 to ₹ 425.18 million for Fiscal 2021, primarily due an increase in the restated profit before tax. Current tax expense increased from ₹ 142.57 million in Fiscal 2020 to ₹ 441.49 million in Fiscal 2021, while deferred tax (assets) increased from ₹ (14.24) million in Fiscal 2020 to ₹ (13.60) million in Fiscal 2021.

Restated Profit after Tax

As a result of the foregoing, our restated profit after tax was ₹ 382.31 million in Fiscal 2020 compared to ₹ 1,363.50 million in Fiscal 2021.

Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA was ₹ 938.58 million in Fiscal 2020 compared to EBITDA of ₹ 2,152.27 million in Fiscal 2021, while EBITDA Margin was 2.39% in Fiscal 2020 compared to 3.63% in Fiscal 2021.

For reconciliation of EBITDA and EBITDA Margin, see " – *Non GAAP Measures - Reconciliation of EBITDA and EBITDA Margin to Restated Profit after Tax*" on page 374.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations through a combination of internal accruals and external borrowings.

Cash Flows

The table below summarizes the statement of cash flows, as per our restated consolidated cash flow statement, for the periods indicated:

	Fiscal			**Six months ended September 30, 2022**
	2020	**2021**	**2022**	
	(₹ million)			
Net cash (used in)/ generated from operating activities	816.62	(1,094.69)	(3,148.21)	(998.00)
Net cash (used in)/generated from investing activities	34.02	(9.83)	(64.37)	(1.93)
Net cash (used in)/generated from financing activities	(808.21)	1,344.30	3,375.05	926.16
Net increase in cash and cash equivalents	42.43	239.78	162.47	(73.77)
Cash and cash equivalents at the end of the year	**49.69**	**289.47**	**451.94**	**378.17**

Operating Activities

Six months ended September 30, 2022

Net cash used in operating activities was ₹ 998.00 million in the six months ended September 30, 2022. In the same period, our restated profit before tax was ₹ 894.08 million, which was primarily adjusted for finance costs of ₹ 398.36 million, foreign exchange loss of ₹ 40.68 million and depreciation and amortisation expense of ₹ 72.68 million.

Our working capital adjustments to our net cash flows used in operating activities in the six months ended September 30, 2022 primarily comprised an increase in trade payables and other liabilities of ₹ 5,492.83 million. This was partially offset by an increase in inventories of ₹ 5,945.13 million, an increase in other assets of ₹ 974.37 million and an increase in trade and other receivables of ₹ 629.41 million.

Fiscal 2022

Net cash used in operating activities was ₹ 3,148.21 million in Fiscal 2022. In Fiscal 2022, our restated profit before tax was ₹ 2,398.47 million, which was primarily adjusted for finance costs of ₹ 536.84 million, foreign exchange loss of ₹ 81.67 million and depreciation and amortisation expense of ₹ 116.86 million.

Our working capital adjustments to our net cash flows used in operating activities in Fiscal 2022 primarily comprised an increase in trade payables and other liabilities of ₹ 4,977.57 million. This was partially offset by an increase in trade and other receivables of ₹ 3,627.66 million and an increase in inventories of ₹ 6,267.71 million.

Fiscal 2021

Net cash used in operating activities was ₹ 1,094.69 million in Fiscal 2021. In Fiscal 2021, our restated profit before tax was ₹ 1,788.68 million, which was primarily adjusted for finance costs of ₹ 288.51 million, and depreciation and amortisation expense of ₹ 75.08 million.

Our working capital adjustments to our net cash flows used in operating activities for Fiscal 2021 primarily comprised an increase in trade payables and other liabilities of ₹ 1,469.11 million and an increase in other assets of ₹ 171.04 million. This was partially offset by an increase in trade and other receivables of ₹ 3,478.32 million and an increase in inventories of ₹ 686.84 million.

Fiscal 2020

Net cash generated from operating activities was ₹ 816.62 million in Fiscal 2020. Our restated profit before tax in Fiscal 2020 was ₹ 510.56 million, which was primarily adjusted for finance costs of ₹ 352.78 million and depreciation and amortization expense of ₹ 75.24 million.

Our working capital adjustments to our net cash flows generated from operating activities in Fiscal 2020 primarily comprised an increase in inventories of ₹ 1,518.92 million. This was partially offset by a decrease in trade and other receivables of ₹ 822.12 million, and an increase in trade payables and other liabilities of ₹ 800.63 million.

Investing Activities

Six months ended September 30, 2022

Net cash used in investing activities in the six months ended September 30, 2022 was ₹ 1.93 million, primarily due to purchase of property, plant and equipment of ₹ 18.55 million. This was partially offset by interest received of ₹ 16.38 million.

Fiscal 2022

Net cash used in investing activities in Fiscal 2022 was ₹ 64.37 million, primarily due to purchase of property, plant and equipment of ₹ 122.57 million and loan given ₹ 91.17 million. This was partially offset by loan repaid of ₹ 130.21 million.

Fiscal 2021

Net cash used in investing activities in Fiscal 2021 was ₹ 9.83 million, primarily due to loan given of ₹ 202.17 million and purchase of property, plant and equipment of ₹ 59.51 million. This was largely offset by loan repaid of ₹ 142.24 million and net off cash acquired through acquisition of a subsidiary of ₹ 78.36 million.

Fiscal 2020

Net cash generated from investing activities in Fiscal 2020 was ₹ 34.02 million, primarily due to interest received of ₹ 53.62 million, which was partially offset by purchase of property, plant and equipment of ₹ 23.47 million.

Financing Activities

Six months ended September 30, 2022

Net cash generated from financing activities in the six months ended September 30, 2022 was ₹ 926.16 million, primarily due to proceeds from borrowings of ₹ 1,313.91 million. This was partially offset by interest paid on borrowings of ₹ 376.14 million.

Fiscal 2022

Net cash generated from financing activities in Fiscal 2022 was ₹ 3,375.05 million, primarily on account of proceeds from borrowings of ₹ 3,927.36 million, which was partially offset by interest paid on borrowings of ₹ 533.73 million.

Fiscal 2021

Net cash generated from financing activities in Fiscal 2021 was ₹ 1,344.30 million primarily on account of proceeds from borrowings of ₹ 1,637.28 million, which was partially offset by interest paid on borrowings of ₹ 287.67 million.

Fiscal 2020

Net cash used in financing activities in Fiscal 2020 was ₹ 808.21 million, which primarily included repayment of borrowings of ₹ 444.99 million and interest paid on borrowings of ₹ 351.24 million.

INDEBTEDNESS

As of September 30, 2022, we had total outstanding financial indebtedness of ₹ 12,756.35 million. The following table sets forth certain information relating to our outstanding indebtedness as of September 30, 2022:

Particulars	Total	Less Than 1 Year	1 – 2 Years	2 -3 Years	More than 3 Years
	(₹ million)				
Current Borrowings					
Non Fund Based credit facility	**2,743.64**	2,743.64	-	-	-
Secured	**9,261.59**	9,261.59	-	-	-
Unsecured	**195.84**	195.84	-	-	-
Non-current Borrowings					
Secured	**555.28**	158.00	158.00	158.00	81.28
Unsecured	-	-	-	-	-
Total	**12,756.35**	**12,359.07**	**158.00**	**158.00**	**81.28**

For further information on our outstanding indebtedness, see "*Financial Indebtedness*" on page 411.

CONTRACTUAL OBLIGATIONS

The table below sets forth our remaining contractual maturity for our non-derivative financial liabilities as of September 30, 2022. These obligations primarily relate to our contractual maturities of financial liabilities such as borrowings, trade payables, other financial liabilities (current) and lease liabilities.

	Total	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5 years
	(₹ million)				
Lease liabilities (non-current)	16.22	-	7.68	8.54	-
Borrowings	10,012.71	9,607.76	165.67	239.28	-
Trade payable	16,847.22	16,847.22	-	-	-
Other financial liabilities (Current)	173.64	173.64	-	-	-
Lease liabilities (Current)	19.63	19.63	-	-	-
Total financial liabilities	**27,069.42**	**26,648.25**	**173.35**	**247.82**	**-**

CONTINGENT LIABILITIES

The following table sets forth the principal components of our contingent liabilities as of September 30, 2022:

Particulars	As of September 30, 2022
	(₹ million)
(i) Bank guarantees	1,458.32
(ii) Letters of Credit	1,101.83
(iii) Bills pending for collection	183.49
(iv) Claims not acknowledged as debts	15.23
(v) Disputed Tax demands	
-Direct Tax	15.77
-Indirect Tax	1,276.15
Total	**4,050.79**

1. No Provision have been made for disputed claims against us not acknowledged as debts, as the management is hopeful of successfully contesting the same in appeal.
2. Future cash outflows in respect of the above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities. We do not expect the outcome of the matters stated above to have material adverse impact on our financial condition, results of operation or cash flows. We do not envisage any likely reimbursement in respect of the above.

For further information, see "*Restated Consolidated Financial Information – Note 38*" on page 352.

CAPITAL COMMITMENTS

The table below sets forth our capital commitments as of September 30, 2022:

Particulars	As of September 30, 2022 (₹ million)
Estimated amounts of contract remaining to be executed on capital accounts net of advances	21.47
Total of capital commitments	21.47

For further information, see "*Restated Consolidated Financial Information – Note 38*" on page 352.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. Related parties with whom transactions have taken place during the period / year include sales and purchases, corporate social responsibility donations, services availed, rent expenses and loans availed.

In Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, the aggregate amount of such related party transactions was ₹ 330.46 million, ₹ 571.24 million, ₹ 2,251.91 million and ₹ 1,438.01 million, respectively. The percentage of the aggregate value such related party transactions to our revenue from operations in Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022 was 0.84%, 0.96%, 2.42% and 2.86%, respectively. For further information see "*Restated Consolidated Financial Information – Note 44"* on page 357.

AUDITOR OBSERVATIONS

Our previous Statutory Auditors have included the following Emphasis of Matters in the audit reports on our special purpose financial statements:

Fiscal 2021

"We draw attention to Note 1.2 to the 2021 Special Purpose Consolidated Ind AS Financial Statements, which describes the purpose and basis of preparation. The 2021 Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information in relation to the proposed initial public offering of the Company and to comply with the SEBI Communication. As a result, the 2021 Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any another purpose. The 2021 Special Purpose Consolidated Ind AS Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing.

Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent. Our opinion is not modified in respect of this matter."

Fiscal 2020:

"*We draw attention to Note 1.2 to the 2020 Special Purpose Consolidated Ind AS Financial Statements, which describes the purpose and basis of preparation. The 2020 Special Purpose Consolidated Ind AS Financial Statements have been prepared by the Company solely for the purpose of preparation of the restated consolidated financial information in relation to the proposed initial public offering of the Company and to comply with the SEBI Communication. As a result, the 2020 Special Purpose Consolidated Ind AS Financial Statements may not be suitable for any another purpose and are also not financial statements prepared pursuant to any requirements under section 129 of the Act. The 2020 Special Purpose Consolidated Ind AS Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing.*

Our report is intended solely for the purpose of preparation of the restated consolidated financial information and to comply with SEBI Communication and is not to be used, referred to or distributed for any other purpose without our prior written consent. Our opinion is not modified in respect of this matter."

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have exposure to the following risks arising from financial instruments: credit risk; liquidity risk and market risk. Our Board of Directors has overall responsibility for the establishment and oversight of our risk management framework.

Our risk management policies are established to identify and analyse the risks faced by us, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities.

Credit Risk

Credit risk is the risk of financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from our receivables from customers.

Credit risk is minimized through a conservative credit policy by our Company. Credit insurance is also taken to mitigate the credit risk. We sell to both small retailers and large format retailers, giving them a credit period of 30 to 60 days. We mitigate credit risk by strict receivable management procedures and policies. We have a dedicated independent team to review credit and monitor collection of receivables on a pan India basis. As per the policy of the respective companies in the group, interest on delayed payments is charged from customer at an average interest rate of 12% to 15% per annum.

Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. We have built an appropriate liquidity risk management framework for its short, medium and long term funding and liquidity requirements. We manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and financial liabilities.

Market Risk

Foreign Exchange Risk

We enter into transactions denominated in foreign currencies. In order to mitigate risks arising on account of foreign currency fluctuations, we have set certain policies with respect to foreign exchange risk management. We have, to an extent, used foreign currency forward contracts to hedge risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable forecast transactions. Most of our transactions are in Indian Rupees and transactions in foreign currencies are evaluated from the perspective of hedging by a forward cover.

Interest Risk

Interest rate risk is the risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market interest rates. The respective companies in the group funds at fixed interest rates. The exposure to changes in interest rates relates primarily to the outstanding floating rate debt. While most of the outstanding debt in local currency is on fixed rate basis and hence not subject to interest rate risk.

Capital Risk

We manage our capital to ensure that our Company will be able to continue as a going concern while maximizing the return to shareholder through the optimisation of the debt and equity balance. Our capital structure consists of debt, represents the borrowings net of cash and bank balances and total equity comprising issued share capital and other equity attributable to the shareholders.

CAPITAL EXPENDITURES

Our payment towards purchase of property, plant and equipment was ₹ 10.28 million, ₹ 24.24 million, ₹ 147.93 million and ₹ 16.09 million in Fiscal 2020, 2021, 2022 and the six months ended September 30, 2022, respectively. The following table sets forth our property, plant and equipment for the periods indicated:

Particulars	**Fiscal 2020**	**Fiscal 2021**	**Fiscal 2022**	**Six months ended September 30, 2022**
	(₹ million)			
Purchase of property, plant and equipment	10.28	24.24	147.93	16.09
Total	**10.28**	**24.24**	**147.93**	16.09

For further information, see "*Restated Consolidated Financial Information*" on page 290.

