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**DRAFT RED HERRING PROSPECTUS**

**Dated:** July 20, 2024

Please read with Section 32 of the Companies Act, 2013

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

**100% Book Built Issue**



## IDENTIXWEB LIMITED

Corporate Identity Numbers: U72100GJ2017PLC098473

| REGISTERED OFFICE  |   | CORPORATE OFFICE                              | CONTACT PERSON  | TELEPHONE AND EMAIL  | WEBSITE            |
|--|---|---|---|--|--------------------|
| Plot No. 240, C. S. No. 1730, 1st Floor, Nehru Nagar, L. H. Road, Sy. No. 46/A+2, TPS-4, Surat – 395006, Gujarat, India  |   | -   | Mrs. Pooja Shah                                       | <b>Tel No:</b> +91 9510888111<br><b>Email Id:</b> compliance@identixweb.com                      | www.identixweb.com |
| <b>PROMOTERS OF OUR COMPANY: MR. PRIYANKKUMAR JIVARAJBHAI SAVANI, MR. ANKUR JAGDISHBHAI LAKHANI &amp; MRS. HIRAL ANKURBHAI LAKHANI</b>   |   |   |   |  |                    |
| DETAILS OF THE ISSUE   |   |   |   |  |                    |
| TYPE   | FRESH ISSUE SIZE (IN ₹ LAKHS)                         | OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹) | TOTAL ISSUE SIZE                                      | ELIGIBILITY  |                    |
| Fresh Issue  | Upto 3080000 Equity Shares aggregating to ₹ [●] Lakhs | Nil   | Upto 3080000 Equity Shares aggregating to ₹ [●] Lakhs | THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED. |                    |
| DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES  |   |   |   |  |                    |
| RISK IN RELATION TO THE FIRST ISSUE  |   |   |   |  |                    |
| The face value of the Equity Shares is ₹ 10/- each. The Floor Price, the Cap Price and the Issue Price to be determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in “Basis for Issue Price” on page 89 or in case where, Price Band is not disclosed otherwise, will be advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily Gujarati regional language newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing. |   |   |   |  |                    |
| GENERAL RISKS  |   |   |   |  |                    |
| Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to section titled “Risk Factors” appearing on page 28 of this Draft Red Herring Prospectus.  |   |   |   |  |                    |
| ISSUER’S ABSOLUTE RESPONSIBILITY   |   |   |   |  |                    |
| Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.  |   |   |   |  |                    |
| LISTING  |   |   |   |  |                    |
| The Equity Shares issued through Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).  |   |   |   |  |                    |
| BOOK RUNNING LEAD MANAGER TO THE ISSUE   |   |   |   |  |                    |
| NAME AND LOGO  |   | CONTACT PERSON                                |   | EMAIL & TELEPHONE  |                    |
| <br><b>BEELINE</b><br>Beeline Capital Advisors Private Limited   |   | Mr. Nikhil Shah                               |   | <b>Email:</b> mb@beelinemb.com<br><b>Tel. No:</b> +91 79 4918 5784                               |                    |
| REGISTRAR TO THE ISSUE   |   |   |   |  |                    |
| NAME AND LOGO  |   | CONTACT PERSON                                |   | EMAIL & TELEPHONE  |                    |
| <br><b>Skyline</b><br>Financial Services Pvt. Ltd.<br>Skyline Financial Services Private Limited   |   | Mr. Anuj Rana                                 |   | <b>Email:</b> ipo@skylinerta.com<br><b>Tel. No:</b> +91 11 4045 0193-97                          |                    |
| BID/ISSUE PERIOD   |   |   |   |  |                    |
| <b>ANCHOR INVESTOR BIDDING DATE: [●]*</b>  |   | <b>BID/ISSUE OPENS ON: [●]</b>                |   | <b>BID/ISSUE CLOSES ON: [●]**^</b>   |                    |

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

\*\* Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.

^The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/ Issue Closing Date.

**IDENTIXWEB LIMITED**

Corporate Identity Numbers: U72100GJ2017PLC098473

Our Company was originally incorporated as 'Goyani Infra Private Limited' as a Private Limited Company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated July 28, 2017, issued by the Registrar of Companies, Central Registration Centre. Later on, vide Special Resolution passed by our Shareholders in the Annual General Meeting held on September 17, 2019, the name of our Company was changed from 'Goyani Infra Private Limited' to 'Identixweb Private Limited' and a Certificate of Incorporation pursuant to change of name dated September 27, 2019 was issued to our Company by the Registrar of Companies - Ahmedabad. Subsequently, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on December 4, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed from 'Identixweb Private Limited' to 'Identixweb Limited' and a fresh certificate of incorporation dated December 21, 2023 was issued to our Company by the Registrar of Companies - Ahmedabad. The Corporate Identification Number of our Company is U72100GJ2017PLC098473. For details of change in registered office of our Company, please refer to chapter titled "History and Corporate Structure" beginning on page no. 111 of this Draft Red Herring Prospectus.

Registered Office: Plot No. 240, C. S. No. 1730, 1st Floor, Nehru Nagar, L. H. Road, Sy No. 46/A+2, TPS-4, Surat – 395006, Gujarat, India

Website: www.identixweb.com; E-Mail: compliance@identixweb.com; Telephone No: +91 9510888111

Company Secretary and Compliance Officer: Mrs. Pooja Shah

**PROMOTERS OF OUR COMPANY: MR. PRIYANKKUMAR JIVARAJBHAI SAVANI, MR. ANKUR JAGDISHBHAI LAKHANI & MRS. HIRAL ANKURBHAI LAKHANI****THE ISSUE**

INITIAL PUBLIC ISSUE OF UPTO 3080000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF IDENTIXWEB LIMITED ("IDENTIXWEB" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE UPTO 29.50% AND [●], RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND GUJARAT/SURAT EDITION OF [●] REGIONAL NEWSPAPER (GUJARATI REGIONAL LANGUAGE OF GUJARAT/SURAT WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") FOR THE PURPOSE OF UPLOADING ON ITS WEBSITE.

FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 201 OF THIS DRAFT RED HERRING PROSPECTUS.

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

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see "Issue Procedure" on page 211.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 211 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10.00 each. The Floor Price, the Cap Price and the Issue Price should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 28 of this Draft Red Herring Prospectus.

**COMPANY'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

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

**BOOK RUNNING LEAD MANAGER****BEELINE CAPITAL ADVISORS PRIVATE LIMITED**

SEBI Registration Number: INM000012917

Address: B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thalthej, Ahmedabad- 380054, Gujarat, India.

Telephone Number: 079 4918 5784

Email Id: mb@beelinemb.com

Investors Grievance Id: ig@beelinemb.com

Website: www.beelinemb.com

Contact Person: Mr. Nikhil Shah

CIN: U67190GJ2020PTC114322

**REGISTRAR TO THE ISSUE****SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**

SEBI Registration Number: INR000003241

Address: D-153A, 1st Floor, Phase-I, Okhla Industrial Area, Delhi – 110020.

Tel. Number: +91 11 4045 0193-97; +91 11 2681 2683

Email Id: ipo@skylinerta.com

Investors Grievance Id: grievances@skylinerta.com

Website: www.skylinerta.com

Contact Person: Mr. Anuj Rana

CIN: U74899DL1995PTC071324

**BID/ISSUE PERIOD**

ANCHOR INVESTOR BIDDING DATE: [●]\*

BID/ISSUE OPENS ON: [●]

BID/ISSUE CLOSES ON: [●]\*\*^

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

\*\* Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.

^The UPI mandate end time and date shall be at 5.00 p.m. on the Bid/ Issue Closing Date.

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## SECTION I – DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.*

*Notwithstanding the foregoing, terms defined in “Basis for the Issue Price”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations”, “Restated Financial Information”, “Outstanding Litigation and Other Material Developments”, “Restriction on Foreign Ownership of Indian Securities” and “Description of Equity Shares and Terms of the Articles of Association” on pages 89, 89, 101, 131, 165, 178, 238, and 240 respectively will have the meaning ascribed to such terms in those respective sections.*

### GENERAL AND COMPANY RELATED TERMS

| Term  | Description   |
|---|---|
| “Identixweb”, “Our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer” | Identixweb Limited, a public limited company, registered under the Companies Act, 2013 and having its registered office at Plot No. 240, C. S. No. 1730, 1st Floor, Nehru Nagar, L. H. Road, Sy No. 46/A+2, TPS-4, Surat – 395006, Gujarat, India |
| Our Promoters   | Mr. Priyankumar Jivarajbhai Savani, Mr. Ankur Jagdishbhai Lakhani & Mrs. Hiral Ankurbhai Lakhani  |
| Promoter’s Group  | Companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “Our Promoters and Promoter’s Group”.                               |

### COMPANY RELATED TERMS

| Term   | Description   |
|--|---|
| Articles / Articles of Association/AOA                           | Articles of Association of our Company.   |
| Audit Committee  | The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For further details regarding Audit Committee, please refer to chapter titled “Our Management” beginning from page 144 of this Draft Red Herring Prospectus. |
| Auditor of our Company /Peer Reviewed Auditor/ Statutory Auditor | The Statutory Auditor & Peer Review Auditor of our Company, being M/s. Shah Teelani & Associates, Chartered Accountants, Ahmedabad as mentioned in the section titled “General Information” beginning on page 46 of this Draft Red Herring Prospectus.                            |
| Bankers to the Company   | RBL Bank Limited  |
| Board of Directors / Board/BOD                                   | The Board of Directors of Identixweb Limited unless otherwise specified.  |
| Companies Act  | The Companies Act, 2013 as amended from time to time.   |
| CIN  | Corporate Identification Number of our Company i.e. U72100GJ2017PLC098473.  |
| Chairman and Managing Director (CMD)                             | Chairman and Managing Director of our Company, being Mr. Priyankumar Jivarajbhai Savani.  |
| Chief Financial Officer (CFO)                                    | The Chief Financial officer of our Company, being Mr. Abhishek Nakrani.   |
| Company Secretary and Compliance Officer (CS)                    | The Company Secretary and Compliance Officer of our Company, being Mrs. Pooja Shah.   |
| Committee(s)   | Duly constituted committee(s) of our Board of Directors   |
| Depositories Act   | The Depositories Act, 1996, as amended from time to time  |
| Director(s)  | Director(s) on the board of our Company, as appointed from time to time.  |