SIGNIFICANT ECONOMIC CHANGES

To the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations.

UNUSUAL OR INFREQUENT EVENTS OF TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no "unusual" or "infrequent" events or transactions that have in the past or may in the future affect our business operations or future financial performance.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been affected and we expect will continue to be affected by the trends identified above in "- *Significant Factors Affecting Our Financial Condition and Results of Operations*" and the uncertainties described in "*Risk Factors*" beginning on page 377 and 35. To our knowledge, except as described or anticipated in this Draft Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 36, 212 and 371, respectively, there are no known factors that might affect the future relationship between costs and revenues.

See "*Risk Factor – The current and continuing impact of the COVID-19 pandemic on our business and operations, including its impact on the ability or desire of consumers to purchase products that we distribute, may have an adverse effect on our business, results of operations, financial condition and cash flows*" for risks of the COVID-19 outbreak on our operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments other than in the normal course of business.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See "*Our Business*", "*Industry Overview*" and "*Risk Factors*" on pages 215, 160 and 35, respectively, for further information on competitive conditions that we face.

EXTENT TO WHICH MATERIAL INCREASES IN NET SALES OR REVENUE ARE DUE TO INCREASED SALES VOLUME, INTRODUCTION OF NEW PRODUCTS OR SERVICES OR INCREASED SALES PRICES

Changes in revenue in the last three Fiscals are as described in "*– Fiscal 2022 compared to Fiscal 2021*", "*– Fiscal 2021 compared to Fiscal 2020*" above on pages 400 and 401, respectively.

SEGMENT REPORTING

Our Company operates in a single operating segment namely, computer systems, software and peripherals, mobiles, cloud services. Since we operate in a single operating segment, separate segment reporting has not been made under Ind-AS 108. Further, our major operations comprise a single geographical segment, India

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CUSTOMERS

Other than as disclosed in "*Risk Factors - We are dependent on various vendors, who are global technology brands, for the products we distribute. Any delay or failure on part of such global technology brands to supply products may materially and adversely affect our business, profitability and reputation*" on page 35, we are not dependent on a single or few customers.

SEASONALITY/ CYCLICALITY OF BUSINESS

We have historically experienced seasonal fluctuation in our sales, with higher sales volumes associated with the festive period in the third quarter of each Fiscal, owing to the culture of buying large value assets around festive seasons. For further information, see "*Risk Factors – Our business is subject to seasonal and cyclical volatility due to which there may be fluctuation in the sales of products which could lead to higher closing inventory position, which may adversely affect our business.*" on page 64.

SIGNIFICANT DEVELOPMENTS AFTER SEPTEMBR 30, 2022 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

No circumstances have arisen since the date of the Restated Consolidated Financial Information as disclosed in this Draft Red Herring Prospectus which materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at September 30, 2022, on the basis of amounts derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Risk Factors*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", beginning on pages 35, 290 and 375, respectively.

(₹ in million)

Particulars		Pre-Offer (as at September 30, 2022)	Post Offer
Debt			
Non-current Liabilities - Borrowings	A	404.95	[●]
Current Liabilities - Borrowings	B	9,607.76	[●]
Total Borrowings	**C = A + B**	10,012.71	[●]
Equity share capital	D	208.92	[●]
Other equity	E	6,269.69	[●]
Non-Controlling interest	F	(7.72)	[●]
Total Equity	**G = D + E + F**	6,470.89	[●]
Debt / Equity Ratio	**H = C / G**	1.55	[●]
Non-current Liabilities - Borrowings / Total Equity	**I = A / G**	0.06	[●]
Current Liabilities - Borrowings / Total Equity	**J = B / G**	1.48	[●]

Notes:

i. *The corresponding post Offer capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.*

ii. *The above statement does not include lease liability as per Ind AS 116 disclosed under the Restated Consolidated Financial Information.*

FINANCIAL INDEBTEDNESS

Our Company has entered into financing arrangements in the ordinary courses of its business with various banks, including borrowings in the form of term loans and other working capital facilities to meet working capital requirements.

Additionally, our Company and its subsidiary has availed certain unsecured borrowings from the promoters, directors and other related parties. The aggregate outstanding amount as on September 30, 2022 is ₹ 195.84 million, see "*Our Management- Interest of our Directors*" on page 61, "*Our Promoters and Promoter Group-Interests of Promoters*" on page 282, and "*Financial Information - Restated Consolidated Financial Information - Notes to Restated Consolidated Financial Information – Note 44*" on page 357.

As on September 30, 2022, we had outstanding financial indebtedness of ₹ 12,756.35 million on a consolidated basis. This is excluding the facilities extended by the Company to its subsidiaries. The details of such borrowings are set forth below:

(in ₹ million, unless otherwise specified)

Category of borrowing	**Sanctioned amount as on September 30, 2022 (in ₹ million)**	**Outstanding amount as on September 30, 2022 (in ₹ million)**
Secured		
Term loan: (A)	621.97	555.28*
Working capital loan: (B)	14,405.00	9,261.59*
Fund based working capital loan: C=(A+B)	15,026.97	9,816.87
Non- fund based working capital loan**: (D)	830.00	2,743.64***
Unsecured		
Loan from Related Parties – Directors: (E)	N.A.	142.71
Loan from Related Parties- Other than covered in (E) above: (F)	N.A.	53.13
Loan from others: (G)	N.A.	0.00
Total (C+D+E+F+G)	15,856.97	12,756.35

As certified by Pipara & Co LLP, Chartered Accountants, by way of their certificate dated January 18, 2023.
**Amounts are as per the balances appearing in the Restated Consolidated Financial Information as on September 30, 2022.*
***The Company has used the inter-changeability limit of fund based to non-fund based as per the terms of sanction.*
****The amount of non-fund based liabilities are included as a part of contingent liabilities hence the balance taken here is as per the disclosure on contingent liabilities appearing in the Restated Consolidated Financial Information as on September 30, 2022.*

Principal terms of borrowings availed by our Company

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company.

(a) ***Tenor and Interest rate:*** The tenor of the facilities availed by our Company ranges from 3 months to 5 years. In terms of the facilities availed by our Company, the interest rate typically comprises a base rate plus applicable margin of the specified lender, ranging from 7.20% to 10.40% p.a.

(b) ***Security:*** In terms of their borrowings where security needs to be created, our Company has provided securities including (i) create a first *pari passu* charge including by way of hypothecation on all current assets, both present and future; (ii) procure and deliver to the lender, personal guarantees of promoters and/ or bank guarantees; and (iii) creation of mortgage on our immovable property;

(c) ***Repayment:*** Except for the loan taken by ZTPL from one of its directors Mr. Munesh Singh Jadoun, the unsecured borrowings availed by our Company and ZTPL are payable on demand.

(d) ***Prepayment:*** Our Company has the option to pre-pay our lenders, in part or in full, subject in some cases to a notice of pre-payment to the lender. Such prepayment may also be subject to the payment of a pre-payment fee.

(e) ***Restrictive covenants*:** Our Company, under the borrowing arrangements entered into by them respectively, require the relevant lender's prior written consent and/or are required to intimate the relevant lender, as applicable, for carrying out certain actions, including:

(i) undertaking or permitting any merger, de-merger, consolidation, reorganization, scheme of arrangement or compromise with its creditors or shareholders or any class of them or effecting any scheme of amalgamation or reconstruction including creation of any subsidiary or permitting any company to become its subsidiary;

(ii) making any investment whether by way of deposits, loans or investments in share capital or otherwise, in any concern;

(iii) effecting any change in the capital structure in any manner whatsoever;

(iv) undertaking any new business or operations or project or diversification, modernization or substantial expansion of existing businesses or operations or of any project during the currency of the facilities;

(v) any change in the directors, beneficial owners, management or managerial remuneration of the borrower;

(vi) any change in ownership/ control of the borrower

(vii) making any investment (excluding fixed deposits, mutual funds or similar nature investments) beyond a stipulated limit in a particular financial year;

(viii) entering into any management contract or similar arrangement whereby its business or operations are managed by any other person;

(ix) amending provisions of major constitutive documents or change in constitution;

(x) any acquisition or investment in a company by our Subsidiaries or our Company, except where such acquisition or investment is made in the ordinary course of trading;

(xi) dilution in the shareholding of promoters in our Company;

(xii) availing any further loan or facility and/ or undertaking any guarantee obligations on behalf of any third party.

The abovementioned list is indicative and there may be additional restrictive covenants and conditions where our Company may be required to take prior written consent or intimate the respective lender under the various borrowing arrangements entered into by them.

(f) ***Events of Default*:** Borrowing arrangements entered into by our Company contains standard events of default, including but not limited to:

(i) failure and inability to pay amounts on the due date;

(ii) violation of any covenant of the relevant agreement or any other borrowing agreement;

(iii) any material adverse effect which would have an effect on our ability to repay the facilities availed;

(iv) cross default with other debt facilities at the group level;

(v) any representation or warranty found to be untrue or misleading when made or deemed to be repeated;

(vi) revocation, non-renewal of operating licenses and authorizations applicable to the borrower;

(vii) insolvency, reorganization, liquidation, suspension of payment of debts, winding up, illegality, unlawfulness, repudiation or cessation of business of the borrower;

(viii) if in the opinion of the lender, the security provided by the borrower is in jeopardy or ceases to have effect or is inadequate or insufficient or any document pertaining to it executed or furnished by the borrower becomes illegal, invalid or unenforceable;

(ix) compulsory acquisition, nationalization or expropriation of a substantial part of the assets of the business;

(x) any change in control of the borrower, either directly or indirectly.

The abovementioned list is indicative and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by our Company.

(g) ***Consequences of Events of Default*:** Upon the occurrence of an event of default under our borrowing arrangements, our lenders are entitled to, among other things:

(i) declare outstanding amounts immediately due and payable

(ii) withdraw or cancel the sanctioned facilities;

(iii) enforce their security created if any, to be enforceable;

(iv) appointment of a nominee director on the board of the borrower; and

(v) exercise of any other rights of the lender, under applicable law.

The abovementioned list is indicative and there may be additional consequences on the occurrence of an event of default under the various borrowing arrangements entered into by our Subsidiaries.

For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing powers of our Board of Directors*" on page 258.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (i) criminal proceedings involving our Company, Subsidiaries, Promoters and Directors; (ii) actions taken by regulatory or statutory authorities involving our Company, Subsidiaries, Promoters and Directors; (iii) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Fiscals, including outstanding action involving our Company, Subsidiaries, Promoters and Directors; (iv) outstanding claims related to direct and indirect taxes involving our Company, Subsidiaries, Promoters and Directors (disclosed in a consolidated manner); and (v) other legal proceedings which are determined to be material as per the Materiality Policy adopted by our Board, in each case which may have a material impact on our Company.

*For the purpose of (v) above, our Board in its meeting held on December 21, 2022 has considered and adopted a materiality policy for identification of material litigation involving our Company, Subsidiaries, Promoter and Directors, in accordance with the SEBI ICDR Regulations ("**Materiality Policy**").*

In terms of the Materiality Policy, all pending litigation involving our Company, Subsidiaries, Promoters and Directors, other than criminal proceedings, actions by regulatory authorities or statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five Fiscals including outstanding action, will be considered 'material' for disclosure in this Draft Red Herring Prospectus if:

a) *if the aggregate monetary amount of claim by or against our Company, Subsidiaries, Promoters and Directors in any such pending proceeding is individually in excess of 1% of the consolidated profit after tax of our Company as per the latest financial year in the Restated Consolidated Financial Information.*

   *As per our Restated Consolidated Financial Information, 1% of the consolidated profit after tax of our Company for the year ended March 31, 2022, was ₹ 18.25 million (the "**Materiality Amount**"); or*

b) *pending litigations where the decision in one case is likely to effect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold;*

c) *such pending litigation the outcome of which is material from the perspective of the Company's business, operations, financial results, prospects or reputation, irrespective that the amount involved in such litigation may not meet the Materiality Threshold or that the monetary liability of such litigation is not quantifiable.*

In terms of the Materiality Policy, pre-litigation notices (other than those issued by governmental, statutory, tax or regulatory authorities) received by our Company, Subsidiaries, Promoters and Directors shall not be considered as litigation until such time that any of them, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

For details of pending litigation involving our Group Companies which may have a material impact on our Company, please see "Our Group Companies" beginning on page 286.

*Further, except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board in its meeting held on December 21, 2022, has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of this materiality policy, outstanding dues to any creditor of our Company having monetary value equal to, or exceeding 5% of the total consolidated outstanding dues (i.e., trade payables) of our Company as on the last date of the latest period covered in the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus, shall be considered as 'material'. Accordingly, for the purpose of this disclosure, any outstanding dues exceeding ₹ 842.36 million as on September 30, 2022 have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006.*

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. All terms defined in a particular litigation disclosure pertain to such specific disclosure only.

I. Litigation involving our Company

A. Outstanding criminal proceedings involving our Company

Criminal proceedings initiated against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations initiated against our Company.

Criminal proceedings initiated by our Company

a) Our Company filed a complaint with the Andheri East police station, Mumbai on October 15, 2018 and November 20, 2018 alleging a case of fraud against Vineet Ramesh Gupta and SRC Express Cargo Private Limited ("**SRC**"), Narayan Ramvilas Nigam and Rajesh Ramvilas Nigam ("**SRC Representatives**") and requesting the authorities to take cognizance of the alleged fraud. SRC was one of the transporters engaged by the Company for transportation of computer accessories. Vineet Ramesh Gupta, an ex-employee of our Company in collusion with SRC, prepared bogus bills for payment which were then cleared by him in his capacity as the accounts executive of our Company. Our Company then filed a complaint with the Joint Commissioner of Police, Economic Offences Wing, Mumbai ("**EOW**") on November 1, 2018 alleging criminal breach of trust, cheating and forgery under sections 406, 420 and 467 of the Indian Penal Code, 1860 ("**IPC**"), among others, pursuant to which, the EOW registered a first information report dated December 5, 2018 against Vineet Ramesh Gupta, SRC and SRC Representatives and arrested Vineet Ramesh Gupta and SRC Representatives. Subsequently, Vineet Ramesh Gupta filed a bail application before the Additional Chief Metropolitan Magistrate and was granted bail though an order dated May 17, 2019. Our Company filed an application under Section 439(2) of Code of Criminal Procedure, 1973 seeking cancellation of bail granted to Vineet Ramesh Gupta, which was rejected by the High Court of Bombay through its order dated April 8, 2021. The chargesheet has been filed and the matter is currently pending.

b) Our Company filed a complaint with the Joint Commissioner of Police, Economic Offences Wing, Mumbai ("**EOW**") on January 31, 2019 under Sections 406, 420, 467 and 468 of the Indian Penal Code, 1860 ("**IPC**") alleging that Vineet Ramesh Gupta, an ex-employee of our Company in collusion with M/s EXL India and M/s DNX Cargo India Private Limited ("**Defendants**") prepared bogus bills for payment which were then cleared by him in his capacity as the accounts executive of our Company. Subsequently, our Company also filed a first information report with the Andheri police station, Mumbai on August 3, 2019 against the Defendants for criminal breach of trust and cheating. However, on January 4, 2022, a Memorandum of Understanding ("**MOU**") was entered between our Company and M/s EXL India for payment of ₹22.50 million upfront to our Company in order to settle the matter. The chargesheet has been filed and the matter is currently pending.

c) Our Company filed a first information report on December 6, 2021 in the Waliv police station, Maharashtra under Sections 380 and 457 of the Indian Penal Code, 1860 alleging theft and trespass. The employees of our Company stationed at our warehouse found the shutter of the warehouse and locks of two rooms inside the warehouse broken into and goods stolen. The matter is currently pending.

d) Our Company filed a first information report on August 23, 2021, in the Waliv police station, Maharashtra, under section 379 of the Indian Penal Code, 1860, alleging theft. One of our trucks, filled with goods including laptops and other spare parts, was parked in the compound of our warehouse. However, when our employees opened the truck the next morning to unload the goods, few laptops worth ₹0.22 million were found to be stolen. The matter is currently pending.

e) Our Company has filed 76 cases pending before various judicial forums for alleged violation of section 138 of Negotiable Instruments Act, 1881, for recovery of amounts due for which cheques issued in favour of our Company have been dishonoured. The total monetary value involved in these matters is ₹ 230.75 million*.

**To the extent quantifiable*

B. Action by statutory or regulatory authorities against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by statutory or regulatory authorities against our Company.

C. Other material pending litigation involving our Company

Other material pending litigation initiated against our Company

M/s Air Wave International Private Limited ("**Plaintiff**") filed a suit before the Civil Judge (SD) GB Nagar in 2016 against our Company. The plaintiff submitted that our Company was in commercial relations with them for supply of mobile phones and other goods and that our Company submitted invoices along with other documents to the plaintiff for the transactions. It was alleged that our Company raised a demand of ₹20.01 million for the supply of goods. However, at the same time as per the mutual commercial contract and as per the trade practice, the Plaintiff was entitled to receive target bonus, quantity discount, special price support and price protection from our Company which was not paid by us. The Plaintiff prayed *inter alia* for a declaration to be made to the effect that our Company is not entitled to recover a sum of ₹20.01 million from the Plaintiff and that our Company be directed by way of mandatory injunction to furnish the invoices and bills affirming the details of the goods supplied. The matter is currently pending.

Other material pending litigation initiated by our Company

a. Our Company filed an application for initiation of corporate insolvency resolution process ("**CIRP**") before the principal bench, National Company Law Tribunal, in New Delhi, against Generation NXT Compmart Private Limited ("**Debtor**"), on July 7, 2022, under section 9 of the Insolvency and Bankruptcy Code, 2016. The present application has been filed due to the Debtor defaulting on dues amounting to ₹22.72 million being invoices raised against sale of computers, peripherals and other IT products. The application is currently pending.

b. Our Company filed an appeal under section 61 of the Insolvency and Bankruptcy Code, 2016 before the National Company Law Appellate Tribunal, New Delhi ("**NCLAT**") on August 30, 2022 against the order passed by National Company Law Tribunal, Kolkata ("**NCLT**") dated August 1, 2022 ("**Order**"). Our Company had filed an application before NCLT under Section 9 of the Insolvency and Bankruptcy Act, 2016 ("**IBC**") against Savera Digital India Private Limited ("**Debtor**") due to the Debtor defaulting on dues amounting to ₹31.35 million, being invoices raised against sale of laptops, computers, peripherals and other IT products. The matter was dismissed by NCLT through its Order, stating that our Company is a financial creditor instead of an operational creditor and that the claim is barred by Section 10A of IBC. Our Company has submitted in the appeal that NCLT erred in holding that the application under Section 9 is hit by Section 10A of the IBC and that our Company is a financial creditor. The matter is currently pending.

c. Our Company filed a civil suit before the High Court of Bombay at Mumbai against SRC Express Cargo Pvt Ltd ("**SRC**"), Narayan Ramvilas Nigam and Rajesh Ramvilas Nigam ("**SRC Representatives**") on December 1, 2021. SRC was one of the transporters engaged by the Company for transportation of computer accessories. It is alleged that Vineet Ramesh Gupta, an employee of our Company in collusion with SRC, prepared bogus bills for payment which were then cleared by him in his capacity as the accounts executive of our Company. For details regarding the criminal case filed against SRC and SRC Representatives, see *"Criminal proceedings initiated by our Company"* on page 415. Further, a Memorandum of Understanding ("**MOU**") was entered between our Company and the SRC Representatives on May 3, 2019 whereby the SRC Representatives agreed to pay a sum of ₹50.28 million in instalments. It was submitted that the SRC Representatives have committed a breach of the MOU alleging that the same was obtained from them under coercion. Our Company prayed *inter alia* that SRC Representatives be jointly and severally be ordered to pay ₹ 137.88 million along with interest thereon @18% per annum or ordered by a mandatory order and injunction to mortgage and/or create charge in respect of the properties specified in the MOU. The matter is currently pending.

D. Regulatory notices received by our Company

a. Our Company through Mr. Keshav Krishna Kumar Choudhary received a notice from the Director General, Competition Commission of India ("**CCI**") dated September 15, 2022 under sections 41(2) read with section 36(2) of the Competition Act, 2002 ("**Act**") undertaking an investigation in the matter of abuse of dominance for boxed microprocessors for desktop PCs in the territory of India and market for laptops in the territory of India in contravention of Section 4 of the Act. To this end, our Company was asked to furnish information pertaining to the profile of our Company, copies of certain executed agreements and details of warranty claims. Our Company has submitted the requisite information with CCI through a letter dated September 19, 2022. As on date of this Draft Red Herring Prospectus, our Company has not received any subsequent correspondence from the CCI.

b. Our Company received a notice from the Director General, Competition Commission of India ("**CCI**") dated August 12, 2020 under sections 41(2) read with section 36(2) of the Competition Act, 2002 ("**Act**") undertaking an investigation and sought information from our Company in the capacity of a third party only. To this end, our Company was asked to furnish information regarding design and manufacturing activities undertaken by our Company, nature of our agreements and our relationship with a certain party. Our Company submitted the requisite information with CCI through a letter dated August 24, 2020. As on date of this Draft Red Herring Prospectus, our Company has not received any subsequent correspondence from the CCI regarding this matter.

II. Litigation involving our Directors

A. Outstanding criminal proceedings involving our Directors

Criminal proceedings initiated against our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Directors.

Criminal proceedings initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Directors.

B. Pending action by statutory or regulatory authorities against our Directors

For details of such pending action against Krishna Kumar Choudhary and Keshav Krishna Kumar Choudhary, see "*Pending action by statutory or regulatory authorities against our Promoters*" on page 418.

C. Other material pending litigation involving our Directors

Other material pending litigation initiated against our Directors

As on the date of this Draft Red Herring Prospectus, there are no other material pending litigations initiated against our Directors.

Other material pending litigation initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no other material pending litigations initiated by our Directors.

III. Litigation involving our Promoters

A. Outstanding criminal proceedings involving our Promoters

Criminal proceedings against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Promoters.

Criminal proceedings initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoters.

B. Pending action by statutory or regulatory authorities against our Promoters

a) A show cause notice dated December 29, 2021 ("**SCN**") was issued by SEBI to Krishna Kumar Choudhary ("**Noticee**") for dealing in illiquid stock options at BSE Limited (**"BSE"**). The SCN alleged that by indulging in execution of non-genuine trades in stock options with the same entities on the same day at a substantial price difference, the Noticee created a misleading appearance of trading in stock options in violation of Regulations 3(a),(b),(c),(d) and 4(1), 4(2)(a) of SEBI (Prohibition of Fraudulent and Unfair Trading Practices related to Securities Markets) Regulations, 2003 (**"PFUTP Regulations"**). The Noticee filed a reply dated January 27, 2022 requesting for the adjudication proceedings to be dropped against him on the grounds that the trades were executed on the floor of BSE with due compliance with the rules and regulations of BSE, that no warning/observations were issued in relation to the trades and that there was no connection with the counter-party. It was also submitted that the show cause notice did not make any specific allegations against him in relation to the alleged reversal. Subsequently, another show cause notice dated August 8, 2022 ("**SCN2**") was received by the Noticee. SCN2 provided an opportunity to settle the proceeding by availing the SEBI Settlement Scheme, 2022 in the matter of illiquid stock options, which was accepted by the Noticee. The settlement amount was paid by the Noticee on August 29, 2022. The final confirmatory order in this connection is awaited.

b) A show cause notice dated February 11, 2022 ("**SCN**") was issued by SEBI to Keshav Krishna Kumar Choudhary ("**Noticee**") for dealing in illiquid stock options at BSE Limited (**"BSE"**). The SCN alleged that by indulging in execution of non-genuine reversal of trades in stock options with the same entities on the same day at a substantial price difference, the Noticee created a misleading appearance of trading in stock options in violation of Regulations 3(a),(b),(c),(d) and 4(1), 4(2)(a) of SEBI (Prohibition of Fraudulent and Unfair Trading Practices related to Securities Markets) Regulations, 2003 (**"PFUTP Regulations"**). The Noticee filed a reply dated February 26, 2022 requesting for the adjudication proceedings to be dropped against him on the grounds that the trades were executed on the floor of BSE with due compliance with the rules and regulations of BSE, that no warning/observations were issued in relation to the trades and that there was no connection with the counter-party. It was also submitted that the show cause notice did not make any specific allegations against him in relation to the alleged reversal. Subsequently, another show cause notice dated August 3, 2022 ("**SCN2**") was received by the Noticee. SCN2 provided an opportunity to settle the proceeding by availing the SEBI Settlement Scheme, 2022 in the matter of illiquid stock options, which was accepted by the Noticee. The settlement amount was paid by the Noticee on August 29, 2022. The final confirmatory order in this connection is awaited.

c) A show cause notice dated August 8, 2022 ("**SCN**") was issued by SEBI to Krishna Kumar Choudhary (HUF) ("**Noticee**") for dealing in illiquid stock options at BSE Limited (**"BSE"**). The SCN alleged that Noticee by indulging in execution of non-genuine reversal of trades in stock options created a false and misleading appearance of trading in securities market and thereby violated the provisions of Regulation 3(a), (b), (c), (d), 4(1), 4(2)(a) of SEBI (Prohibition of Fraudulent and Unfair Trading Practices related to Securities Markets) Regulations, 2003 (**"PFUTP Regulations"**). However, the Noticee availed the SEBI Settlement Scheme, 2022, as available in the SCN and paid the settlement amount on August 29, 2022. The final confirmatory order in this connection is awaited.

C. Material outstanding litigation involving our Promoters

Other material pending litigation against our Promoters

As on the date of this Draft Red Herring Prospectus there are no other material pending litigations initiated against our Promoters.

Other material pending litigation initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no other material pending litigations initiated by our Promoters.

D. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five Financial Years immediately preceding the date of filing of this Draft Red Herring Prospectus

There has been no disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five Fiscals immediately preceding the date of filing of this Draft Red Herring Prospectus. For details of such pending actions against our Promoters, see "*Pending action by statutory or regulatory authorities against our Promoters"* on page 418.

IV. Litigation involving our Subsidiaries

A. Outstanding criminal proceedings involving our Subsidiaries

Criminal proceedings initiated against our Subsidiaries

ZNet Technologies Private Limited ("**ZNet**") received a notice August 29, 2022 from Malad police station, Mumbai under Section 91 and 160 of the Code of Criminal Procedure, 1973 regarding a complaint filed by one Nikunj Harlalka, owner of Sungandhim.com ("**Complainant**") alleging illegal domain transfer from ZNet to Godaddy.com. ZNet submitted a reply through an electronic mail stating that the transfer of domain is an automatic process and that the complainant had received a transfer request on July 5, 2022 and hence, the transfer was already within his knowledge. The matter is currently pending.

Criminal proceedings initiated by our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Subsidiaries.