| <b>Term</b>   | <b>Description</b>  |
|---|---|
| DIN   | Director Identification Number  |
| Equity Shares                                       | Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.  |
| Equity Shareholders                                 | Persons/ Entities holding Equity Shares of Our Company  |
| ED  | Executive Director  |
| Group Companies                                     | Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, “Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Information as covered under the applicable accounting standards, and as disclosed in “ <i>Information with respect to Group Companies/Entities</i> ” on page 166 of this Draft Red Herring Prospectus. |
| Independent Director                                | A Non-Executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  |
| Indian GAAP   | Generally Accepted Accounting Principles in India   |
| ISIN  | INE0PA401012  |
| Key Managerial Personnel / Key Managerial Employees | The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled “ <i>Our Management</i> ” on page 144 of this Draft Red Herring Prospectus.   |
| LLP   | LLP incorporated under the Limited Liability Partnership Act, 2008.   |
| Materiality Policy                                  | The policy on identification of group companies, material creditors and material litigation, adopted by our Board on June 3, 2024 in accordance with the requirements of the SEBI ICDR Regulations.   |
| MOA/ Memorandum / Memorandum of Association         | Memorandum of Association of our Company as amended from time to time   |
| Non-Residents                                       | A person resident outside India, as defined under FEMA  |
| Nomination and Remuneration Committee               | The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 144 of this Draft Red Herring Prospectus.  |
| Non-Executive Director                              | A Director not being an Executive Director or an Independent Director.  |
| NRIs / Non-Resident Indians                         | A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.  |
| Peer Reviewed Auditor                               | The Peer Review Auditors of our Company, being M/s. Shah Teelani & Associates, Chartered Accountants, Ahmedabad holding a valid peer review certificate, as mentioned in the section titled “ <i>General Information</i> ” beginning on page 46 of this Draft Red Herring Prospectus.   |
| Registered Office                                   | Plot No. 240, C. S. No. 1730, 1st Floor, Nehru Nagar, L. H. Road, SY No. 46/A+2, TPS-4, Surat – 395006, Gujarat, India  |
| Restated Financial Information                      | Restated Financial Statements along with Report from the peer review certified auditor – M/s. Shah Teelani & Associates, Chartered Accountants, Ahmedabad, for the financial years ended March 31, 2024, 2023, 2022 dated included in the Draft Red Herring Prospectus.   |
| ROC / Registrar of Companies                        | Registrar of Companies, Ahmedabad.  |
| Stakeholders Relationship Committee                 | The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “ <i>Our Management</i> ” on page 144 of this Draft Red Herring Prospectus.   |
| Subsidiary(ies)                                     | Our Company has 2 subsidiaries, namely, Munim ERP Private Limited and Identixweb LLC  |
| WTD   | Whole-Time Director of our Company, being Mr. Ankur Jagdishbhai Lakhani.  |

#### ISSUE RELATED TERMS

| <b>Terms</b>        | <b>Description</b>   |
|---------------------|--|
| Abridged Prospectus | Abridged Prospectus means a memorandum containing such salient features of a |

| Terms  | Description   |
|--|---|
|  | Prospectus as may be specified by SEBI in this behalf   |
| Acknowledgement Slip                           | The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application  |
| Allotment/Allot/Allotted                       | Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue pursuant to successful Bidders.   |
| Application Form                               | The Form in terms of which the applicant shall apply for the Equity Shares of our Company   |
| Allotment Advice                               | Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges   |
| Application Supported by Blocked Amount / ASBA | An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.  |
| ASBA Account                                   | An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.  |
| Allotment                                      | Issue of the Equity Shares pursuant to the Issue to the successful applicants   |
| Allottee (s)                                   | The successful applicant to whom the Equity Shares are being / have been issued   |
| Anchor Investor                                | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.  |
| Anchor Investor Allocation Price               | The price at which Equity Shares will be allocated to Anchor Investors during the Anchor Investor Bid/Issue Period in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager.  |
| Anchor Investor Application Form               | Form used by an Anchor Investor to 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 Bidding Date                   | The day, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investor, and allocation to Anchor Investors shall be completed.  |
| Anchor Investor Issue Price                    | The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the Book Running Lead Manager.   |
| Anchor Investor Pay-in Date                    | With respect to Anchor Investor(s), the Anchor Investor Bid/Issue Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Issue Price, not later than two Working Days after the Bid/ Issue Closing Date  |
| Anchor Investor Portion                        | Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the Book Running Lead Manager, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out 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 accordance with the SEBI ICDR Regulations. |
| Basis of Allotment                             | The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in paragraph titled ' <i>Basis of allotment</i> ' under chapter titled " <i>Issue Procedure</i> " starting from page no. 211 of this Draft Red Herring Prospectus.  |
| Bid  | An indication to make an Issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term " <i>Bidding</i> " shall be construed accordingly.   |

| <b>Terms</b>                           | <b>Description</b>   |
|--|--|
| Bid Lot                                | [●] Equity Shares and in multiples of [●] Equity Shares thereafter   |
| Bid/Issue Closing Date                 | <p>The date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), [●] and editions of Gujarat/Surat (a widely circulated Regional language daily newspaper) (Gujarati being the regional language of Gujarat/Surat, where our Registered Office is located).</p> <p>Our Company in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.</p> |
| Bid/Issue Opening Date                 | The date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●] (a widely circulated English national daily newspaper), [●] and editions of [●] (a widely circulated Hindi national daily newspaper), [●] and editions of Gujarat/Surat (a widely circulated Regional language daily newspaper) (Gujarati being the regional language of Gujarat/Surat, where our Registered Office is located).  |
| Bid/ Issue Period                      | <p>The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders.</p> <p>Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days</p>   |
| Bidder/ Investor                       | Any prospective investor who makes a bid for Equity Shares in terms of Red Herring Prospectus.   |
| Bidding Centres                        | Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch 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 Amount                             | The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Red Herring Prospectus.  |
| Bid cum Application Form               | The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Red Herring Prospectus.  |
| Book Building Process                  | Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made  |
| BRLM / Book Running Lead Manager       | Book Running Lead Manager to the Issue, in this case being Beeline Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.   |
| Bankers to the Issue and Refund Banker | [●]  |
| Bidding Centres                        | Centres at which the Designated Intermediaries shall accept the Application Forms  |

| <b>Terms</b>                               | <b>Description</b>  |
|--|---|
|  | i.e. Designated SCSB Branch 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.  |
| Broker Centers                             | Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange  |
| CAN or Confirmation of Allocation Note     | The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange  |
| Cap Price                                  | The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price will not be finalised and above which no Bids will be accepted  |
| Client Id                                  | Client Identification Number maintained with one of the Depositories in relation to demat account.  |
| Collecting Depository Participants or CDPs | 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.  |
| Controlling Branches of the SCSBs          | Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.   |
| Depository                                 | A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.   |
| Demographic Details                        | The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details.   |
| Designated Date                            | The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue. |
| Designated SCSB Branches                   | Such branches of the SCSBs which shall collect the ASBA Bid cum Application Form from the ASBA bidder and a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/</a> Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time  |
| Designated CDP Locations                   | Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants.<br><br>The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a> .      |
| Designated RTA Locations                   | Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a> .   |
| Designated Intermediaries/Collecting Agent | The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.  |
| Depository Participant                     | A Depository Participant as defined under the Depositories Act, 1996  |
| Designated Stock Exchange                  | SME Platform of BSE Limited (“BSE SME”)   |
| DP ID                                      | Depository Participant’s Identity Number  |
| Draft Red Herring Prospectus               | Draft Red Herring prospectus dated July 20, 2024, issued in accordance with Section 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations.  |
| Engagement Letter                          | The Engagement letter dated May 30, 2024 executed between Issuer and BRLM.  |
| Eligible NRI                               | NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.   |

| Terms   | Description  |
|---|--|
| Electronic Transfer of Funds  | Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.  |
| Eligible QFIs   | QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.  |
| Escrow Account  | Accounts opened with the Banker to the Issue   |
| First/ Sole bidder  | The bidder whose name appears first in the Bid cum Application Form or Revision Form.  |
| Floor Price   | The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price will be finalised and below which no Bids will be accepted   |
| Foreign Venture Capital Investors                                     | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000   |
| FPI / Foreign Portfolio Investor                                      | A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended |
| Fresh Issue   | The Fresh Issue of upto 3080000 Equity Shares aggregating up to ₹ [●] Lakhs.   |
| Fugitive Economic Offender  | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018   |
| Fraudulent Borrower   | Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations  |
| General Information Document (GID)                                    | The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.                     |
| GIR Number  | General Index Registry Number  |
| IPO/ Issue/ Issue Size/ Public Issue                                  | Initial Public Offering  |
| Issue document  | Includes Red Herring Prospectus and Prospectus to be filed with Registrar of Companies.  |
| Issue Period  | The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their Bidding application  |
| Issue Proceeds  | Proceeds to be raised by our Company through this Fresh Issue, for further details please refer chapter titled “Objects of the Issue” on page 72 of this Draft Red Herring Prospectus  |
| Issue/ Issue Size/ Initial Public Issue/ Initial Public Offering/ IPO | The initial public offering of upto 3080000 Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] Lakhs comprising the Fresh Issue.   |
| Issue Price   | The price at which the Equity Shares are being issued by our Company through this Draft Red Herring Prospectus, being ₹ [●] /- (including share premium of ₹ [●] /- per Equity Share).   |
| Listing Agreement   | The Equity Listing Agreement to be signed between our Company and the BSE Limited.   |
| Market Making Agreement   | The Market Making Agreement dated July 18, 2024 between our Company, Book Running Lead Manager and Market Maker.   |
| Market Maker  | The Market Maker to the Issue, in this case being Spread X Securities Private Limited.   |
| Market Maker Reservation  | The reserved portion of [●] Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each   |

| <b>Terms</b>                          | <b>Description</b>   |
|---------------------------------------|--|
| Portion                               | aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Issue.   |
| Mutual Funds                          | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.  |
| Net Issue                             | The Issue excluding the Market Maker Reservation Portion of [●] Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.   |
| Net Proceeds                          | The proceeds from the Fresh Issue less the Issue related expenses applicable to the Fresh Issue.   |
| NPCI                                  | NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).  |
| Offer Document                        | Offer Document includes Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus.  |
| Person/Persons                        | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.  |
| Price Band                            | <p>Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price.</p> <p>The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the BRLM, and will be advertised in all editions of the English National Daily newspaper [●], all editions of the Hindi National Daily newspaper [●], and Ahmedabad edition of Regional language daily newspaper [●] (Gujarati being the regional language of Gujarat/Surat, where our Registered Office is located) at least two Working Days prior to the Bid/Issue 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 website.</p> |
| Prospectus                            | The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.  |
| Public Issue Account                  | Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA bidder, on the Designated Date.  |
| Public Issue Account Agreement        | Agreement to be entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.   |
| Qualified Institutional Buyers / QIBs | The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.  |
| Red Herring Prospectus / RHP          | The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto   |
| Refund Account                        | Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.   |
| Refund Bank(s) / Refund Banker(s)     | Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].  |
| Registrar / Registrar to the Issue    | Registrar to the Issue being Skyline Financial Services Private Limited.   |
| Regulations                           | Unless the context specifies something else, this means the SEBI (Issue of Capital   |



| Terms                                 | Description  |
|---------------------------------------|--|
|                                       | and Disclosure Requirements) Regulations, 2018.  |
| Retail Individual Investors / (RII)   | Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹ 2,00,000.  |
| Registered Broker                     | Individuals or companies registered with SEBI as “Trading Members” (except Syndicate/ Sub-Syndicate Members) who hold valid membership of Stock Exchanges having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on <a href="https://www.bseindia.com/members/MembershipDirectory.aspx">https://www.bseindia.com/members/MembershipDirectory.aspx</a> |
| Reserved Category/ Categories         | Categories of persons eligible for making bid under reservation portion.   |
| Reservation Portion                   | The portion of the Issue reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018   |
| Revision Form                         | The form used by the bidders to modify the quantity of Equity Shares or the bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)  |
| SCSB                                  | A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and Issues the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>   |
| SME Platform of BSE                   | The SME Platform of BSE for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as SME Exchange by BSE Limited on September 27, 2011.  |
| Sponsor Bank                          | The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.  |
| Sub-Syndicate Members                 | The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms   |
| Syndicate Agreement                   | Agreement to be entered into among our Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.  |
| Syndicate Members                     | Intermediaries (other than Book Running Lead Manager) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Issue and carry out activities as an underwriter.  |
| Syndicate or members of the Syndicate | Together, the Book Running Lead Manager and the Syndicate Members  |
| Transaction Registration Slip/ TRS    | The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.   |
| Underwriter                           | The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI(ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.   |
| Underwriting Agreement                | The Agreement entered into between the Underwriter and our Company dated July 18, 2024.  |
| UPI                                   | Unified payment Interface, which is an instant payment mechanism, developed by NPCI.   |
| UPI Bidders                           | Collectively, individual Bidders applying as Retail Individual Bidders in the Retail Portion, and individual Bidders applying as Non-Institutional Bidders with a Bid Amount of up to ₹ 500,000 in the Non-Institutional Portion by using the UPI Mechanism.   |
| UPI Circular                          | The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI   |

| Terms               | Description  |
|---------------------|--|
|                     | Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.   |
| UPI ID              | ID created on UPI for single-window mobile payment system developed by the NPCI.   |
| UPI Mandate Request | A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.   |
| UPI Mechanism       | The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.   |
| UPI PIN             | Password to authenticate UPI transactions.   |
| WACA                | Weighted Average Cost of Acquisition   |
| Willful Defaulter   | Willful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.  |
| Working Days        | In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Draft Red Herring Prospectus are open for business: -<br><br>However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Prospectus are open for business.<br><br>In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI. |

#### TECHNICAL AND INDUSTRY RELATED TERMS

| Term  | Description                                |
|-------|--|
| AI    | Artificial Intelligence                    |
| AWS   | Amazon Web Services                        |
| B2B   | Business to Business                       |
| B2C   | Business to Consumer                       |
| BEA   | Bureau of Economic Analysis                |
| BPM   | Business Process Management                |
| BPO   | Business Process Outsourcing               |
| DC    | Digital Cloud                              |
| F.Y.  | Financial Year                             |
| FDI   | Foreign Direct Investment                  |
| FPI   | Foreign Portfolio Investment               |
| GDP   | Gross Domestic Product                     |
| GST   | Goods and Services Tax                     |
| GST   | Goods and Services Tax                     |
| HR    | Human Resources                            |
| HSBC  | Hong Kong and Shanghai Banking Corporation |
| HTTPS | Hypertext transfer protocol secure         |

| <b>Term</b> | <b>Description</b>                                     |
|-------------|--|
| IMF         | International Monetary Fund                            |
| IT          | Information Technology                                 |
| ITeS        | Information Technology Enabled Services                |
| JS          | Java Script  |
| MPC         | Marginal Propensity to Consume                         |
| NASSCOM     | National Association of Software and Service Companies |
| NODE        | Network Open Distributed Environment                   |
| NRIS        | Non-Resident Indians                                   |
| PHP         | Hypertext Preprocessor                                 |
| PMI         | Purchasing Managers' Index                             |
| QA          | Quality Assurance                                      |
| R&D         | Research and Development                               |
| RBI         | Reserve Bank of India                                  |
| SAARC       | South Asian Association for Regional Cooperation       |
| SaaS        | Software as a Service                                  |
| SNMP        | Simple Network Management Protocol                     |
| SOP         | Standard Operating Procedure                           |
| U.S.        | United States  |
| UI          | User Interface   |
| USD         | United States dollar                                   |
| UX          | User Experience  |
| VPN         | Virtual Private Network                                |
| WEO         | World Economic Outlook                                 |
| WFH         | Work from home   |
| YoY         | Year on Year   |

#### **CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS**

| <b>Term</b>               | <b>Description</b>   |
|---------------------------|--|
| ₹ or Rs. or Rupees or INR | Indian Rupees, the official currency of the Republic of India.   |
| A/c                       | Account  |
| Act or Companies Act      | Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time   |
| AGM                       | Annual General Meeting   |
| AO                        | Assessing Officer  |
| ASBA                      | Application Supported by Blocked Amount  |
| AS                        | Accounting Standards issued by the Institute of Chartered Accountants of India   |
| AY                        | Assessment Year  |
| BG                        | Bank Guarantee   |
| CAGR                      | Compounded Annual Growth Rate  |
| CAN                       | Confirmation Allocation Note   |
| CDSL                      | Central Depository Services (India) Limited  |
| CFSS                      | Companies Fresh Start Scheme under Companies Act, 2013   |
| CIN                       | Corporate Identity Number  |
| CIT                       | Commissioner of Income Tax   |
| CRR                       | Cash Reserve Ratio   |
| Depositories              | NSDL and CDSL  |
| Depositories Act          | The Depositories Act, 1996 as amended from time to time  |
| Depository                | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time |

| <b>Term</b>                     | <b>Description</b>   |
|---------------------------------|--|
| ₹ or Rs. or Rupees or INR       | Indian Rupees, the official currency of the Republic of India.   |
| DIN                             | Director identification number   |
| DP/ Depository Participant      | A Depository Participant as defined under the Depositories Act, 1996.  |
| DP ID                           | Depository Participant's Identification  |
| EBIDTA                          | Earnings Before Interest, Depreciation, Tax and Amortization   |
| ECS                             | Electronic Clearing System   |
| EMDE                            | Emerging Market and Developing Economy   |
| EoGM                            | Extra-ordinary General Meeting   |
| EPS                             | Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year                                    |
| Financial Year/ Fiscal Year/ FY | The period of twelve months ended March 31 of that particular year   |
| FDI                             | Foreign Direct Investment  |
| FDR                             | Fixed Deposit Receipt  |
| FEMA                            | Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time  |
| FEMA Regulations                | Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended   |
| FII                             | Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India |
| FII Regulations                 | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended   |
| FIs                             | Financial Institutions   |
| FIPB                            | Foreign Investment Promotion Board   |
| FVCI                            | Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time                  |
| GDP                             | Gross Domestic Product   |
| GIR Number                      | General Index Registry Number  |
| Gov/ Government/GoI             | Government of India  |
| HUF                             | Hindu Undivided Family   |
| IFRS                            | International Financial Reporting Standard   |
| ICSI                            | Institute of Company Secretaries of India  |
| ICAI                            | Institute of Chartered Accountants of India  |
| Indian GAAP                     | Generally Accepted Accounting Principles in India  |
| I.T. Act                        | Income Tax Act, 1961, as amended from time to time   |
| ITAT                            | Income Tax Appellate Tribunal  |
| INR/ Rs./ Rupees / ₹            | Indian Rupees, the legal currency of the Republic of India   |
| LIC                             | Low-Income Country   |
| Ltd.                            | Limited  |
| Pvt. Ltd.                       | Private Limited  |
| MCA                             | Ministry of Corporate Affairs  |
| Merchant Banker                 | Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended  |
| MOF                             | Ministry of Finance, Government of India   |
| MOU                             | Memorandum of Understanding  |
| NA                              | Not Applicable   |
| NAV                             | Net Asset Value  |
| NEFT                            | National Electronic Fund Transfer  |

| <b>Term</b>   | <b>Description</b>   |
|---|--|
| ₹ or Rs. or Rupees or INR                                   | Indian Rupees, the official currency of the Republic of India.   |
| NOC   | No Objection Certificate   |
| NR/ Non-Residents   | Non-Resident   |
| NRE Account   | Non-Resident External Account  |
| NRI   | Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations  |
| NRO Account   | Non-Resident Ordinary Account  |
| NSDL  | National Securities Depository Limited   |
| NTA   | Net Tangible Assets  |
| p.a.  | Per annum  |
| P/E Ratio   | Price/ Earnings Ratio  |
| PAN   | Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time   |
| PAT   | Profit After Tax   |
| PBT   | Profit Before Tax  |
| PIO   | Person of Indian Origin  |
| PLR   | Prime Lending Rate   |
| R & D   | Research and Development   |
| RBI   | Reserve Bank of India  |
| RBI Act   | Reserve Bank of India Act, 1934, as amended from time to time  |
| RoE   | Return on equity   |
| RoCE  | Return on Capital Employed   |
| RoNW  | Return on Net Worth  |
| RTGS  | Real Time Gross Settlement   |
| SAT   | Securities Appellate Tribunal  |
| SCRA  | Securities Contracts (Regulation) Act, 1956, as amended from time to time  |
| SCRR  | Securities Contracts (Regulation) Rules, 1957, as amended from time to Time  |
| SCSBs   | Self-Certified Syndicate Banks   |
| SEBI  | The Securities and Exchange Board of India constituted under the SEBI Act, 1992  |
| SEBI Act  | Securities and Exchange Board of India Act 1992, as amended from time to time  |
| SEBI Insider Trading Regulations                            | SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time  |
| SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR | Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time  |
| SEBI Takeover Regulations                                   | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time   |
| SEBI Rules and Regulations                                  | SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time |
| Sec.  | Section  |
| Securities Act  | The U.S. Securities Act of 1933, as amended  |
| S&P BSE SENSEX  | S&P Bombay Stock Exchange Sensitive Index  |
| SICA  | Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time   |
| SME   | Small and Medium Enterprises   |
| Stamp Act   | The Indian Stamp Act, 1899, as amended from time to time   |
| State Government  | The Government of a State of India   |
| Stock Exchanges   | Unless the context requires otherwise, refers to, the BSE  |

| <b>Term</b>               | <b>Description</b>  |
|---------------------------|---|
| ₹ or Rs. or Rupees or INR | Indian Rupees, the official currency of the Republic of India.  |
| STT                       | Securities Transaction Tax  |
| TDS                       | Tax Deducted at Source  |
| TIN                       | Tax payer Identification Number   |
| TRS                       | Transaction Registration Slip   |
| UIN                       | Unique Identification Number  |
| U.S. GAAP                 | Generally accepted accounting principles in the United States of America  |
| VCFs                      | <p>Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations.</p> <p>In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.</p> |



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## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references to “India” in this Draft Red Herring Prospectus are to the Republic of India and its territories and possession 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 in the Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Our Company”, “the Company”, “IDENTIXWEB” and “IWL” and, unless the context otherwise indicates or implies, refers to Identixweb Limited. In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus. Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in IST.