B. Outstanding material civil proceedings involving our Subsidiaries

Other material pending litigation initiated against our Subsidiaries

Except as disclosed below, there are no other material pending litigations against our Subsidiaries:

PB Fintech Limited ("**Plaintiff**") filed an application before the High Court of Delhi on February 16, 2022 ("**Plaint**") under Order 39, Rules 1 and 2 of the Code of Civil Procedure, 1908 seeking interim injunction against ZNet Technologies Private Limited ("**ZNet**") and certain other defendants. The application stated that the Plaintiff has discovered certain third-party websites hosted on identical/deceptively similar domain which violate Plaintiff's rights under the well-known trademark such as 'Policybazaar' and 'Paisabazaar'. Plaintiff had earlier received an ad-interim ex-parte injunction from the High Court of Delhi through an order dated November 11, 2020 ("**Order**") against certain other defendants from using the said trademarks including the domain names. The Plaintiff requested for the order to be extended to ZNet along with some other defendants as well. Averments made against ZNet in the Plaint were that by offering domain names deceptively similar to plaintiff's well known trademarks, ZNet was facilitating fraudulent conduct and enabling the infringement and passing off of the Plaintiff's services. ZNet submitted its written statement on August 20, 2022 stating that ZNet is only the domain seller and that anyone can approach a domain reseller company online by purchasing their dedicated plans without disclosing any information regarding the business or intellectual property infringement. The matter is currently pending.

Other material pending litigation initiated by our Subsidiaries

There are no other material pending litigations initiated by our Subsidiaries.

C. Pending action by statutory or regulatory authorities against our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against our Subsidiaries.

V. Tax claims against our Company, Subsidiaries, Promoters and Directors

Except as disclosed below, there are no claims related to direct and indirect taxes, involving our Company, Subsidiaries, Directors and Promoters:

Nature of case	Number of cases	Amount involved (in INR million)
Company		
Direct tax	3	15.77
Indirect tax	67^	1,761.08
Subsidiaries		
Direct tax	0	0
Indirect tax	0	0
Directors		
Direct tax	2	1.33
Indirect tax	0	0
Promoters		
Direct tax	3[$]	1.36
Indirect tax	0	0

Note: The number of tax litigations where amount involved is more than 1% of the restated Profit after tax for the year ended March 31, 2022, (From the Restated Consolidated Financial Information), i.e., ₹18.25 million, are 12 Indirect tax cases.

^The Company has received two notices intimating certain discrepancies in the returns filed and seeking certain clarifications in this regard. As the financial impact of notices intimating discrepancies are not ascertainable, these two notices have not been included here.

[$]This includes the number of cases and amount involved for cases against promoters who are also the directors of the Company.

For the purpose of this Offer, we have also disclosed matters relating to direct and indirect taxes involving our Company and Subsidiaries wherein the amount involved exceeds the Materiality Amount specified above:

Material Tax Matters

a) The Office of the Commissioner of Service Tax – II, Mumbai, the Office of the Assistant Commissioner of Division – XI, Service Tax – VI, Mumbai, and the Office of the Joint Commissioner Service Tax, Mumbai - VI (collectively referred to as the "**Commissionerate**") issued show cause and demand notices dated May 19, 2014, May 22, 2014, April 17, 2015, April 21, 2016, and November 21, 2016, ("**Notices**") to our Company alleging that there was an undervaluation of taxable service provided by our Company with respect to repair works being provided for certain products as per our agreement with M/s ASUS Technology Private Limited ("**ASUS**"), to which we sent our replies dated June 10, 2014, June 12, 2014, May 25, 2015, May 16, 2016, and January 3, 2017, respectively ("**Replies**"). The agreement required us to provide repair services for equipment to customers on behalf of ASUS during the warranty period for which we were entitled to receive service charges from ASUS. On January 1, 2014, the agreement was amended to provide that the materials used for providing the service shall be delivered free of cost by ASUS and thus the cost of such materials was not included while computation of service tax, which was computed by our Company on the basis of billings made to Asus for recovering charges on account of providing services to their customers. The Commissionerate alleged via the Notices that the value of materials consumed in providing the repair service was not included in the service charges recovered by our Company from ASUS and hence there was an undervaluation of taxable services resulting in a short payment of service tax amounting to ₹20.66 million on a cumulative basis.

   Our Company submitted that service tax has been determined and paid properly and requested for the demand to be set aside. The Additional Commissioner of Service Tax vide order dated February

28, 2017, confirmed the demand raised in the Notices. Our Company filed an appeal dated May 18, 2017 to the Commissioner of Service Tax (Appeals-II), Mumbai, which was allowed vide order-in-appeal dated March 9, 2018. The committee of commissioners reviewed the said order-in-appeal vide review order dated June 27, 2018, and concluded that the order-in-appeal is not proper and legal, on the basis of which the Assistant Commissioner of CGST and CX, Mumbai (East) has filed an appeal against the order-in-appeal before the Customs Excise and Service Tax Appellate Tribunal ("**CESTAT**"). Our Company has filed cross objections against the appeal filed. The matter is currently pending.

b) The Commissioner of Service Tax – VI, Mumbai, issued show cause and demand notices dated October 11, 2012, December 23, 2013, April 17, 2015, and March 28, 2016, ("**Notices**") alleging underpayment of service tax amounting to ₹68.00 million stating that certain discounts offered by M/s Hewlett Packard to our Company as per the agreement dated February 4, 2005, are in the nature of commission and not discounts. The Commissioner of Service Tax – VI, Mumbai, has confirmed the demand raised in the Notices, vide order dated September 29, 2016. Our Company has filed an appeal dated December 28, 2016, before the Customs, Excise and Service Tax Appellate Tribunal, against the order of the Commissioner of Service Tax – VI, Mumbai. The matter is currently pending.

c) The Directorate of Revenue Intelligence ("**DRI**") issued a show cause notice dated April 26, 2019 ("**Notice**"), regarding the classification of the Google Chromecast, one of the products sold by our Company ("**Chromecast**"), under the Customs Tariff Act, 1975. The DRI alleged that Chromecast must be categorized under Tariff Item 85287100 which attracts different basic customs duty, as opposed to the classification made by our Company under Tariff Item 85176290, the total differential amount and penalty amounting to ₹ 56.50 million.

The duty demanded vide the Notice was confirmed by the Additional Director General (Adjudication), Mumbai, by order dated May 11, 2020, ("**Original Order**") however the penalty was partially set aside. Our Company filed an appeal against the Original Order with the Customs Excise and Service Tax Appellate Tribunal. The matter is currently pending.

d) Our Company received a demand cum show-cause notice dated October 18, 2022 ("**Notice**") from the Office of the Commissioner of Customs (Import), Mumbai ("**Commissioner – Customs**") regarding the classification of solid state drives, one of the products sold by us. The Commissioner – Customs alleged that under the Customs Tariff Act, 1975, solid state drives must be classified under customs tariff heading 85235100, which attracts different basic customs duty along with applicable IGST along with other duties, as opposed to the classification made by our Company under heading 84717090, with the short payment of duty amounting to ₹484.88 million. Our Company has responded by way of a reply dated November 28, 2022, requesting for an extension to reply to the Notice. The matter is currently pending.

e) Our Company received an intimation of tax ascertained as being payable, as per Form GST DRC-01A from the Assistant Commissioner of State Tax, Mumbai, on March 15, 2022, alleging that with reference to the tax period July 1, 2017 to March 31, 2018, input tax credit unmatch / mismatch, input tax credit reversal on transactions in our books and tax on goods given free as per repair and maintenance agreements with other parties amounting to a total of ₹54.80 million, has not been ascertained properly. Our Company has responded to the intimation by way of reply dated April 18, 2022, disputing the entire amount of tax ascertained as being payable. The matter is currently pending.

f) Our Company received an intimation of tax ascertained as being payable, as per Form GST DRC-01A from the Assistant Commissioner of State Tax, Mumbai, on March 15, 2022, alleging that with reference to the tax period April 1, 2018 to March 31, 2019, input tax credit unmatch / mismatch, and tax on goods given free as per repair and maintenance agreements with other parties amounting to a total of ₹37.35 million has not been ascertained properly. Our Company has responded to the intimation by way of reply dated April 18, 2022, disputing the entire amount of tax ascertained as being payable. The matter is currently pending.

g) Our Company received an intimation of tax ascertained as being payable, as per Form GST DRC-01A from the Assistant Commissioner of State Tax, Mumbai, on March 15, 2022, alleging that with reference to the tax period April 1, 2019 to March 31, 2020, input tax credit unmatch / mismatch, input tax credit reversal on transactions in our books and tax on goods given free as per repair and maintenance agreements with other parties amounting to a total of ₹39.44 million has not been ascertained properly. Our Company has responded to the intimation by way of reply dated April 18, 2022, disputing the entire amount of tax ascertained as being payable. The matter is currently pending.

h) Our Company received an intimation of tax ascertained as being payable, as per Form GST DRC-01A from the Assistant Commissioner of State Tax, Mumbai, on March 15, 2022, alleging that with reference to the tax period April 1, 2020 to March 31, 2021, input tax credit unmatch / mismatch, input tax credit reversal on transactions in our books and tax on goods given free as per repair and maintenance agreements with other parties amounting to a total of ₹53.07 million, has not been ascertained properly. Our Company has responded to the intimation by way of reply dated April 18, 2022, disputing the entire amount of tax ascertained as being payable. The matter is currently pending.

i) Our Company received an intimation of tax ascertained as being payable, as per Form GST DRC-01A from the Office of the Deputy Commissioner of State Tax, Mumbai, on October 20, 2022, alleging that with reference to the financial year 2018-19, there was a mismatch in input tax credit along with an excess claim for the same, amounting to a total of ₹428.48 million, including penalty and interest. Our Company has responded to the intimation by way of reply dated November 3, 2022, disputing the entire amount of tax ascertained as being payable. The matter is currently pending.

j) Our Company received an intimation of tax ascertained as being payable, as per Form GST DRC-01A from the Office of the Commissioner of Central Tax & Central Excise, Chennai, on November 4, 2022, alleging that with reference to the financial year 2017-18, 2018-19 and 2019-20, there was an excess availment of input tax credit difference in turnover reported and non-payment of GST under the reverse charge mechanism on the royalty paid for import of service, with the amount alleged to be payable aggregating to a of ₹364.26 million, including the penalty and interest. Our Company has responded to the intimation by way of our reply which was received by the Joint Commissioner of State Tax, Central Tax & Central Excise – Audit I, Commissionerate, Chennai on December 7, 2022, disputing the entire amount of tax ascertained as being payable. The matter is currently pending.

k) Our Company received a notice from Commercial Tax Officer, Anti Evasion, Rajasthan, Circle – II, Jaipur, after a survey conducted on our premises on September 24, 2015, regarding differential rate of payment of value added tax for memory cards, one of the products sold by us, for a total claim amounting to ₹24.46 million under form VAT-14. The Commercial Tax Officer confirmed the demand in the Notice, pursuant to order dated December 17, 2015. Our Company appealed the order before the Rajasthan Tax Board, Ajmer ("**Tax Board**"). The appeal was partially upheld by the Tax Board and a stay order dated January 7, 2016, was passed. The Tax Board directed the Appellate Authority – II, CTD, Jaipur ("**Appeals CTD**"), to dispose off the case. The Appeals CTD passed an order January 27, 2016, directing us to pay the disputed amount, against which we have filed an appeal. The matter is currently pending.

l) Our Company received a notice ("**Notice**") from the Commercial Tax Officer, Anti Evasion, Rajasthan, Circle – II, Jaipur ("**Commercial Tax Officer**"), on July 14, 2016, regarding differential rate of payment of value added tax for external hard disks, one of the products sold by us, for a total claim amounting to ₹18.85 million, under form VAT-14. The Commercial Tax Officer confirmed the demand in the Notice by passing an order in this regard. Our Company appealed the order before the Rajasthan Tax Board, Ajmer, which directed the Office of the Appellate Authority – II, Commercial Tax, Jaipur ("**Appellate Authority**"), to dispose off the case on the basis of merits. The Appellate Authority allowed our appeal vide order dated January 10, 2017. The Commercial Tax Officer has appealed against the order passed by the Appellate Authority. The matter is currently pending.

VI. Outstanding dues to creditors

As at September 30, 2022, we had 384 creditors to whom an aggregate outstanding amount of ₹ 16,847.22 million was due. Further, based on available information regarding the status of the creditor as a micro, small or a medium scale enterprise as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as of September 30, 2022, our Company owes an amount of ₹ 0.74 million to micro, small and medium enterprises to 9 such creditors.

As per the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds ₹ 842.36 million, which is 5 % of the total outstanding dues (i.e., trade payables) of our Company as per the date of the last Restated Consolidated Financial Information included in this Draft Red Herring Prospectus, i.e., September 30, 2022, shall be considered as 'material'. As at September 30, 2022, there are two material creditors to whom our Company owes an amount of ₹ 10,264.14 million. The details pertaining to outstanding dues towards our material creditors and their names are available on the website of our Company at https://rptechindia.com/page/investor. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Details of outstanding dues owed to micro, small and medium enterprises, material creditors and other creditors as at September 30, 2022 are set out below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, Small and Medium Enterprises	9	0.74
Material creditors	2	10,264.14
Other creditors	373	6,582.34
Total	**384**	**16,847.22**

VII. Material developments since the last balance sheet date

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation – Significant Developments after September 30, 2022 that may affect our Future Results of Operations*" on page 409, there have been no developments subsequent to September 30, 2022, that we believe are expected to have a material or adverse impact on our business, revenue, trading, our profitability, the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental, statutory, and regulatory authorities of the respective jurisdictions under various rules and regulations. Set out below is an indicative list of licenses, approvals, registrations, and permits obtained by our Company which are considered material and necessary for the purpose of undertaking our business activities, and except as mentioned below, no further material approvals from any statutory or regulatory authority are required to undertake or continue such business activities. Certain material approvals may have expired or may expire in the ordinary course of business from time to time, and our Company has either already made applications to the appropriate authorities for renewal of such material approvals or is in the process of making such renewal applications. Unless otherwise stated, these approvals are valid as on the date of this Draft Red Herring Prospectus. Further, for details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors." on page 47. *For Offer related approvals, see "Other Regulatory and Statutory Disclosures" on page* 427 *and for incorporation details of our Company, see "History and Certain Corporate Matters" on page* 249.