### Use of Financial Data

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and in Lakh. Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our financial statements prepared and Restated Financial Statements, for the financial years ended March 31, 2024, 2023, 2022 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Restated Financial Information of our Company*” beginning on page 165 of this Draft Red Herring Prospectus. Our financial year commences on April 1 of every year and ends on March 31<sup>st</sup> of every next year.

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

Any percentage amounts, as set forth in “*Risk Factors*”, “*Business Overview*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Restated Financial Information prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “*Restated Financial Information*” beginning on page 165 of this Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Draft Red Herring Prospectus. In the section titled “*Description of Equity Shares and Terms of the Articles of Association*”, on page 240 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### Currency and Units of Presentation

All references to:

“Rupees” or “INR” or “Rs.” Or “₹” are to Indian Rupee, the official currency of the Republic of India; and “USD” or “US\$” are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “Lakhs” units. One Lakh represents 1,00,000. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

### Use of Industry & Market Data

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

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

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. The data used in these sources may have been reclassified by us for the purposes of presentation. 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 chapter titled "*Risk Factors*" beginning from page 28.

In accordance with the SEBI (ICDR) Regulations, the section titled "*Basis for Issue Price*" on page 89 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

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## FORWARD – LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. We have included statements in the Draft Red Herring Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

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

1. Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations.
2. Destruction in our service process.
3. Our ability to successfully implement our strategy, our growth and expansion, technological changes.
4. Failure to attract, retain and manage the transition of our management team and other skilled & unskilled employees;
5. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
6. Ability to respond to technological changes;
7. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
8. Inability to successfully obtain registrations in a timely manner or at all;
9. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
10. Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations;
11. Recession in the market;
12. Changes in laws and regulations relating to the industries in which we operate;
13. Effect of lack of infrastructure facilities on our business;
14. Our ability to successfully implement our growth strategy and expansion plans;
15. Our ability to meet our capital expenditure requirements;
16. Our ability to attract, retain and manage qualified personnel;
17. Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
18. Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
19. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
20. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
21. Conflicts of interest with affiliated companies, the promoter group and other related parties;
22. The performance of the financial markets in India and globally;
23. Any adverse outcome in the legal proceedings in which we are involved;

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24. Our ability to expand our geographical area of operation;

25. Concentration of ownership among our Promoters.

For further discussion of factors that could cause our actual results to differ, see the Section titled “*Risk Factors*”; “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on page 28, 111 and 167 respectively of the Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Neither our Company, our Directors, our Officers, Book Running Lead Manager and Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company, and the Book running Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

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## SECTION II - SUMMARY OF DRAFT RED HERRING PROSPECTUS

*This section is a general summary of the terms of the Issue, certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport 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 the sections titled “Risk Factors”, “Industry Overview”, “Business Overview”, “Capital Structure”, “The Issue”, “Restated Financial Information”, “Objects of the Issue” “Our Promoters and Promoter Group”, “Management’s Discussions and Analysis of Financial Position and Results of Operations”, “Outstanding Litigation and Material Developments” and “Issue Procedure” on pages 28, 101, 101, 55, 43, 165, 72, 159, 167, 178 and 178, respectively.*

### SUMMARY OF PRIMARY BUSINESS OF THE COMPANY

Incorporated in 2017, Our company, as an IT firm, is involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development. The primary goal of our company is to deliver applications online, eliminating the need for installation and maintenance. This approach simplifies software management. Our products include more than 10 Shopify applications that are conversion-optimized and tailored made to meet customer needs. We provide our products and services worldwide across a wide range of sectors.

Our company leverages the extensive experience of our promoters, Mr. Priyankkumar Jivarajbhai Savani and Mr. Ankur Jagdishbhai Lakhani. The Promoters, who has been with us since 2019, collectively bring over 13 years of expertise in Shopify application development. The significant contributions from our Board of Directors, Key Managerial Personnel, and Senior Management team have also played a crucial role in our company's growth.

Our company specializes in Shopify application development, which focuses on creating applications that enhance the functionality and performance of Shopify stores. These applications can range from tools that improve store management and customer engagement to features that optimize sales and streamline operations. Shopify is a leading e-commerce platform that powers over a million businesses worldwide. Its flexibility and scalability make it an ideal choice for businesses of all sizes. However, to truly maximize the potential of a Shopify store, merchants often need custom applications that cater to their specific needs. Our extensive experience and deep understanding of the Shopify platform enable us to deliver top-tier Shopify solutions. We are committed to ensure that all our services are executed with the highest level of precision and customer satisfaction. Our dedication to excellence has earned us a reputation for delivering innovative, reliable, and efficient Shopify solutions that help merchants achieve their business goals.

For further details kindly refer to chapter titled “Business Overview” beginning on page 101 of this Draft Red Herring Prospectus.

### SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

Our Company is involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development

For further details kindly refer to chapter titled “Industry Overview” beginning on page 101 of this Draft Red Herring Prospectus.

### NAME OF PROMOTERS

Promoters of Our Company are Mr. Priyankkumar Jivarajbhai Savani, Mr. Ankur Jagdishbhai Lakhani & Mrs. Hiral Ankurbhai Lakhani. For detailed information on our Promoters and Promoter’s Group, please refer to the chapter titled “Our Promoters and Promoter’s Group” beginning from page 159 of this Draft Red Herring Prospectus.

### SIZE OF THE ISSUE

Our company is proposing an Initial Public Issue of Upto 3080000 equity shares of face value of ₹ 10/- each of Identixweb Limited (“Identixweb” or the “company” or the “issuer”) for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the “issue price”) aggregating to ₹ [●] lakhs (“the issue”), of which [●] equity shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs will be reserved for subscription by Market Maker to the issue (the “Market Maker Reservation Portion”). The issue less the market maker reservation portion i.e. Net Issue of [●] equity shares of face value of ₹ 10/- each at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs is herein after referred to as the “net issue”. The issue and the net issue will

constitute Upto 29.50% and [●], respectively, of the post issue paid up equity share capital of our company. The face value of the equity shares is ₹ 10/- each.

For further details kindly refer to chapters titled “The Issue” and “Terms of the Issue” beginning on page 43 and 201 of this Draft Red Herring Prospectus.

## OBJECT OF THE ISSUE

(₹ in Lakhs)

| Particulars  | Total Estimated Amount* |
|--|-------------------------|
| Investment in marketing to support organization’s growth plans in India or Outside India             | 250.00                  |
| Investment into market research and product development through Talent Hiring for the issuer company | 420.00                  |
| Investment in our Subsidiary for Product Development through Talent Hiring                           | 415.80                  |
| General Corporate Purposes   | [●]                     |
| Public Issue Expenses  | [●]                     |
| <b>Issue Proceeds</b>  | <b>[●]</b>              |

\*To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

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

## UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

(₹ in Lakhs)

| Sr. No.                   | Particulars  | Amount (₹ in Lakhs) | % of Gross Issue Proceeds |
|---------------------------|--|---------------------|---------------------------|
| 1.                        | Investment in marketing to support organization’s growth plans in India or Outside India             | 250.00              | [●]                       |
| 2.                        | Investment into market research and product development through Talent Hiring for the issuer company | 420.00              | [●]                       |
| 3.                        | Investment in our Subsidiary for Product Development through Talent Hiring                           | 415.80              | [●]                       |
| 4.                        | General Corporate Purposes^  | [●]                 | [●]                       |
| <b>Net Issue Proceeds</b> |  | <b>[●]</b>          | <b>[●]</b>                |

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

## AGGREGATE PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTER’S GROUP

The aggregate pre-Issue shareholding of our Promoters and the members of the Promoter Group as a percentage of the pre-Issue paid-up Equity Share capital of our Company is set out below:

| Sr. No.               | Name of shareholders          | Pre-issue            |                           |
|-----------------------|-------------------------------|----------------------|---------------------------|
|                       |                               | No. of equity shares | As a % of Issued Capital* |
| <b>Promoters</b>      |                               |                      |                           |
| 1                     | Ankur Jagdishbhai Lakhani     | 3230000              | 43.88                     |
| 2                     | Priyankumar Jivrajbhai Savani | 3230000              | 43.88                     |
| 3                     | Hiralben Ankurbhai Lakhani    | 9025                 | 0.12                      |
| <b>Total - A</b>      |                               | <b>6469025</b>       | <b>87.887</b>             |
| <b>Promoter Group</b> |                               |                      |                           |
| 1                     | Jivrajbhai Dhanjibhai Savani  | 7980                 | 0.11                      |
| 2                     | Hansaben Jivrajbhai Savani    | 7980                 | 0.11                      |
| 3                     | Jagdishbhai Hirabhai Lakhani  | 7980                 | 0.11                      |



| Sr. No.   | Name of shareholders               | Pre-issue            |                           |
|---|------------------------------------|----------------------|---------------------------|
|   |                                    | No. of equity shares | As a % of Issued Capital* |
| 4   | Nikunjibhai Jivrajbhai Savani      | 10070                | 0.14                      |
| 5   | Dipali Priyankkumar Savani         | 9975                 | 0.14                      |
| 6   | Jalpaben Pareshbhai Lakhani        | 7980                 | 0.11                      |
| 7   | Nilam Nikunjibhai Savani           | 5985                 | 0.08                      |
| 8   | Pareshbhai Jagdishbhai Lakhani     | 10070                | 0.14                      |
| 9   | Jivrajbhai Dhanjibhai Savani HUF   | 5985                 | 0.08                      |
| 10  | Jagdishbhai Hirabhai Lakhani HUF   | 5985                 | 0.08                      |
| 11  | Ankur Jagdishbhai Lakhani HUF      | 7980                 | 0.11                      |
| 12  | Nikunjibhai Jivrajbhai Savani HUF  | 5985                 | 0.08                      |
| 13  | Pareshbhai Jagdishbhai Lakhani HUF | 5985                 | 0.08                      |
| 14  | Priyankkumar Jivrajbhai Savani HUF | 7980                 | 0.11                      |
| <b>Total-B</b>                                    |                                    | <b>107920</b>        | <b>1.487</b>              |
| <b>Total Promoters and Promoters' Group (A+B)</b> |                                    | <b>6576945</b>       | <b>89.34</b>              |

#### FINANCIAL DETAILS

Based on Restated Standalone Financial Statements for the for the year ended as on March 31, 2024, 2023 and 2022

(₹ in Lakhs except stated otherwise)

| Particulars   | For the Year ended on |                |                |
|---|-----------------------|----------------|----------------|
|   | March 31, 2024        | March 31, 2023 | March 31, 2022 |
| Share Capital   | 736.16                | 7.15           | 1.00           |
| Net worth   | 1036.45               | 469.59         | 84.82          |
| Total Income <sup>(1)</sup>   | 659.70                | 626.57         | 607.75         |
| Restated Standalone Profit/(Loss) After Tax   | 283.90                | 137.67         | 75.30          |
| Earnings per share of face value of ₹ 10 each attributable to equity holders (Post Bonus) |                       |                |                |
| Basic (In ₹)  | 3.86                  | 2.20           | 7.93           |
| Diluted (In ₹)  | 3.86                  | 2.20           | 7.93           |
| Restated net asset value per Equity Share (Basic) (Post Bonus) (In ₹)                     | 14.08                 | 7.50           | 8.93           |
| Restated net asset value per Equity Share (Diluted) (Post Bonus) (In ₹)                   | 14.08                 | 7.50           | 8.93           |
| Total Borrowings  | -                     | 50.00          | 15.44          |

Notes:

(1) Total income includes revenue from operations and other income.

For further details, see "Summary of Financial Information", "Other Financial Information" and "Basis for the Issue Price" on pages 45, 166 and 89.

Based on Restated Consolidated Financial Statements for the for the year ended as on March 31, 2024 and 2023

(₹ in Lakhs except stated otherwise)

| Particulars   | For the Year ended on |                |
|---------------|-----------------------|----------------|
|               | March 31, 2024        | March 31, 2023 |
| Share Capital | 736.16                | 7.15           |
| Net worth     | 1030.09               | 467.36         |

| Particulars   | For the Year ended on |                |
|---|-----------------------|----------------|
|   | March 31, 2024        | March 31, 2023 |
| Total Income <sup>(1)</sup>   | 666.25                | 626.57         |
| Restated Consolidated Profit/(Loss) After Tax   | 276.77                | 134.67         |
| Earnings per share of face value of ₹ 10 each attributable to equity holders (Post Bonus) |                       |                |
| Basic (In ₹)  | 3.76                  | 2.14           |
| Diluted (In ₹)  | 3.76                  | 2.14           |
| Restated net asset value per Equity Share (Basic) (Post Bonus) (In ₹)                     | 13.99                 | 7.45           |
| Restated net asset value per Equity Share (Diluted) (Post Bonus) (In ₹)                   | 13.99                 | 7.45           |
| Total Borrowings  | 10.93                 | 50.00          |

Notes:

(2) Total income includes revenue from operations and other income.

For further details, see “Summary of Financial Information”, “Other Financial Information” and “Basis for the Issue Price” on pages 45, 166 and 89.

#### QUALIFICATIONS OF THE STATUTORY AUDITOR WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

There is no Auditor qualification which have not been given effect to in the Restated Consolidated Financial Statements.

#### SUMMARY OF OUTSTANDING LITIGATIONS

There are no pending Litigation against our Company, our Group Companies, our Promoters or Directors of the company except mentioned below:

| Name of Entity        | Criminal Proceedings | Tax Proceedings | Statutory or Regulatory Proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material Civil Litigations | Aggregate amount involved (Rs in Lakhs) |
|-----------------------|----------------------|-----------------|-------------------------------------|---|----------------------------|---|
| <b>Company</b>        |                      |                 |                                     |   |                            |   |
| By the Company        | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| Against the Company   | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| <b>Directors</b>      |                      |                 |                                     |   | NA                         | NA                                      |
| By our Directors      | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| Against the Directors | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| <b>Promoters*</b>     |                      |                 |                                     |   | NA                         | NA                                      |
| By Promoters          | NA                   | NA              | NA                                  | NA  | 1                          | unascertained                           |
| Against Promoters     | NA                   | 2               | NA                                  | NA  | NA                         | 4.27                                    |
| <b>Subsidiaries</b>   |                      |                 |                                     |   | NA                         | NA                                      |
| By Subsidiaries       | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| Against Subsidiaries  | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |

| Name of Entity          | Criminal Proceedings | Tax Proceedings | Statutory or Regulatory Proceedings | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material Civil Litigations | Aggregate amount involved (Rs in Lakhs) |
|-------------------------|----------------------|-----------------|-------------------------------------|---|----------------------------|---|
| <b>Group Companies</b>  |                      |                 |                                     |   |                            |   |
| By Group Companies      | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |
| Against Group Companies | NA                   | NA              | NA                                  | NA  | NA                         | NA                                      |

**Brief details of top 5 Criminal Case against our Promoters:**

| Sr. No. | Particulars | Litigation filed by | Current status | Amount involved |
|---------|-------------|---------------------|----------------|-----------------|
| 1       | NA          | NA                  | NA             | NA              |

**RISK FACTORS**

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Offer Document, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Issue Document could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Issue Document may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. Specific attention of the investors is invited to the section titled “*Risk Factors*” beginning on page 28 of this Draft Red Herring Prospectus.

**SUMMARY OF CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS**

There are no contingent liabilities and capital commitments of our company as on March 31, 2024 of the company.

For further details of the contingent liabilities of our Company as on March 31, 2024, please refer Note-29 in the chapter titled “*Restated Financial Information*” beginning from page 165.

**FINANCING ARRANGEMENTS**

There have been no financing arrangements whereby our Promoters, members of the Promoter Group or our Directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the financing entity) during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

**WEIGHTED AVERAGE COST OF ACQUISITION BY OUR PROMOTERS**

**Average cost of acquisition of Equity Shares held by our Promoters:**

| Sr. No. | Name of Promoters                  | No. of Equity Shares held | Average Cost of Acquisition per equity share (in ₹) |
|---------|------------------------------------|---------------------------|---|
| 1.      | Mr. Priyankkumar Jivrajbhai Savani | 3230000                   | 1.25  |
| 2.      | Mr. Ankur Jagdishbhai Lakhani      | 3230000                   | 1.25  |
| 3.      | Mrs. Hiral Ankurbhai Lakhani       | 9025                      | 49.92   |

**Weighted average price at which the Equity Shares were acquired by our Promoters in the one year preceding the date of this Draft Red Herring Prospectus**

| Sr. No. | Name of Promoters                  | No. of Equity Shares held | Average Cost of Acquisition per equity share (in ₹) |
|---------|------------------------------------|---------------------------|---|
| 1.      | Mr. Priyankkumar Jivrajbhai Savani | 3196000                   | Nil   |
| 2.      | Mr. Ankur Jagdishbhai Lakhani      | 3196000                   | Nil   |
| 3.      | Mrs. Hiral Ankurbhai Lakhani       | 9025                      | 49.92   |

#### **PRE-IPO PLACEMENT**

Our Company does not contemplate any fresh issuance of Equity Shares as a pre-IPO placement, from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

#### **ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR**

Except Bonus issue made on February 16, 2024, our Company has not issued any Equity Shares for consideration other than cash. For further details of the same, please refer to chapter titled “*Capital Structure*” beginning from page 55.

#### **SPLIT / CONSOLIDATION**

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

#### **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS**

Our Company has not applied for an exemption from complying with any provisions of securities laws by SEBI, as on the date of this Draft Red Herring Prospectus.

## RELATED PARTY TRANSACTION

### Name of Related Parties

| Nature of related parties            | Description of relationship |
|--------------------------------------|-----------------------------|
| Munim ERP Private Limited            | Subsidiary company          |
| Identixweb LLC                       | Subsidiary company          |
| Priyank Savani                       | Key managerial personnel    |
| Ankur Lakhani                        | Key managerial personnel    |
| Hiral Lakhani                        | Director                    |
| Dipali Savani                        | Relative of KMP             |
| Ankur Jagdishbhai Lakhani (HUF)      | HUF Of KMP                  |
| Priyankkumar Jivrajbhai Savani (HUF) | HUF Of KMP                  |
| Jivrajbhai Dhanjibhai Savani (HUF)   | HUF Of Relative of KMP      |
| Jagdishbhai Hirabhai Lakhani (HUF)   | HUF Of Relative of KMP      |
| Nikunjibhai Jivrajbhai Savani (HUF)  | HUF Of Relative of KMP      |
| Pareshbhai Jagdishbhai Lakhani (HUF) | HUF Of Relative of KMP      |
| Nikunjibhai Jivrajbhai Savani        | Relative of KMP             |
| Lakhani Pareshbhai Jagdishbhai       | Relative of KMP             |
| Jivrajbhai Dhanjibhai Savani         | Relative of KMP             |
| Savani Hansaben Jivrajbhai           | Relative of KMP             |
| Jagdishbhai Hirabhai Lakhani         | Relative of KMP             |
| Jalpaben Pareshbhai Lakhani          | Relative of KMP             |
| Savani Nilam Nikunjibhai             | Relative of KMP             |