We have also set forth below (i) approvals or renewals applied for but not received for our material branches (ii) approvals expired and renewal yet to be applied for our material branches; and (iii) approvals required however yet to be obtained or applied for our material branches. For details in connection with the applicable regulatory and legal framework within which our Company operates, see "Key Regulations and Policies" on page 244.

In view of the key approvals listed below, our Company can undertake this Offer, current business activities and operations. As on date of this DRHP, our Company does not have any Material Subsidiaries.

I. Material Approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures - Authority for this Offer*" on page 427.

II. Incorporation details of our Company

1. Certificate of incorporation dated March 15, 1989 issued by the RoC to our Company, in its former name, being "Rashi Peripherals Private Limited".

2. Certificate of incorporation dated October 29, 2001 issued by the RoC to our Company consequent upon change of name on conversion from a deemed public company to its former name, being "Rashi Peripherals Private Limited".

3. Fresh certificate of incorporation dated August 4, 2022 issued by the RoC to our Company, consequent upon change of name on conversion to public limited company to 'Rashi Peripherals Limited'.

4. The CIN of our Company is U30007MH1989PLC051039.

For further details of the incorporation regarding our Company, see "*History and Certain Corporate Matters*" on page 249 and "*General Information*" on page 86, respectively.

III. Tax related approvals

1. Permanent Account Number issued by the Income Tax Department, Government of India, under the Income tax Act, 1961

2. Tax deduction account number issued by the Income Tax Department, Government of India, under the Income tax Act, 1961.

3. We have obtained goods and services tax identification numbers under the applicable provisions of the goods and services tax legislations applicable to our Company in the states and union territories where we operate.

4. Importer-Exporter Code issued by Office of the Additional Director General of Foreign Trade, Mumbai under the Foreign Trade (Development and Regulation) Act, 1992.

IV. Material Approvals in Relation to Our Business and Operations

In furtherance of our business operations, our Company is required to obtain various approvals, licenses and registrations. The material registrations and approvals required and obtained by, subject to the location, as well as the nature of services offered by our Company are:

A. Labour/employment related approvals

1. *Registrations under the Employees' State Insurance Act, 1948 ("**ESI Act**"):* All our employees staffed in establishments/ branches covered by the ESI Act are required to be insured and we are required to register our establishments under the ESI Act and maintain prescribed records and registers in addition to filing of forms with the concerned authorities.

2. *Registration under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 ("**EPF Act**"):* The EPF Act is applicable to our Company office/branches and offices of our clients where we have deployed 20 or more of our employees/associates as part of our service. Our Company is thus required to mandatorily get registered where applicable under the EPF Act with the relevant regional provident fund commissioner with jurisdiction.

3. *Registrations under Professional Tax Acts of relevant states*: The Company is required to obtain registration in relation to deduction of professional tax according to the respective professional tax legislations of relevant states. The term of such registrations and renewal requirements as well as processes may differ under the various applicable state legislations and may be subject to periodic renewals, as applicable.

4. *Registrations under Labour Welfare Fund legislations of relevant states*- In states where our units and offices are operational, and where state legislations for labour welfare provide for the constitution of labour welfare funds for the financing of activities to promote welfare of labour in the respective states and for conducting activities and for matters connected therewith, the Company is required to get registered as required. Liability towards labour welfare fund is accounted for on accrual basis and deposited into Labour Welfare Fund of the respective state governments.

B. Business approvals:

1. *Registrations under the Shops and Commercial Establishment legislations of relevant states:* In states where the units and offices of the Company are operational, registrations under the respective shops and establishments acts of those states, wherever enacted and in force, are required, if they fall within the criteria specified by the legislation. The term of such registrations and renewal requirements as well as processes may differ under the various applicable state legislations and may be subject to periodic renewals, as applicable.

2. Fire service license under the applicable provisions of the Tamil Nadu Fire Service Act, 1985 for distribution of electronic goods.

3. License issued under the relevant provisions of the Chennai City Municipal Corporation Act, 1919 for electronic goods retail business.

4. Trade License under the relevant provisions of the Orissa Municipal Corporation Act, 2003 for IT product distributor business.

5. Trade/ Storage License under the relevant provisions of the Delhi Municipal Corporation Act, 1957.

6. Labour License issued by the Labour Department, Government of National Capital Territory of Delhi.

V. Material approvals applied for by our Company but not received, or not applied for:

Except as stated below, we have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to operate our business. Certain approvals may have lapsed in their normal course and our Company has either made applications to the appropriate authorities for renewal of such licenses and/or approvals or is in the process of making such applications. For example, below is the list of approvals which have lapsed in the normal course of time in relation to our material branches:

S. No.	Description	Authority	Date of Application
1.	Registration under the Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019 for our branch situated in Ahmedabad.	Department of Labour, Government of Gujarat	Yet to apply
2.	Registration under Uttar Pradesh Shops and Commercial Establishments Act, 1962 for our branch situated in Lucknow	Inspector, Shop and Commercial Establishment	September 27, 2022
3.	Professional tax registration for our branch situated in Ahmedabad	Professional Tax Department, Amdavad Municipal Corporation	November 23, 2022

VI. Intellectual property related approvals

For details, see "*Our Business – Intellectual property*" on page 242 and for risks associated with our intellectual property, see "*Risk Factors - We may be subject to risks of infringement claims*" on page 63.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Offer

Our Board has authorised the Offer, pursuant to a resolution dated September 23, 2022. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution passed at their extra-ordinary general meeting dated September 23, 2022.This Draft Red Herring Prospectus has been approved by our Board pursuant to its resolution dated January 18, 2023.

Our Company has received in-principle approvals from the BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or other authorities

Our Company, Promoters, members of the Promoter Group, Directors and the persons in control of our Company are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters and members of our Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with securities market

Except for Anandkumar Radhakrishna Ladsariya, who is involved in the capacity of a partner with Anand R Ladsariya Shares and Stock Brokers LLP (formerly Anand R Ladsariya Shares and Stock Brokers Private Limited, registered as a stock broker in the equity segment with the Securities and Exchange Board of India), none of our Directors are associated with the securities market related business.

Further, there are no outstanding actions initiated by SEBI in the last five years preceding the date of this Draft Red Herring Prospectus against our Directors in such capacity.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, as disclosed below.

- Our Company has net tangible assets of at least ₹ 30 million, calculated on a restated consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% of the net tangible assets are held as monetary assets.

- Our Company has an average operating profit of at least ₹ 150 million, calculated on a restated consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years.

- Our Company has a net worth of at least ₹ 10 million in each of the preceding three full years (of 12 months each), calculated on a restated consolidated basis.

- Our Company has not changed its name in the last one year other than for deletion of the word “private” consequent to the conversion from a private limited company to a public limited company.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profit and net worth derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus as at, and for the three immediately preceding Financial Years are disclosed below.

Derived from the Restated Consolidated Financial Information

(*₹ in million*)

Particulars	As at		
	March 31, 2022	March 31, 2021	March 31, 2020
Net tangible assets (a)	5,755.86	3,974.95	2,630.45
operating profits (b)	**2,850.48**	**2,025.27**	**786.75**
Net worth	**5,750.73**	**3,941.89**	**2,627.26**
Monetary assets (c)	**451.94**	**289.47**	**49.69**
Monetary assets, as a % of net tangible assets (c) / (a)	**7.85%**	**7.28%**	**1.89%**

a. *"Net tangible assets" have been computed as: sum of total assets reduced by total liabilities (excluding lease liabilities and deferred tax liabilities (net)) to arrive at net assets. Net assets is reduced by intangible assets, intangible assets under development, right to use asset, goodwill and deferred tax assets (net) to arrive at net tangible assets.*

b. *"Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation each as applicable for the Company on a consolidated and restated basis. Net worth represents equity attributable to owners of the holding company and does not include amounts attributable to non-controlling interests.*

c. *"Monetary assets" represent the sum of cash and cash equivalents, other bank balances, deposits with banks/NBFC (excluding lien) and investments in mutual funds.*

d. *"Operating profit" is defined as profit before finance costs, other income and tax expense.*

We are currently eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulations 6(1) of the SEBI ICDR Regulations. Accordingly, in terms of Regulation 32(1) of the SEBI ICDR Regulations we are required to allocate: (i) not more than 50% of the Offer to QIBs, 5% of which shall be allocated to Mutual Funds exclusively; (ii) not less than 15% of the Offer to Non-Institutional Bidders; and (iii) not less than 35% of the Offer to RIBs, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application monies shall be refunded forthwith in accordance with SEBI ICDR Regulations and other applicable laws. In case of delay, if any, in refund within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to undertake the Offer, in terms of Regulations 5 and 7(1) of the SEBI ICDR Regulations, to the extent applicable.

The details of compliance with Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(a) None of our Company, our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

(c) None of our Company, our Promoters or Directors is a Wilful Defaulter or a Fraudulent Borrower (as defined in the SEBI ICDR Regulations).

(d) None of our Promoters or Directors has been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018).

(e) There are no convertible securities, including any outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN 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 THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING JM FINANCIAL LIMITED AND ICICI SECURITIES LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JANUARY 18, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to the Offer will be complied with at the time of filing the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All applicable legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors and the BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than those confirmed in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our

Company's instance. Anyone placing reliance on any other source of information, including our Company's website https://rptechindia.com would be doing so at his or her or their own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters and our Company.

All information shall be made available by our Company and the BRLMs 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 Bidding centres or elsewhere. Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the BRLMs and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriters 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.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, its Subsidiaries, directors and officers, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, its Subsidiaries, directors and officers, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), systemically important NBFCs registered with RBI or trusts under applicable law and who are authorised under their respective constitutions to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, FVCIs, and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at Mumbai, India only.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India except the United States of America. Any person into whose possession the Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or 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. Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

No person outside India is eligible to bid for Equity Shares in the Offer unless that person has received the

preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made; and (ii) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. For the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act unless made pursuant to Rule 144A or another available exemption from or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws in the United States.

Equity Shares Offered and Sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of this Draft Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented and warranted to and agreed with our Company and the BRLMs that it has received a copy of this Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;

4. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act, or (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act, and (B) in accordance with all applicable laws, including the securities laws of any state of the United States or other applicable jurisdiction. The

purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

6. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any such Equity Shares;

7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8. the purchaser agrees that neither the purchaser, nor any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   "THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE SECURITIES ACT, (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT"

10. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that our Company, the BRLMs and their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All other Equity Shares Offered and Sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by a declaration included in the Bid cum Application Form and its acceptance of the Red Herring Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with our Company and the BRLMs that it has received a copy of the Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares, was located outside the United States at the time (i) the offer of such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated, and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United Sates or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

6. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, it will only do so (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, (B) in accordance with all applicable laws, including the securities laws of any state of the United States or other applicable jurisdiction. The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

7. the purchaser agrees that neither the purchaser, not any of its affiliates, nor any person acting on behalf of the purchaser or any of its affiliates, will make of any "directed selling efforts" as defined in Regulation S under the U.S. Securities Act in the United States with respect to the Equity Shares;

8. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   "THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE SECURITIES ACT, (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES."

9. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

10. the purchaser acknowledges that our Company, the BRLMs and their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company and the BRLMs, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or 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 in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, will be included in the Red Herring Prospectus prior to its filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, will be included in the Red Herring Prospectus prior to its filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares to be issued and sold in the Offer. The [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus, in accordance with applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed. If our Company does not Allot the Equity Shares within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilized to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period, subject to applicable law.

Consents

Consents in writing of (a) our Directors, Chief Financial Officer, Company Secretary and Compliance Officer, Joint Statutory Auditors, the BRLMs, legal counsel, bankers to our Company, the Registrar to the Offer, in their respective capacities have been obtained; and consents in writing of (b) the Syndicate Members, and the Banker(s) to the Offer to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under Sections 26 and 32 of the Companies Act, 2013. Further, consents received prior to filing of this Draft Red Herring Prospectus have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus with SEBI.

Experts to the Offer

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

(i) Our Company has received written consent dated January 18, 2023 from the Joint Statutory Auditors namely, Deloitte Haskins & Sells LLP, Chartered Accountants and Pipara & Co LLP, Chartered Accountants, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their: (i) examination report, dated December 21, 2022, on our Restated Consolidated Financial Information; and (ii) the Statement of Possible Special Tax Benefits available to the Company and its Shareholders dated September 30, 2022;

(ii) Further, our Company has received written consent dated January 18, 2023 from Pipara & Co LLP, Chartered Accountants, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 in respect of their certificates in connection with the Offer.

Such consents have not been withdrawn as on the date of this DRHP. However, the term “expert” and the consent thereof shall not be construed to mean an “expert” or consent within the meaning as defined under the U.S. Securities Act.

Public or rights issues by our Company during the last five years and performance vis-à-vis objects – our Company

Our Company has not made any public or rights issue during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Commission and brokerage paid on previous issues

Since this is an initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company’s incorporation.

Capital issue by our Company, listed group companies, Subsidiaries and associates during the previous three years

Our Company does not have any listed group companies and listed Subsidiaries. Our Company does not have any associates. For details in relation to the capital issuances by our Company in the three years preceding the date of filing the Draft Red Herring Prospectus, see “*Capital Structure – Notes to Capital Structure*” on page 96.

Performance vis-à-vis objects – Last issue of Listed Subsidiaries

Our Subsidiaries are not listed on any stock exchange.