### Related Party Transaction

(₹ in Lakhs)

| S.NO. | Particulars        | For the Financial year ending |           |           |
|-------|--------------------|-------------------------------|-----------|-----------|
|       |                    | 3/31/2024                     | 3/31/2023 | 3/31/2022 |
| A.    | <b>Loan taken</b>  |                               |           |           |
|       | Priyank Savani     | -                             | 46.00     |           |
|       | Ankur Lakhani      | -                             | 42.50     |           |
| B.    | <b>Loan Repaid</b> |                               |           |           |

| S.NO. | Particulars                             | For the Financial year ending |           |           |
|-------|---|-------------------------------|-----------|-----------|
|       |   | 3/31/2024                     | 3/31/2023 | 3/31/2022 |
|       | Priyank Savani                          | 20.00                         | 26.00     |           |
|       | Ankur Lakhani                           | 20.00                         | 22.50     |           |
| C.    | <b>Remuneration Paid</b>                |                               |           |           |
|       | Priyank Savani                          | 48.00                         | 48.00     | 51.00     |
|       | Ankur Lakhani                           | 48.00                         | 48.00     | 51.00     |
| D     | <b>Salary</b>                           |                               |           |           |
|       | Dipali Savani                           | 7.00                          | 7.20      | 2.00      |
|       | Hiral Lakhani                           | 3.60                          | 7.20      | -         |
| E     | <b>Technical Fees</b>                   |                               |           |           |
|       | Hiral Lakhani                           | 3.47                          | -         |           |
| F     | <b>Share Application Money Received</b> |                               |           |           |
|       | Ankur Jagdishbhai Lakhani (HUF)         | 3.98                          |           |           |
|       | Priyankkumar Jivrajbhai Savani (HUF)    | 3.98                          |           |           |
|       | Jivrajbhai Dhanjibhai Savani (HUF)      | 2.99                          |           |           |
|       | Jagdishbhai Hirabhai Lakhani (HUF)      | 2.99                          |           |           |
|       | Nikunjibhai Jivrajbhai Savani (HUF)     | 2.99                          |           |           |
|       | Pareshbhai Jagdishbhai Lakhani (HUF)    | 2.99                          |           |           |
|       | Nikunjibhai Jivrajbhai Savani           | 5.03                          |           |           |
|       | Lakhani Pareshbhai Jagdishbhai          | 5.03                          |           |           |
|       | Dipali Priyankkumar Savani              | 4.98                          |           |           |
|       | Hiralben Ankurbhai Lakhani              | 4.50                          |           |           |
|       | Jivrajbhai Dhanjibhai Savani            | 3.98                          |           |           |
|       | Savani Hansaben Jivrajbhai              | 3.98                          |           |           |
|       | Jagdishbhai Hirabhai Lakhani            | 3.98                          |           |           |
|       | Jalpaben Pareshbhai Lakhani             | 3.98                          |           |           |
|       | Savani Nilam Nikunjibhai                | 2.99                          |           |           |
| G     | <b>Issue of Bonus Shares</b>            |                               |           |           |
|       | Priyank Savani                          | 319.60                        |           |           |



| S.NO. | Particulars                          | For the Financial year ending |           |           |
|-------|--------------------------------------|-------------------------------|-----------|-----------|
|       |                                      | 3/31/2024                     | 3/31/2023 | 3/31/2022 |
|       | Ankur Lakhani                        | 319.60                        |           |           |
|       | Ankur Jagdishbhai Lakhani (HUF)      | 0.79                          |           |           |
|       | Priyankkumar Jivrajbhai Savani (HUF) | 0.79                          |           |           |
|       | Jivrajbhai Dhanjibhai Savani (HUF)   | 0.59                          |           |           |
|       | Jagdishbhai Hirabhai Lakhani (HUF)   | 0.59                          |           |           |
|       | Nikunjbhai Jivrajbhai Savani (HUF)   | 0.59                          |           |           |
|       | Pareshbhai Jagdishbhai Lakhani (HUF) | 0.59                          |           |           |
|       | Nikunjbhai Jivrajbhai Savani         | 1.00                          |           |           |
|       | Lakhani Pareshbhai Jagdishbhai       | 1.00                          |           |           |
|       | Dipali Priyankkumar Savani           | 0.99                          |           |           |
|       | Hiralben Ankurbhai Lakhani           | 0.89                          |           |           |
|       | Jivrajbhai Dhanjibhai Savani         | 0.79                          |           |           |
|       | Savani Hansaben Jivrajbhai           | 0.79                          |           |           |
|       | Jagdishbhai Hirabhai Lakhani         | 0.79                          |           |           |
|       | Jalpaben Pareshbhai Lakhani          | 0.79                          |           |           |
|       | Savani Nilam Nikunjbhai              | 0.59                          |           |           |
| H     | <b>Intercorporate Deposits</b>       |                               |           |           |
|       | Munim ERP Private Limited            | 212.94                        | 83.70     |           |
| I     | <b>Investment in Shares</b>          |                               |           |           |
|       | Munim ERP Private Limited            | 0.10                          | 0.40      |           |

### Outstanding Amount Receivables/Payables

(₹ in Lakhs)

| Particulars                 | For the Financial year ending |           |           |
|-----------------------------|-------------------------------|-----------|-----------|
|                             | 3/31/2024                     | 3/31/2023 | 3/31/2022 |
| <b>Loans (Liability)</b>    |                               |           |           |
| Priyank Savani              | -                             | 20.00     |           |
| Ankur Lakhani               | -                             | 20.00     |           |
| <b>Investment in shares</b> |                               |           |           |

| Particulars                        | For the Financial year ending |           |           |
|------------------------------------|-------------------------------|-----------|-----------|
|                                    | 3/31/2024                     | 3/31/2023 | 3/31/2022 |
| Munim ERP Private Limited          | 0.50                          | 0.40      |           |
| <b>Loans And Advances (Assets)</b> |                               |           |           |
| Munim ERP Private Limited          | 296.64                        | 83.70     |           |

### SECTION III - RISK FACTOR

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, "Business Overview", "The Issue", "Industry Overview", "Restated Financial Information", "Outstanding Litigation and Other Material Developments", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page no. 111, 43, 101, 165, 178, and 167 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial conditions and Red Herring Prospects.

This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Standalone Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.

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

1. Some risks may not be material individually but may be material when considered collectively.
2. Some risks may have material impact qualitatively instead of quantitatively.
3. Some risks may not be material at present but may have a material impact in the future.

#### INTERNAL RISK FACTORS:

1. **Majority of our revenues are generated from single customer Shopify Inc. Any adverse development affecting our operations in this region could have an adverse impact on our business, financial condition and results of operations.**

We derive 85.41 % of our revenue from single customer i.e., Shopify Inc. for the financial year ended March 31, 2024. Such customer concentration of our business heightens our exposure to adverse developments related to growth, as well as economic and demographic changes in relation to our customer which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience for other customers to retain and acquire new customers.

Revenue from operations generated from Shopify Inc. for the past three financial years based on the restated standalone financial information are provided below:

(₹ in lakhs, unless stated otherwise)

| Particulars                   | For the Financial Year ended |                |                |
|-------------------------------|------------------------------|----------------|----------------|
|                               | March 31, 2024               | March 31, 2023 | March 31, 2022 |
| Total Revenue from operations | 540.55                       | 399.14         | 304.34         |
| Revenue from Shopify Inc      | 632.90                       | 622.11         | 600.09         |
| % of Total Revenue            | 85.41%                       | 64.16%         | 50.72%         |

The concentration of our business in on single client is subjects us to various risks, including but not limited to:

- Financial Vulnerability;
- Limited Growth Opportunities;
- Reduced Negotiating Power; and

➤ Legal and Contractual Issues.

**2. Our Promoters and Directors are involved in certain legal proceedings and potential litigations. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties which may adversely affect our business, financial condition and results of operations.**

A summary of outstanding matters set out below includes details of civil proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation involving us, Directors and Promoters, as at the date of this Draft Red Herring Prospectus.

**Cases against or by our Directors and / or Promoters**

| <b>Nature of Cases</b>                   | <b>No of Outstanding Cases</b> | <b>Amount involved (In ₹ Lakhs)</b> |
|--|--------------------------------|-------------------------------------|
| <b>Criminal Complaints</b>               | --                             | --                                  |
| <b>Statutory/ Regulatory Authorities</b> | --                             | --                                  |
| <b>Taxation Matters</b>                  | 2                              | 4.27                                |
| <b>Other Litigation</b>                  | 1                              | unascertained                       |

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see “*Outstanding Litigations and Material Developments*” beginning on page 178 of this Draft Red Herring Prospectus.

**3. If we are unable maintain our growth successfully, our results of operations and financial condition may be adversely affected.**

Our revenue from operations on standalone basis has grown to Rs. 632.90 Lakhs in FY 2024 from Rs. 600.09 Lakhs in FY 2022. This growth has placed, and will continue to place, significant demands on our employees, operational and capital resources. While we intend to continue to expand our operations in other geographies, we may not be able to maintain this levels and may not be able to leverage our experience in our existing line of business in new markets. An inability to effectively manage our expanded operations or pursue our growth strategy may lead to operational and financial inefficiencies, which could have a material adverse effect on our business prospects, financial condition and results of operations.

Any investment, acquisition and new business initiative, could require our management to develop expertise in new areas, manage new business relationships and attract new types of customers, and divert their attention and resources, all of which could have a material impact on our ability to manage our existing business. These investments, acquisitions and new business initiatives may also expose us to risks associated with the integration of new business lines, operations and personnel, the diversion of resources from our existing business and technologies, the potential loss of, or harm to, relationships with employees and customers, as well as other unforeseen liabilities.

**4. If we do not successfully anticipate market needs or develop and introduce new solutions that meet users’ needs on a timely basis, we may not be able to compete effectively and our revenue, reputation, financial conditions, results of operations and cash flows may be adversely affected.**

We operate in a market defined by rapidly evolving technologies and business strategies, which compel users to adapt to increasingly complex IT infrastructures encompassing various software applications, operating systems, and network protocols. As these technologies and strategies become more intricate, our users are likely to encounter new and increasingly sophisticated risks and threats. While the market demands timely improvements from us to counter these emerging threats, developing such solutions can be both challenging and time-consuming. Delays in introducing new solutions, updates, enhancements, and features may occur. If we fail, or are perceived to fail, in swiftly meeting the changing needs of our users by delivering upgraded solutions promptly, our competitive position, reputation, and business prospects could be adversely affected.

**5. The process of product development is expensive, time-consuming, and uncertain.**

Our product development entails a costly, intricate, and time-consuming process, necessitating a prolonged period for the realization of the investment made. We primarily focus our investment and attention on product development and related opportunities. Investments in new technology and processes inherently involve uncertain outcomes, and the commercial success of our endeavors depends on various factors, including the level of innovation in the developed software products and services, as well as effective distribution and marketing strategies. The expenditure associated with these initiatives may

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negatively impact our operating results if not balanced by corresponding and timely increases in revenue. To maintain our competitive position in the market, we must continue allocating a significant number of resources to our research and development department. However, substantial revenues from new product and service investments may not materialize for several years, if at all. Additionally, the profitability of new software products and services is not guaranteed, and even if achieved, their operating margins may not align with those we have experienced for our existing or historical offerings. The termination of a product in development, in which we have invested significant resources, may negatively impact our prospects, and fail to yield any return on investment. Consequently, this could adversely affect on our business operations and financial conditions.