[***Remainder of this page is intentionally kept blank.***]

Price information of past issues handled by the BRLMs (during the current financial year and the two financial years preceding the current financial year)

- **JM Financial Limited**

1. Price information of past issues handled by JM Financial Limited:

Sr. No.	Issue name	Issue Size (` million)	Issue price (`)	Listing Date	Opening price on Listing Date (in `)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Elin Electronics Limited#	4,750.00	247.00	December 30, 2022	243.00	Not Applicable	Not Applicable	Not Applicable
2.	Uniparts India Limited#	8,356.08	577.00	December 12, 2022	575.00	-5.11% [-3.24%]	Not Applicable	Not Applicable
3.	Archean Chemical Industries Limited*	14,623.05	407.00	November 21, 2022	450.00	25.42% [1.24%]	Not Applicable	Not Applicable
4.	Bikaji Foods International Limited#8	8,808.45	300.00	November 16, 2022	321.15	28.65% [-0.29%]	Not Applicable	Not Applicable
5.	Global Health Limited*	22,055.70	336.00	November 16, 2022	401.00	33.23% [0.03%]	Not Applicable	Not Applicable
6.	Fusion Micro Finance Limited*	11,039.93	368.00	November 15, 2022	359.50	9.86% [1.40%]	Not Applicable	Not Applicable
7.	Electronics Mart India Limited*	5,000.00	59.00	October 17, 2022	90.00	46.02% [6.31%]	42.63% [3.72%]	Not Applicable
8.	Harsha Engineers International Limited*	7,550.00	330.00	September 26, 2022	450.00	31.92% [3.76%]	10.68% [4.65%]	Not Applicable
9.	Paradeep Phosphates Limited#	15,017.31	42.00	May 27, 2022	43.55	-10.24% [-3.93%]	27.50% [7.65%]	31.19% [11.91%]
10.	Life Insurance Corporation of India#7	205,572.31	949.00	May 17, 2022	867.20	-27.24% [-3.27%]	-28.12% [9.47%]	-33.82% [13.76%]

Source: www.nseindia.com and www.bseindia.com
 # BSE as Designated Stock Exchange
** NSE as Designated Stock Exchange*
Notes:

(1) Opening price information as disclosed on the website of the Designated Stock Exchange.
(2) Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
(3) For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
(4) In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
(5) 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.
(6) Restricted to last 10 issues.
(7) A discount of Rs. 45 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion and Retail Individual Investors. A discount of Rs. 60 per Equity Share was offered to Policy holders.
(8) A discount of Rs. 15 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
(9) Not Applicable – Period not completed

2. Summary statement of price information of past issues handled by JM Financial Limited:

Financial Year	Total no. of IPOs	Total funds raised	Nos. of IPOs trading at discount on as on 30th calendar days from listing date	Nos. of IPOs trading at premium on as on 30th calendar days from listing date	Nos. of IPOs trading at discount as on 180th calendar days from listing date	Nos. of IPOs trading at premium as on 180th calendar days from listing date

		(` Millions)	Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2022-2023	11	3,16,770.53	-	1	2	-	5	2	-	1	-	1	1	-
2021-2022	17	2,89,814.06	-	1	2	5	5	4	1	2	3	4	3	4
2020-2021	8	62,102.09	-	-	3	2	1	2	-	-	-	5	2	1

- **ICICI Securities Limited**

Sr. No.	Issue Name	Issue Size (Rs. Mn.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Vedant Fashions Limited^^	31,491.95	866.00	February 16, 2022	935.00	+3.99%,[-0.20%]	+14.53%,[-8.54%]	+37.67%,[+2.17%]
2	Life Insurance Corporation of India^	2,05,572.31	949.00(1)	May 17, 2022	867.20	-27.24%,[-3.27%]	-28.12%,[+9.47%]	-33.82%,[+13.76%]
3	Prudent Corporate Advisory Services Limited^	4,282.84	630.00(2)	May 20, 2022	660.00	-20.71%,[-5.46%]	-2.10%,[+10.92%]	+26.23%,[+13.89%]
4	Paradeep Phosphates Limited^	15,017.31	42.00	May 27, 2022	43.55	-10.24%,[-3.93%]	+27.50%,[+7.65%]	+31.19%,[+11.91%]
5	Syrma SGS Technology Limited^	8,401.26	220.00	August 26, 2022	262.00	+31.11%[-1.25%]	+29.20%,[+4.55%]	NA*
6	Fusion Micro Finance Limited^^	11,039.93	368.00	November 15, 2022	359.50	+9.86%,[+1.40%]	NA*	NA*
7	Five Star Business Finance Limited^^	15,885.12	474.00	November 21, 2022	468.80	+29.72%,[+1.24%]	NA*	NA*
8	Archean Chemical Industries Limited^^	14,623.05	407.00	November 21, 2022	450.00	+25.42%,[+1.24%]	NA*	NA*
9	Landmark Cars Limited^	5,520.00	506.00(3)	December 23, 2022	471.30	NA*	NA*	NA*
10	KFIN Technologies Limited^^	15,000.00	366.00	December 29, 2022	367.00	NA*	NA*	NA*

**Data not available.*
^BSE as designated stock exchange
^^NSE as designated stock exchange
(1) Discount of Rs. 45 per equity share offered to eligible employees and Retail Individual Bidders. Discount of Rs. 60 per equity share offered to eligible policyholders. All calculations are based on Issue Price of Rs. 949.00 per equity share
(2) Discount of Rs. 59 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 630.00 per equity share
(3) Discount of Rs. 48 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 506.00 per equity share.

2. Price information of past issues handled by ICICI Securities Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23*	9	2,95,341.82	-	1	2	-	3	1	-	1	-	-	2	-
2021-22	26	7,43,520.19	-	3	6	6	4	7	3	4	5	5	4	5
2020-21	14	1,74,546.09	-	-	5	5	2	2	-	1	3	5	3	2

* *This data covers issues up to YTD*

Notes:

(1) Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.

(2) Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.

(3) 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day.

[*Remainder of this page is intentionally kept blank*]

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

Sr. No	Name of the BRLM	Website
1.	JM Financial Limited	https://www.jmfl.com
2.	ICICI Securities Limited	https://www.icicisecurities.com

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Offer and our Company provides for retention of records with the Registrar to the Offer for a period of at least eight 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 Offer for redressal of their grievances.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs or the Registrar to the Offer, in the manner provided below.

All grievances other than of Anchor Investors in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

For offer related grievance investors may contact Book Running Lead Managers, details of which are given in "*General Information*" on page 86.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with their obligations under applicable SEBI ICDR Regulations. In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

SEBI, by way of its circular dated March 16, 2021 as amended by its circular dated April 20, 2022 ("**March 2021 Circular**"), has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Per the March 2021 Circular, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including: (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank(s) containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to

Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for nonallotted/partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company has constituted a Stakeholders' Relationship Committee which is responsible for redressal of grievances of security holders of our Company. For details, see "*Our Management*" on page 269.

Our Company has appointed Hinal Tejas Shah as our Company Secretary and Compliance Officer for the Company who may be contacted in case of any pre-Offer or post-Offer related grievances. Her contact details are as follows:

Company Secretary and Compliance Officer
Ariisto House, 5th Floor, Corner of Telli Galli,
Andheri (E), Mumbai 400 069, Maharashtra, India
E-mail: investors@rptechindia.com
Tel: +91 22 6177 1811

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 5 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company shall, after filing of this Draft Red Herring Prospectus, obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

As on the date of this Draft Red Herring Prospectus, our Company has not applied for nor has been granted by SEBI, any exemption from complying with any provisions of securities laws.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer consists of a Fresh Issue by our Company. This being a fresh issue, the fees and expenses in relation to the Issue shall be borne by the Company. For further details, please see "*Objects of the Offer – Offer Related Expenses*" on page 131.

Ranking of the Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits. For further details, see "*Main Provisions of Articles of Association*" on page 471.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Offer, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of Articles of Association*" on pages 289 and 471, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 5 and the Offer Price at the Floor Price is ₹[●] per Equity Share and at the Cap Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share. The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company in consultation with the BRLMs, and advertised in [●] editions of [●], an English national daily newspaper, and [●] editions of [●] a Hindi national daily newspaper, and the [●] edition of Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. At any given point of time, there shall be only one denomination for the Equity Shares.

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, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Main Provisions of Articles of Association*" on page 471.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Bidders will not have the option of Allotment of the Equity Shares in physical form. As per the SEBI ICDR Regulations and the SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated September 28, 2022, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated September 22, 2022, amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, see "*Offer Procedure*" on page 451.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts in Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, 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 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/transfer/alienation 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 our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions 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 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies 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 Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Bid/Offer Programme

BID/ OFFER OPENS ON*	**[●]**
BID/ OFFER CLOSES ON**	**[●]**(1)

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

***Our Company in consultation with the BRLMs may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

(1)UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or about [●]
Credit of the Equity Shares to depository accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding 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 Bidder 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 Bid Amount, the Bidder 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 Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLMs.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, the

timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10:00 am and 5:00 pm (Indian Standard Time ("**IST**"))
Bid/ Offer Closing Date*	
Submission and Revision in Bids	Only between 10:00 am and 3:00 pm IST

* *UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date.*

On the Bid/ Offer Closing Date:

(i) In case of Bids by QIBs and Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m.(IST) and uploaded by 4.00 p.m. IST, and

(ii) In case of Bids by Retail Individual Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On the Bid/ Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the RTA on a daily basis. To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank(s) on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company in consultation with the BRLMs reserve the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice and also by indicating the change on the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Under-subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company in consultation with the Book Running Lead Managers, and the Designated Stock Exchange.

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR), including through devolvement of Underwriters, as applicable, within 60 days from the date of Bid/ Offer Closing Date on the date of closure of the Offer or; the minimum subscription of 90% of the Offer on the date of closure of the Offer; or withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoter's minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 115 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares.

Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of Articles of Association"* on page 471.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Offer is not subscribed.

Our Company in consultation with the BRLMs, reserves the right not to proceed with the Offer after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA

Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company in consultation with the BRLMs, withdraws the Offer at any stage and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the filing of the Prospectus with the RoC; and (ii) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment;. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share through issue of Equity Shares aggregating up to ₹ 7,500 million. The Offer shall constitute [●] %, of the post-offer paid-up Equity Share capital of our Company. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Specified Securities for cash consideration aggregating up to ₹ 1,500 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

The Offer is being made through the Book Building Process.

The face value of the Equity Shares is ₹ 5 each.

Particulars	QIBs [(1)]	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation*[(2)]	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of Offer Size available for Allotment/ allocation	Not more than 50% of the Offer size shall be allocated to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Offer, or the Offer less allocation to QIB Bidders and Retail Individual Bidders, subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.2 million and up to ₹ 1.0 million; and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.0 million. provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders.	Not less than 35% of the Offer, or the Offer less allocation to QIB Bidders and Non-Institutional Bidders
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Up to 60% of the QIB Portion may be allocated on a	Not less than 15% of the Offer or the Offer less allocation to QIB Bidders and RIBs will be available for allocation. One-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in	The allotment to each Retail Individual Bidders shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see *"Offer Procedure"* beginning on page 451.

Particulars	QIBs [(1)]	Non-Institutional Bidders	Retail Individual Bidders
	discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	the other sub-category of Non-Institutional Investors. The Allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. For details, see "*Offer Procedure*" beginning on page 451.	
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares, that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the Anchor Investor Portion), subject to applicable limits under applicable law.	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to limits prescribed under applicable law.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Mode of allotment	Compulsorily in dematerialised form		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[(3)]	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, Eligible FPIs, VCFs, AIFs, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts and any individuals, corporate bodies and family offices which are re-categorised as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.		

Particulars	QIBs [(1)]	Non-Institutional Bidders	Retail Individual Bidders
Mode of Bidding^	Only through the ASBA process, including the UPI mechanism as applicable (except for Anchor Investors). SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 500,000 shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000 shall be required to use the UPI Mechanism.		

^ SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIBs and RIBs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked

Assuming full subscription in the Offer.

(1) *Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For details, see "Offer Procedure" on page 451.*

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and under Regulation 6(1) of the SEBI ICDR Regulations.*

(3) *If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor pay-in date as mentioned in the CAN.*

(8) *In case the Offer Price is lower than the Anchor Investor Allocation Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.*

(9) *Anchor Investors are not permitted to use the ASBA process.*

The Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by FPIs*" on page 457 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 442.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v) Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid cum Application Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) disposal of application (x) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (xi) mode of making refunds; (xii) Designated Date and (xiii) interest in case of delay in allotment or refund.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for 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, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of these circular are deemed to form part of this Draft Red Herring Prospectus.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

Our Company and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Further, our Company and the members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company in consultation with and the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders, of which one-third shall be available for allocation to Bidders with an application size more than ₹ 0.2 million to ₹ 1 million and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1 million in accordance with the SEBI ICDR Regulations, and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Non-Institutional Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non- Institutional Bidders shall be reserved for Non-Institutional Bidders with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders.

All potential Bidders (except Anchor Investors) are required to mandatorily utilise the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Specified Securities for cash consideration aggregating up to ₹ 1,500 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized mode on the platform of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for the UPI Bidders, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI 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 would be reduced to three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022 (the "**UPI Streamlining Circular**"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLM will be required to compensate the concerned investor.

The Offer will be made under UPI Phase II of the UPI Circulars, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper, and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered and Corporate Office is located), each with wide circulation on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of these circular are deemed to form part of this Draft Red Herring Prospectus

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available with the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. UPI Bidders can additionally Bid through the UPI Mechanism.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected. UPI Bidders bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders) as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIIs and NIBs (other than the RIIs and NIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) RIIs and NIBs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	Blue
Anchor Investors	White

** Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in 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 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/ Offer Closing Date ("**Cut-Off Time**"). Further, pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹500,000 and NII & QIB bids above ₹200,000, through SCSBs only Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

ELECTRONIC REGISTRATION OF BIDS

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made; and (ii) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by the Promoters and members of the Promoter Group of the Company, the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs) nor (ii) any "person related to the Promoter/ Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoter/ Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board. Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoters and members of the Promoter Group will not participate in the Offer.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour).