**6. *Undiscovered software design defects, errors, or failures may lead to a loss of or delay in the market acceptance of our products and services or give rise to liabilities that could significantly and adversely impact our business, financial health, and operational outcomes.***

We offer software development solutions that entail a high level of technological complexity and feature unique specifications, potentially containing design defects or software errors, including coding or configuration issues that may be challenging to identify and rectify. While our technical team diligently strives to prevent such errors, we cannot guarantee that, despite thorough testing by both us and our customers, new software product development solutions will be entirely free of errors. The discovery of bugs in our software could lead to litigation and other claims for damages against us, potentially causing significant adverse effect on our business operations and financial conditions.

**7. *There may be potential conflict of interests between our Company and promoter group entities or enterprises promoted by our Promoters or directors or in which our promoters / directors may be interested.***

Our Company is engaged in the business involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development. Some, of our Promoter group entities are engaged in the similar/same line of business promoted by our Promoters or directors or in which our promoters / directors may be interested. Further, we have not executed any Non-Compete Agreement with such Group Entity undertaking not to engage in businesses similar to that of our Company. Any failure to adhere to the may have an adverse effect on our business operations and financial conditions.

**8. *Any inability to license or incorporate software and technology rights held by third parties in our solutions may adversely impact our business, financial position, results of operations and cash flows***

Although the products and technologies are developed by our in-house team for and subsequently provided to our clients for which patent rights are held with third party/clients. Any inability to license or incorporate such product software and technology rights which are held by third parties/clients, our company may not be able to license or otherwise obtain rights to use and incorporate third party intellectual property in our services, such license or rights may only be available at a high cost. This may impact our ability to develop new services and/or our profitability.

**9. *Our pricing structures do not accurately anticipate the cost and complexity of performing our work and if we are unable to manage costs successfully, then certain of our products could be or become unprofitable.***

We set our pricing terms for products/services utilising a range of pricing structures and conditions. Depending on the particular products/services, we may use time based / resource-based / subscription-based pricing, pursuant to which we typically invoice on a monthly/quarterly/yearly basis for the products/services that we provide to our clients. We also enter into fixed-price arrangements, pursuant to which we provide a defined scope of work over a fixed timeline for a capped fee. In certain instances, we enter into time based / resource-based / subscription-based pricing arrangements, but with the inclusion of fixed-price elements for certain specified services.

Our ability to improve or maintain our profitability is dependent on managing our costs successfully. Our cost management strategies include maintaining appropriate alignment between the demand for our services and our resource capacity, optimising the costs of service delivery through deployment of tools, and effectively leveraging our sales and marketing and general and administrative costs. We also have to incur additional costs to replace or upgrade our products/services in the event our clients / merchants are not satisfied in relation thereto and believe we have failed to properly understand their needs and develop solutions accordingly. Our pricing structure is highly dependent on our internal forecasts and predictions about our products/services and the potential demand for our products/services by our clients, which might be based on limited data and could be inaccurate. Although we use our internal processes and rely on our past project experience to reduce the risks associated with estimating, planning and performing fixed-price projects, we bear the risks of cost overruns, completion delays and wage inflation in connection with these projects. There is no guarantee that these, or other cost-management efforts, will be successful, that our efficiency will be enhanced, or that we will achieve desired levels of profitability.

If we do not accurately estimate the resources required, costs and timing for completing contracts, future rates of wage inflation and currency exchange rates, or if we fail to complete our contractual obligations within the contracted timeframe, our contracts could prove unprofitable for us or yield lower profit margins than anticipated. There is a risk that we will underprice our contracts, fail to accurately estimate the costs of performing the work or fail to accurately assess the risks associated with potential contracts. In particular, any increased or unexpected costs, or wide fluctuations compared to our original estimates or delays, or unexpected risks we encounter in connection with the performance of this work, including those caused by factors outside of our control, could make these contracts less profitable or unprofitable, which could adversely impact our profit margin.

**10. The Company is dependent on few numbers of customers for sales. Loss of any of this large customer may affect our revenues and profitability.**

Our top ten customers contribute 99.66%, 100.00%, and 100.00% of our total revenue from operations on standalone basis for financial year ended on March 31, 2024, 2023 and 2022, respectively. Our Company is engaged in the business involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development. Our business operations are highly dependent on our customers and the loss of any of our customers may adversely affect our sales and consequently on our business and results of operations. The table set forth below states contribution of Top 1/3/5/10 customers in our total revenue from operations:

| Particulars      | % contribution to total revenue from operations |                                   |                                   |
|------------------|---|-----------------------------------|-----------------------------------|
|                  | For the year ended March 31, 2024               | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
| Top 1 Customer   | 85.41%  | 64.16%                            | 50.72%                            |
| Top 3 Customers  | 93.31%  | 99.51%                            | 100.00%                           |
| Top 5 Customers  | 97.71%  | 100.00%                           | 100.00%                           |
| Top 10 Customers | 99.66%  | 100.00%                           | 100.00%                           |

The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations.

However, the composition and revenue generated from these customers might change, as we continue to add new customers in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, there can be no assurance that we will be able to maintain long term relationships with such customers or find new customers in time.

**11. Intense competition in the market for technology services could affect our pricing, which could reduce our share of business from clients and decrease our revenues and profitability.**

We operate in an intensely competitive industry that experiences rapid technological developments, changes in industry standards, and changes in customer requirements. Our competitors include large IT consulting firms, captive divisions of large multinational technology firms, large Indian IT services firms, in-house IT departments of large corporations, in addition to numerous smaller local competitors in the various geographic markets in which we operate.

The technology services industry is experiencing rapid changes that are affecting the competitive landscape. We may face competition from companies that increase in size or scope as the result of strategic mergers or acquisitions, which may result in larger competitors with significant resources that benefit from economies of scale and scope. These transactions may include consolidation activity among global technology majors, hardware manufacturers, software companies and vendors, and service providers. The result of any such vertical integration may be the greater integration of services and a larger portfolio of services on offer, in each case, relative to what was previously offered by such independent vendors. Our access to such services may be reduced as a result of such an industry trend and we may otherwise become disadvantaged relative to our potentially more circumscribed service portfolio.

Such events could have a variety of negative effects on our competitive position and our financial results, including reducing our revenue, increasing our costs, lowering our gross margin percentage, and requiring us to recognise impairments on our assets.

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If our competitors develop and implement methodologies that yield greater efficiency and productivity, they may be able to offer services similar to ours at lower prices without adversely affecting their profit margins. Even if our offerings address industry and client needs, our competitors may be more successful at selling their services. If we are unable to provide our clients with superior services and solutions at competitive prices or successfully market those services to current and prospective clients, our business, results of operations and financial condition may suffer. Further, a client may choose to use its own internal resources rather than engage an outside firm to perform the types of services we provide. We cannot be certain that we will be able to sustain our current levels of profitability or growth in the face of competitive pressures, including competition for skilled technology professionals and pricing pressure from competitors employing an on-site/ offshore business model.

We may face competition in countries where we currently operate, as well as in countries in which we expect to expand our operations and may have limited or no experience. Many of our competitors have significantly greater financial, technical and marketing resources, generate greater revenues, have more extensive existing client relationships and technology partners and have greater international brand recognition than we do. We may be unable to compete successfully against these competitors, or may lose clients to these competitors. There is a risk that increased competition could put downward pressure on the prices we can charge for our services and on our operating margins. Additionally, we believe that our ability to compete also depends in part on factors outside of our control, such as the price at which our competitors offer comparable services, and the extent of our competitors' responsiveness to their clients' needs.

***12. We may need to change our pricing models to compete successfully.***

The competition we face in the sales of our products and services and general economic and business conditions as well as changes in the IT industry standards and landscape, can put pressure on us to change our pricing models. If our competitors offer deep discounts on certain products or services or develop products that the marketplace considers more valuable, we may need to lower prices or offer other favourable terms in order to compete successfully. Any such changes may reduce our sales or margins and could adversely affect our business and operating results. Some of our competitors may bundle products for promotional purposes or as a long-term pricing strategy or provide guarantees of prices and product implementations. These practices could, over time, significantly constrain the prices that we can charge for some of our products. If we do not adapt our pricing models to reflect changes in customer use of our products or changes in customer demand, our revenues could decrease.

***13. Failure to offer customer support in a timely and effective manner may adversely affect our relationships with our customers.***

From time to time, our customers require our customer support team to assist them in using our services, help them in resolving post-deployment issues quickly and in providing ongoing support. If we do not devote sufficient resources or are otherwise unsuccessful in assisting our customers effectively, it could adversely affect our ability to retain existing customers and could prevent prospective customers from adopting our services. We may be unable to respond quickly enough to accommodate short-term increases in demand for customer support. We also may be unable to modify the nature, scope and delivery of our customer support to compete with changes in the support services provided by our competitors. Increased demand for customer support, without corresponding revenue, could increase costs and adversely affect our business, results of operations and financial condition.

Our sales are highly dependent on our business reputation and on positive recommendations from our customers. Any failure to maintain high-quality customer support, or a market perception that we do not maintain high-quality customer support, could adversely affect our reputation, business, results of operations and financial condition.

***14. We are subject to risks associated with expansion into new markets.***

Expansion into new markets, including in India and overseas, subjects us to various challenges, including those relating to our lack of familiarity with the culture, legal regulations and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations, and the lack of brand recognition and reputation in such regions.

The risks involved in entering new geographic markets and expanding operations, may be higher than expected, and we may face significant competition in such markets.

By expanding into new markets, we could be subject 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; local preferences and service requirements;

- fluctuations in foreign currency exchange rates;
- inability to effectively enforce contractual or legal rights and adverse tax consequences;
- differing accounting standards and interpretations;
- stringent as well as differing labour and other regulations;
- differing domestic and foreign customs, tariffs and taxes;
- exposure to expropriation or other government actions; and
- political, economic and social instability.

Our Company intends to expand into existing markets. For further details, please refer to section titled "*Objects of the Issue*" beginning on page 72 of this Draft Red Herring Prospectus. By expanding, we may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

**15. *We may be liable to our clients, vendors and aggregator platforms for any breach of terms or conditions of agreement entered into by us with them, which could harm our reputation and cause us to lose clients***

Many of our contracts involve contracts that are critical to the operations of our clients' businesses and provide benefits to our clients that may be difficult to quantify. We receive critical information of our vendors in relation to payment details, details of their customers, their demographics and other important information. If we are unable to protect this information or such information is leaked from our servers, intentionally or un-intentionally, could result in damages to such vendors and aggregator platform. We may face a number of threats to our data centres and networks such as unauthorised access, security breaches and other system disruptions. It is critical to our business that our infrastructure remains secure and is perceived by customers to be secure.