Participation by Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall 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 warrant. 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.

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 470. Participation of Eligible NRIs shall be subject to the FEMA Non-debt Instruments Rules.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of

FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents. Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. 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 in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
- 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 confirmation from the relevant FPIs, such multiple Bids shall be rejected.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 ("**SEBI VCF Regulations**") as amended, inter alia prescribe the investment restrictions on VCFs, registered with SEBI. The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and 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 bank's 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 or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking companies s should not exceed the investment limits prescribed for them under the applicable laws.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) 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 SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLMs in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company in consultation with the BRLMs may deem fit.

Bids by Anchor Investors

(a) In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100.00 million.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100.00 million; minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million, subject to minimum Allotment of ₹ 50.00 million per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i) There shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to the Anchor Investors from the date of Allotment

(j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs), nor any "person related to Promoter or Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids. The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs 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 joint statutory auditors, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer 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.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

The above information is given for the benefit of the Bidders. Our Company, and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

4. Ensure that you have mentioned the correct ASBA Account number if you are not a UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

5. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

8. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

10. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

12. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

13. The ASBA Bidders shall ensure that bids above ₹5,00,000, are uploaded only by the SCSBs;

14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

15. Ensure that you have correctly signed the authorisation/ undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

16. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

17. Ensure that the Demographic Details are updated, true and correct in all respects;

18. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

19. Ensure that the category and the investor status is indicated in the Bid cum Application Form;

20. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

21. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

22. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

24. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

25. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. of the Bid/ Offer Closing Date;

26. Ensure that the PAN is linked with Aadhaar and are in compliance with notification dated February 13, 2020 and press release dated June 25, 2021 issued by Central Board of Direct Taxes;

27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

28. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid Cum Application Form; and

29. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

30. Bids by Eligible NRIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional category for allocation in the Offer.

31. In case of ASBA Bidders (other than 3-in-1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 500,000;

32. Ensure that your PAN is linked with your Aadhaar card, and that you are in compliance with notification dated Feb 13, 2020 and press release dated June 25, 2021, each issued by the Central Board of Direct Taxes.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹200,000 for Bids by Retail Individual Bidders;

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price for Bids by QIBs and Non-Institutional Bidders;

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account.

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

9. In case of ASBA Bidders, do not submit more than one ASBA Form per ASBA Account;

10. If you are a UPI Bidder, do not submit more than one ASBA Form for each UPI ID;

11. Anchor Investors should not Bid through the ASBA process;

12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

14. Do not submit the General Index Register ("**GIR**") number instead of the PAN;

15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

18. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

19. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

20. Do not submit your Bid after 3 p.m. on the Bid/ Offer Closing Date;

21. If you are a QIB, do not submit your Bid after 3 p.m. on the Bid/ Offer Closing Date for the QIBs;

22. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

23. Do not Bid for Equity Shares in excess of what is specified for each category;

24. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹500,000.

25. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

26. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

27. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

28. If you are a UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID; and

29. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see "*General Information*" on page 87.

Further, for helpline details of the BRLMs pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 89.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bid submitted without instruction to the SCSB to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account or UPI ID (for UPI Bidders) details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID, subject to availability of information from the Sponsor Bank(s);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

10. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹ 200,000;

11. GIR number furnished instead of PAN;

12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals; and

13. Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in the SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

Allocation to Bidders in all categories, except the Retail Portion, Non-Institutional and Anchor Investor Portion, if any, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The Allocation to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis.

The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Non-Institutional Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non- Institutional Bidders shall be reserved for Non-Institutional Bidders with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard mentioned in SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the members of Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) all editions of [●], an English national daily newspaper, and (ii) all editions of [●], a Hindi national daily newspaper, and the [●] edition of Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located) each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders/applicants. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to

make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the Filing with the RoC

(a) Our Company and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Forms from Anchor Investors;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Forms from Anchor Investors;
- Our Company in consultation with the BRLMs, reserve the right not to proceed with the Offer, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed;
- If our Company in consultation with the BRLMs withdraw the Offer after the Bid/ Offer Closing Date and thereafter determine that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI; and
- that, except issuance of the Equity Shares pursuant to the Offer and the Pre-IPO Placement, and any exercise of options vested pursuant to the ESOP Scheme, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, under-subscription, etc.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"***Any person who—***

(a) ***makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***

(b) ***makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***

(c) ***otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name***

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.

Utilisation of Offer Proceeds

Our Board of Directors certifies and declares that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

- details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

- details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The consolidated FDI policy circular of 2020 dated October 15, 2020 issued by the DPIIT (formerly Department of Industrial Policy & Promotion) ("**FDI Circular**") consolidates the policy framework which was in force as on October 15, 2020. Further, the FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DPIIT. The FDI Circular will be valid until the DPIIT issues an updated circular and shall be subject to FEMA Non-debt Instruments Rules.

As per the FDI Circular read with Press Note, 100% foreign direct investment is permitted under the automatic route for human resources and management of human resources functions. In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the FDI Circular has been amended to state that all investments under the foreign direct investment route 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 will require prior approval of the Government of India. 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 of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Non-debt Instruments Rules.

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 FDI Circular and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Circular; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure – Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on page 457.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made; and (ii) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. All Articles are subject to Companies Act, 2013 (" **the Act**") and the rules made therein. Pursuant to the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

DEFINITIONS

Article 3 defines several terms including the following:

"Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law.

"Articles of Association" or "Articles" mean these articles of association of the Company, as may be altered from time to time in accordance with the Act.

"Board" or "Board of Directors" means the board of directors of the Company in office at applicable times.

"Company" means Rashi Peripherals Limited, a company incorporated under the laws of India.

"Director" shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with and the provisions of these Articles.

"Equity Shares or Shares" shall mean the issued, subscribed and fully paid-up Equity Shares of the Company of rupees five each;

"Exchange" shall mean the BSE Limited and the National Stock Exchange of India Limited.

"Member" means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

"Memorandum" or "Memorandum of Association" means the memorandum of association of the Company, as may be altered from time to time;

"Office" means the registered office, for the time being, of the Company;

SHARE CAPITAL AND VARIATION OF RIGHTS

Article 5 states the authorized share capital of the Company shall be in accordance with Clause V of the Memorandum of Association.

Article 7 enumerates the three kinds of Shares in the Company :

(a) Equity share capital;

(b) Shares with voting rights;

(c) Shares with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

(d) Preference share capital

Article 8 states that the Board of Directors of the Company may issue, allot or dispose of the Shares of the company for consideration.

Article 9 states the Board may issue Shares as a consideration for purchase of property or goods, services received by the Company or in pursuance to acquisition and/or in the conduct of its business.

Article 10 states that the Company may increase, divide, sub-divide, cancel or consolidate the share capital of the Company. The Company may also convert fully paid up Shares into stock and re-convert any stock into Shares.

Article 11 states Board or the Company can issue further Shares :

(a) To existing shareholders (as on the date of the offer) shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to him in favour of other person
(b) under any scheme of employees' stock option
(c) to any other persons
(d) in any other manner including preferential offer or private placement, subject to and in accordance with the Act and the Rules.

Article 12 states the Company may increase authorized share capital by converting any debenture or loans raised by the Company into Shares.

Article 13 enumerates that any person that accepts an allotment of Shares and whose name is entered into the register of members will be considered a Member of the Company.

Article 15 provides that any money due to the Company on allotment of Shares will be considered a debt owed to the Company.

Article 18 states the if the share capital is divided into different classes of Shares, subject to whether the Company is being wound up, the rights attached to any class may be varied upon receiving consent in writing from Members holding three fourth of the total Shares in the class or sanction by a special resolution passed at a separate meeting of the shareholders of that class. These meeting shall be governed by the regulations relating to general meeting *mutatis mutandis.*

Article 19 states that subject to section 55 of Companies Act, 2013 preference shares may, with the sanction of Board of Directors, be issued on the terms that they are to be redeemed or converted on such terms and in such manner as the Company before the issue of the Shares may, by board resolution, determine.

Article 21 states that the Company may amalgamate with any other person, firm or body corporate subject to the provisions of the Companies Act, 2013.

Article 22 states that every Member is entitled to be issued a certificate for all the Shares of each class or denomination registered in his name.

Article 24 states that a new certificate may be issued to a Member if any certificate be worn out, defaced, mutilated, or torn.

LIEN

Article 26 states that the Company shall have a first and paramount lien on every share (not being a fully paid share), for all monies called, or payable at a fixed time, in respect of that share; and on all Shares standing registered in the name of a single person, for all monies presently payable, including bonuses and dividends by him or his estate to the Company:

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

The fully paid up Shares shall be free from all lien and in the case of partly paid up Shares the Company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such Shares.

Article 28 states that the Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien:

Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable; or until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto.

Article 29 states that the Board may authorise any person to transfer Shares sold to purchaser to give effect to any sale.

Article 32 states that the Company in exercising its lien will be entitled to treat the registered holder of the share as the absolute owner and will not be affected by claims by any other person including creditors of the registered holder.

CALLS ON SHARES

Article 34 states that:
(a) The Board may, from time to time, make calls upon the Members in respect of any monies unpaid on their Shares (whether on account of the nominal value of the Shares or byway of premium) and not by the conditions of allotment thereof made payable at fixed times Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
(b) A call may be revoked or postponed at the discretion of the Board.

Article 35 states that each Member shall, subject to receiving at least 14 days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares.

Article 37 states that the joint holders of a share shall be jointly or severally liable to pay all calls in respect thereof.

Article 38 states that any Member that fails to pay any call due from him on the day appointed for payment will be liable to pay interest from the same day.

Article 39 states that any sum payable on allotment or any fixed date will be deemed to be a call duly made and payable on date specified in the terms of issue.

Article 40 states that in case of non-payment of sum, the relevant provisions regarding payment of interest and forfeiture will become applicable.

FORFEITURE OF SHARES

Article 43 empowers the Board to call for unpaid any part of the call or instalment if a Member fails to pay any call, or instalment of a call or any money due in respect of any share, or instalment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

Article 44 states that the notice for call of unpaid amount shall name a further day (not being earlier than the expiry of 14 days from the date of service of the notice) on or before which the payment required by the notice is to be made; and state that, in the event of non-payment on or before the day so named, the Shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of the notice are not complied with, any share in respect of which the notice is made may be forfeited by board resolution any time after notice being given before payment required by notice has been made.

Article 45 states that receipt of part payment from any Member in respect of any Shares by way of principal or interest or indulgence granted by the Company will not preclude the forfeiture of Shares.

Article 46 states that a forfeited share will be deemed to be property of the Company and may be sold, re-allocated or otherwise disposed of on such terms and in such manner as the Board thinks fit.

Article 48 states that a person whose Shares have been forfeited will cease to be a Member in respect of those Shares but will remain liable to pay any monies payable by him to the Company in respect of the Shares.

Article 49 states that forfeiture of a share shall lead to extinction of all rights, interest in, claims and demands against the Company in respect of the Shares.

Article 52 states that the Board may appoint a person execute instrument for transfer of Shares sold after forfeiture or to enforce lien.

TRANSFER AND TRANSMISSION OF SHARES

Article 58 states that the Company shall keep a "Register of Transfers" in which the particulars of every transfer and transmission of any Shares must be entered.

Article 60 states that:

(a) The instrument of transfer of any share shall be in writing and in compliance with provisions of the Companies Act, 2013. In case of Shares held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

(b) the Board may decline to recognize any instrument of transfer unless-
    (i) the instrument of transfer is in the form as prescribed in rules made under sub-section (*1*) of section 56. The Company shall also use a common form of transfer;
    (ii) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
    (iii) the instrument of transfer is in respect of only one class of Shares.

(c) No fee shall be charged for registration of transfer, transmission or any other related transaction.

Article 61 states that every instrument of transfer shall be executed by both the transferor and transferee.

Article 62 states that subject to the provisions of the Act, the Board shall be empowered to close the register of transfer, register of members or register of debenture holders. after giving notice of not less than seven days.

Article 63 states that subject to the provisions of the Act, the Board may decline or refuse to register or acknowledge any transfer after providing sufficient cause within 30 days of transfer.

Article 64 states that a transfer of partly paid up shares will not be registered unless the transferee gives no objection to the transfer.

Article 65 states that executors, administrators or the holders of a succession certificate issued in respect of the Shares of a deceased Member not being a joint holder shall be the only person whom the Company recognizes as having a title to the Shares. In case the deceased was a join holder, the survivor(s) shall be entitled to the title.

Article 66 states that no share shall be transferred to an infant, insolvent or person of unsound mind except fully paid Shares through a legal guardian.

Article 67 states that any person becoming entitled to a share in consequence of the death, lunacy, bankruptcy, or insolvency of a Member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as herein after provided, elect, either-

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent Member could have made.

Article 68 states that person becoming entitled to a share by reason of the death or insolvency of the holder shall subject to the Director's right to retain such dividends or money, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Article 70 states that the Company shall not incur liability in giving effect to any transfer of Shares made by apparent legal owner to the prejudice of persons having equitable rights in the said Shares.

ALTERATION OF CAPITAL

Article 72 states that the Company may issue share warrants subject to the provisions of the Act.

Article 75 states that the Company may, from time to time, by special resolution reduce the following:
(a) the Share Capital;
(b) any capital redemption reserve account; or
(c) any securities premium account.

Article 76 states that the Company recognizes interest in dematerialized securities under the Depositories Act, 1996 and states the following:
(a) The Company shall be entitled to dematerialise its existing securities, re materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.
(b) Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository.
(c) The Company shall treat the beneficial owner of any security in the records of the Depository as the absolute owner.
(d) The Company shall keep a register and index of Members with details of securities held in materialised and dematerialised forms.

Article 77 allows the Company to buy back its own Shares or other securities.

GENERAL MEETINGS

Article 78 states that the Company shall in each year hold its Annual general meeting according to the provisions of the Act.

Article 79 provides that all general meetings other than Annual general meeting are Extraordinary General Meeting.

Article 85 provides that a quorum of five Members or other number required under the Act must be present for business to be transacted at any General meeting.

Article 87 states that the Chairman of the Company shall preside as Chairman at every general meeting of the Company.

Article 88 provides procedure of election of Chairman if there is no such chairman or if chairman is not present within fifteen minutes after the time appointed for holding the meeting or unwilling to act, the Members present shall, elect another Director to be Chairman of the meeting.

Article 90 states that a demand for a poll will not prevent the transaction of business other than that for which poll has been demanded.

Article 91 states that any poll shall be taken in a manner that the chairman directs and the results of the poll shall be deemed to be the decision of the meeting.

Article 92 states that on any business at any general meeting, in case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall have a second or casting vote.

VOTE OF MEMBERS

Article 94 enumerates that:

(a) Every Member holding Equity Shares on a show of hands will have one vote;

(b) On a poll, every Member shall have voting rights in proportion to his share in the paid up equity share capital;

(c) A Member may exercise his vote by electronic means.

Article 95 states that on any business at any general meeting, in case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall have a second or casting vote.

Article 97 states that no Member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of Shares in the Company have been paid.

Article 98 states that any Member entitled to attend and vote at a General meeting may attend personally or through his constituted attorney or through any other person as a proxy.

Article 99 states that for treating a proxy valid the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office 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.

DIRECTOR

Article 102 provides that unless otherwise determined by the Company in a General Meeting, the number of Directors of the Company shall not be less than three and not more than 15 and at least one Director shall be a resident of India in the previous year. The Company may appoint more than 15 Directors after passing special resolution.

Article 104 states that the Board shall have power, to appoint a person as an additional Director, provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

Article 105 states that:

(a) the Board of Directors of a Company may appoint a person, not being a person holding any alternate Directorship for any other Director in the Company, to act as an alternate Director for a Director during his absence for a period of not less than three months from India.

(b) It also states that an alternate Director shall not hold office for a period longer than that permissible to the Director in whose place he has been appointed and shall vacate the office if and when the Director in whose place he has been appointed returns to India. Further, if the term of office of the original Director is determined before he so returns to India, any provision for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the original, and not to the alternate Director.

Article 106 states that if the office of any Director is vacated before his term of office expires, the Board may fill the causal vacancy. The Director appointed shall only hold office only up to the date which the Director whose place he has taken would have held office.

Article 107 states:

(a) A Director (other than managing Director or whole-time Director) may receive a sitting fee not exceeding sum prescribed by the Act for each meeting of the Board of Directors or any committee attended by him.
(b) The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where the meeting is held and has come to such place at the request of the Company to attend meeting. The Company may decide such sum that would be considered fair compensation for travelling and out of pocket expenses.
(c) The managing Directors and whole-time Directors shall be entitled to charge and be paid for all actual expenses incurred in connection with the business of the Company.

Article 109 states that the Company must remunerate any Director who is willing to perform extra services in going or residing away from the town in which the Office of the Company is situated or in giving any special attention to the business of the Company or as Member of the Board.

Article 111 states that at the Annual general meeting of the company, one third of such of the Directors liable to retire by rotation will retire from office.

Article 112 states that a retiring Director shall be eligible for re-election.

Article 113 states that the Directors who have been longest in office since their last election shall be the ones who must retire.

Article 114 states that:
(a) the Company may by an ordinary resolution in general meeting remove any Director before the expiration of his period of office and may by ordinary resolution appoint another person.
(b) An Independent Director re-appointed for second term shall be removed by the Company only by passing a Special resolution and after giving him a reasonable chance to be heard.

Article 115 states that the Company when appointing a person as a Director may declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution

Article 116 states that Directors of the Company may be or become Director of any Company promoted by the Company or in which the Company may be interested as vendor, shareholder or otherwise. No such Director shall be accountable for any benefits received as a Director or Member of such Company subject to compliance with the Act.

PROCEEDINGS OF BOARD OF DIRECTORS

Article 117 states that:
(a) The Board of Directors shall meet at least once in every three months with a maximum gap of four months between two meeting of the Board provided that at least four meetings must be held in every year.
(b) The chairman may summon a meeting of the Board with notice of at least seven days given to every Director.
(c) The notice will be provided for time, venue and agenda of the meeting.
(d) Directors may participate through electronic mode to the extent permissible by applicable law.

Article 118 states that questions arising at any time in a Board meeting shall by decided by majority of votes and in case of equality of votes, the Chairman, in his absence the Vice Chairman or the Director presiding shall have a second or casting vote.

Article 119 states that the quorum for a meeting of the Board shall one third of its total strength or two Directors whichever is higher.

Article 121 states that:

(a) the Board may elect a Chairman of its meetings and determine the period for which he is to hold office.
(b) If no chairman is elected or chairman is not present within five minutes after time of meeting, the Directors may choose one among themselves to be the chairman of the meeting.

Article 122 states that the Board may exercise all such powers of the Company all such acts and things that are not required to be exercised by the Company in a general meeting.

Article 123 provides for:
(a) delegation of its powers by the Board to committees consisting of such Member or Members of its body as it thinks fit.
(b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

Article 124 states that
(a) A committee may elect a chairman of its meeting and if no chairman is elected or chairman is not present within five minutes after time of meeting, the Directors may choose one among themselves to be the chairman of the meeting.
(b) The quorum will be fixed by the Board of the Directors.

BORROWING POWERS

Article 129 states that subject to the provision of the Act and these articles, the Board may from time to time raise or borrow or secure the payment of any such sum of money for the purpose of the Company in such manner and upon terms they think fit. This sum without the sanction of the Company by a special resolution at a general meeting, must not exceed the aggregate of the paid-up capital of the Company and its free reserves.

MANAGING DIRECTOR, WHOLE TIME DIRECTOR, CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

Article 132 states that the Board may, from time to time, appoint one or more of the Directors to the office of the Managing Director or Whole time Director for such term and on such remuneration and other terms, as they think fit and subject to the terms and conditions as they may think fit;

Article 135 states that:
(a) The Board may appoint a chief executive officer, manager, Company secretary and chief financial officer for such term, remuneration and upon such conditions that the Board may think fit. The chief executive officer, manager, Company secretary and chief financial officer may be removed by means of a resolution of the Board;
(b) A Director may be appointed as the chief executive officer, manager, Company secretary and chief financial officer.

DIVIDEND

Article 138 states that the Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Article 139 states that, the Board may from time to time pay to the Members such interim dividends of such amount on such class of Shares as appear to it to be justified by the profits of the Company.

Article 141 states that dividends shall be declared and paid according to the amounts paid and credited as paid on the Shares in respect whereof the dividend is paid. 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.

Article 142 states that 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.

Article 144 states that no Member shall be entitled to receive payment of any interest of dividend whilst any money may be owed from him to the Company. The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company.

Article 145 states the Board may retain dividends payable upon Shares in respect of which any person is, under Articles 59 to 72 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such Shares.

CAPITALIZATION OF PROFITS

Article 150 states that:

(a) The Company in General Meeting, may, on recommendation of the Board resolve:
    (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and
    (ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (c) below, either in or towards:
    (i) paying up any amounts for the time being unpaid on Shares held by such Members respectively;
    (ii) paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or
    (iii) partly in the way specified in sub-clause (i) and partly that specified in sub -clause (ii).
    (iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.
    (v) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

Article 151 states that:

(a) the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares or other securities, if any;

(b) The Board shall have full power to:
    (i) Make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of Shares or debentures becoming distributable in fractions; and
    (ii) To authorize any person to enter, on behalf of all the Members into an agreement with the Company for the allotment to them respectively, credited as fully paid up Shares.

ACCOUNTS

Article 153 states that account, books and papers of the Company shall be open to the inspection of Directors subject to provisions of the Act.

Article 154 states that no Member shall have any right of inspecting the account, books and papers of the Company unless conferred by law or authorized by the Board.

WINDING UP

Article 161 states that subject to the applicable provisions of the Act:

(a) 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.

(b) 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.

(c) 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.

(d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary Member, be liable to make a further contribution as if he were at the commencement of winding up, a Member of an unlimited Company, in accordance with the provisions of the Act.

INDEMNITY

Article 163 states that subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

Article 164 states that the Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

GENERAL POWER

Article 166 states that wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

Article 168 states that upon listing of the Equity Shares on a recognised Stock Exchange, if the Articles are or become contrary to the provisions of the Listing Regulations, the provisions of the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company, which are or may be deemed material, have been entered into or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, delivered to the RoC for filing and will also be available at the website of our Company at https://rptechindia.com/page/investor. Copies of the above-mentioned documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office from 10.00 am to 5.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Offer

1. Offer Agreement among our Company and the BRLMs dated January 18, 2023.

2. Registrar Agreement among our Company and Registrar to the Offer dated September 30, 2022.

3. Cash Escrow and Sponsor Bank Agreement dated [●] among our Company, the BRLMs, the Syndicate Members, the Banker(s) to the Offer and the Registrar to the Offer.

4. Syndicate Agreement dated [●] among our Company, the BRLMs and the Syndicate Members.

5. Underwriting Agreement dated [●] among our Company and the Underwriters.

6. Monitoring Agency Agreement dated [●] between our Company and the Monitoring Agency.

Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.

2. Certificate of incorporation dated March 15, 1989.

3. Certificate of incorporation dated July 1, 1997 issued by the RoC to our Company consequent upon change of name on conversion to deemed public company to Rashi Peripherals Limited.

4. Certificate of incorporation dated October 29, 2001 issued by the RoC to our Company consequent upon change of name on conversion to its former name, being "Rashi Peripherals Private Limited"

5. Fresh certificate of incorporation dated August 4, 2022 upon upon conversion into a public company.

6. Resolution of the Board of Directors dated September 23, 2022, authorising the Offer.

7. Resolution of the Shareholders dated September 23, 2022, under section 62(1)(c) of the Companies Act, 2013 authorising the Offer.

8. Resolution of the Board dated January 18, 2023 approving this Draft Red Herring Prospectus.

9. Agreement dated September 28, 2022 among NSDL, our Company and the Registrar to the Offer.

10. Agreement dated September 22, 2022 among CDSL, our Company and the Registrar to the Offer.

11. The examination report of our Statutory Auditors dated December 21, 2022, on our Restated

Consolidated Financial Information.

12. Copies of annual reports of our Company for Fiscal Years 2022, 2021 and 2020.

13. Statement of Possible Special Tax Benefits dated September 30, 2022.

14. Engagement letter dated September 23, 2022 entered into between our Company and Technopak, and consent letter dated January 10, 2023 from Technopak.

15. Industry report titled "Industry Report on ICT Distribution in India" dated January 5, 2023, prepared and issued by Technopak and commissioned by our Company for an agreed fees.

16. Written consent dated January 18, 2023, from the Joint Statutory Auditors, Deloitte Haskins & Sells LLP, Chartered Accountants and Pipara & Co LLP, Chartered Accountants, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Joint Statutory Auditors, and in respect of their (i) examination report, dated December 21, 2022, on our Restated Consolidated Financial Information; and (ii) the Statement of Possible Special Tax Benefits available to the Company and its Shareholders in India, included in this DRHP, dated September 30, 2022. Such consents have not been withdrawn as on the date of this DRHP. However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning as defined under the U.S. Securities Act;

17. Consents of the Bankers to our Company, the BRLMs, Syndicate Members, Registrar to the Offer, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Indian legal counsel to the Company, Legal Counsel to the Book Running Lead Managers as to Indian law, International legal counsel to the BRLMs, Monitoring Agency, and Bankers to the Offer as referred to, in their respective capacities.

18. Written consent dated January 18, 2023 from Pipara & Co LLP, Chartered Accountants, to include their name as required under section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 in respect of their certificates in connection with the Offer.

19. Certificate dated January 18, 2023 from Pipara & Co LLP, Chartered Accountants, on key performance indicators, transactions in specified securities and Basis for Offer Price.

20. In-principle listing approvals dated [●] and [●], received from NSE and the BSE, respectively.

21. Due diligence certificate dated January 18, 2023 to SEBI from the BRLMs.

22. SEBI observation letter bearing reference number [●] and dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

____

Krishna Kumar Choudhary

(*Chairman and Whole-time Director*)

Place: Mumbai

Date: January 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sureshkumar Pansari

(*Vice-Chairman and Whole-time Director*)

Place: Mumbai

Date: January 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Kapal Suresh Pansari

(*Managing Director*)

Place: Mumbai

Date: January 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Keshav Krishna Kumar Choudhary

(*Whole-time Director*)

Place: Mumbai

Date: January 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Yazdi Piroj Dandiwala

(*Independent Director*)

Place: Mumbai

Date: January 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Anandkumar Radhakrishna Ladsariya

(*Independent Director*)

Place: Nagpur

Date: January 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Drushti Rahul Desai

(*Independent Director*)

Place: Mumbai

Date: January 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Mamidanna Prasad

(*Independent Director*)

Place: U.S.A.

Date: January 18, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, 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 statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Himanshu Kumar Shah

Place: Mumbai

Date: January 18, 2023