We seek to rely on encryption and authentication technology licensed from third parties to provide the security and authentication necessary to effect secure online transmission of confidential client information. Despite our security measures, advances in computer capabilities, new discoveries in the field of cryptography or other events or developments may result in a compromise or breach of the algorithms that we use to protect sensitive customer transaction data. Breaches of our security measures or the accidental loss, inadvertent disclosure or unapproved dissemination of confidential customer data could expose us, our customers or the individual s affected to a risk of loss or misuse of this information, or cause interruptions in our operations. We may be required to expend significant capital and other resources to protect against such security breaches, to alleviate problems caused by or to investigate such breaches, all of which could subject us to liability, damage our reputation and diminish the value of our brand name.

Although we attempt to limit our contractual liability for consequential damages in rendering our services, many of our client agreements do not limit our potential liability for breaches of confidentiality and we cannot be assured that such limitations on liability will be enforceable in all cases, or that they will otherwise protect us from liability for damages. Moreover, if any person, including any of our employees or former employees or subcontractors, penetrates our network security or misappropriates sensitive data, we could be subject to significant liability from our clients or from our clients' customers for breaching contractual confidentiality provisions or privacy laws. Unauthorised disclosure of sensitive or confidential client and customer data, whether through breach of our computer systems, systems failure, loss or theft of assets containing confidential information or otherwise, could render us liable to our clients for damages, damage our reputation and cause us to lose clients.

A successful assertion of one or more large claims against us could adversely affect our revenues and results of operations. We may also be liable to our clients for damages or termination of contract if we are unable to address disruption in services to them with adequate business continuity plans and/or for non-compliance with our clients' information security policies and procedures.

**16. *We have entered into a number of related party transactions and may continue to enter into such transactions under AS 18, in the future, and there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.***

We have, in the past, entered into related party transactions with various parties. A summary statement of the related party transactions is as follows:

(₹ In Lakhs)

| S.NO. | Particulars | For the Financial year ending |
|-------|-------------|-------------------------------|
|-------|-------------|-------------------------------|



|    |   | 3/31/2024 | 3/31/2023 | 3/31/2022 |
|----|---|-----------|-----------|-----------|
| A. | <b>Loan taken</b>                       |           |           |           |
|    | Priyank Savani                          | -         | 46.00     |           |
|    | Ankur Lakhani                           | -         | 42.50     |           |
| B. | <b>Loan Repaid</b>                      |           |           |           |
|    | Priyank Savani                          | 20.00     | 26.00     |           |
|    | Ankur Lakhani                           | 20.00     | 22.50     |           |
| C. | <b>Remuneration Paid</b>                |           |           |           |
|    | Priyank Savani                          | 48.00     | 48.00     | 51.00     |
|    | Ankur Lakhani                           | 48.00     | 48.00     | 51.00     |
| D  | <b>Salary</b>                           |           |           |           |
|    | Dipali Savani                           | 7.00      | 7.20      | 2.00      |
|    | Hiral Lakhani                           | 3.60      | 7.20      | -         |
| E  | <b>Technical Fees</b>                   |           |           |           |
|    | Hiral Lakhani                           | 3.47      | -         |           |
| F  | <b>Share Application Money Received</b> |           |           |           |
|    | Ankur Jagdishbhai Lakhani (HUF)         | 3.98      |           |           |
|    | Priyankkumar Jivrajbhai Savani (HUF)    | 3.98      |           |           |
|    | Jivrajbhai Dhanjibhai Savani (HUF)      | 2.99      |           |           |
|    | Jagdishbhai Hirabhai Lakhani (HUF)      | 2.99      |           |           |
|    | Nikunjibhai Jivrajbhai Savani (HUF)     | 2.99      |           |           |
|    | Pareshbhai Jagdishbhai Lakhani (HUF)    | 2.99      |           |           |
|    | Nikunjibhai Jivrajbhai Savani           | 5.03      |           |           |
|    | Lakhani Pareshbhai Jagdishbhai          | 5.03      |           |           |
|    | Dipali Priyankkumar Savani              | 4.98      |           |           |
|    | Hiralben Ankurbhai Lakhani              | 4.50      |           |           |
|    | Jivrajbhai Dhanjibhai Savani            | 3.98      |           |           |
|    | Savani Hansaben Jivrajbhai              | 3.98      |           |           |
|    | Jagdishbhai Hirabhai Lakhani            | 3.98      |           |           |
|    | Jalpaben Pareshbhai Lakhani             | 3.98      |           |           |
|    | Savani Nilam Nikunjibhai                | 2.99      |           |           |
| G  | <b>Issue of Bonus Shares</b>            |           |           |           |
|    | Priyank Savani                          | 319.60    |           |           |
|    | Ankur Lakhani                           | 319.60    |           |           |
|    | Ankur Jagdishbhai Lakhani (HUF)         | 0.79      |           |           |
|    | Priyankkumar Jivrajbhai Savani (HUF)    | 0.79      |           |           |
|    | Jivrajbhai Dhanjibhai Savani (HUF)      | 0.59      |           |           |
|    | Jagdishbhai Hirabhai Lakhani (HUF)      | 0.59      |           |           |
|    | Nikunjibhai Jivrajbhai Savani (HUF)     | 0.59      |           |           |
|    | Pareshbhai Jagdishbhai Lakhani (HUF)    | 0.59      |           |           |
|    | Nikunjibhai Jivrajbhai Savani           | 1.00      |           |           |
|    | Lakhani Pareshbhai Jagdishbhai          | 1.00      |           |           |
|    | Dipali Priyankkumar Savani              | 0.99      |           |           |
|    | Hiralben Ankurbhai Lakhani              | 0.89      |           |           |
|    | Jivrajbhai Dhanjibhai Savani            | 0.79      |           |           |
|    | Savani Hansaben Jivrajbhai              | 0.79      |           |           |
|    | Jagdishbhai Hirabhai Lakhani            | 0.79      |           |           |
|    | Jalpaben Pareshbhai Lakhani             | 0.79      |           |           |
|    | Savani Nilam Nikunjibhai                | 0.59      |           |           |
| H  | <b>Intercorporate Deposits</b>          |           |           |           |

| S.NO. | Particulars                 | For the Financial year ending |           |           |
|-------|-----------------------------|-------------------------------|-----------|-----------|
|       |                             | 3/31/2024                     | 3/31/2023 | 3/31/2022 |
|       | Munim ERP Private Limited   | 212.94                        | 83.70     |           |
| I     | <b>Investment in Shares</b> |                               |           |           |
|       | Munim ERP Private Limited   | 0.10                          | 0.40      |           |

In addition to above, in past Our Company has entered into various transactions with our Directors, Promoters and Promoter Group. These transactions, inter-alia includes in addition to above transactions, remuneration, loans and advances, etc. Our Company has entered into such transactions due to easy proximity and quick execution. Though we have not entered into any sale/purchase transaction with related parties, we may enter into the same in future. However, there is no assurance that we could not have obtained better and more favourable terms than from transaction with related parties. However, we believe that all our related party transactions are at arm's length. Our company may continue to enter into such transactions in future and we cannot assure that in such events there would be no adverse effect on results of our operations, although going forward, all related party transactions that we may enter will be subject to board or shareholder approval, under the provisions of the Companies Act, 2013 and the Listing Regulations. For details of transactions, please refer "Annexure – X - Restated Statement of Related Party Transaction" under the chapter titled "Restated Financial Information" beginning from page 148 of this Draft Red Herring Prospectus.

**17. We do not own the Registered office and other office premises. Any dispute in relation to lease of our premises would have an adverse effect on our business and results of operations.**

We do not own the registered office and other office premises from which we operate. The said offices are taken on lease or license and in case of non-renewal or termination of such deed or renewal on such terms and conditions that are unfavourable to our Company, we may suffer disruption in our operations which may adversely affect our financial conditions. For further details regarding our properties, please refer to the Section titled "Business Overview" on page 120 of this Draft Red Herring Prospectus. Any dispute arise in future may affect our business relation and our results of operation.

Any failure to renew the said agreement could force us to procure new premises, including substantial time and cost of relocation or procure new premises. In addition, we may not be able to identify satisfactory new premises or may have to incur substantial additional costs towards those premises. Any of the aforesaid could have an adverse effect on our business, results of operation and financial condition.

**18. Our insurance coverage may not adequately protect us against certain operating hazards and this may have a material adverse effect on our business.**

We have not taken insurance cover in respect of our assets & leased premises. We have not taken any insurance for any claims arising out of client servicing that might occur in the normal course of business. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time by the insurers. To the extent that we suffer loss or damage that is not covered by insurance or which exceeds our insurance coverage, our business operations and cash flows may be affected. For details on Insurance cover, please see "Insurance" the chapter titled "Business Overview" beginning on page 120 of this Draft Red Herring Prospectus.

**19. Changing regulations in India could lead to new compliance requirements that are uncertain. The regulatory environment in which we operate is evolving and is subject to change.**

The Government of India may implement new laws or other regulations that could affect the manufacturing industry or the sectors we serve, 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. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations. Any such changes and the related uncertainties with respect to the implementation or change in the legal framework may have a material adverse effect on our business, financial condition and results of operations.

**20. We require certain approvals and licenses in the ordinary course of business, some of the approvals are required to be transferred in the name of 'Identixweb Private Limited', we are yet to update the some of the said registrations and the failure to successfully update such registrations would adversely affect our operations, results of operations and financial condition.**

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be

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onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to update pursuant to conversion of company from private to public Company i.e., 'Identixweb Private Limited' to 'Identixweb Limited'.

These laws and regulations governing us are increasingly becoming stringent and may in the future create substantial compliance or liabilities and costs. While we endeavour to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, which have not been obtained by our Company or are, pending renewal, see "Government Approvals" on page 183 of this Draft Red Herring Prospectus.

Furthermore, we cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any suspension or revocation of any of the approvals, licenses, registrations and permits that has been or may be issued to us may affect our business and results of operations. For further details, please see chapters titled "Key Industry Regulations and Policies" and "Government Approvals" at pages 137 and 183 respectively of this Draft Red Herring Prospectus.

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

We intend to use substantial portion of the Net Issue Proceeds towards Investment in marketing to support organization's growth plans in India or Outside India, Investment into research and product development, Investment in our Subsidiary for Product Development and Talent Hiring. We intend to deploy the Net Issue Proceeds in financial year 2024-2025, 2025-2026 and 2026-2027 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled "Objects of the Issue" on page 72 of this Draft Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors subject to applicable laws. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in chapter titled "Objects of the Issue" on page 72 of this Draft Red Herring Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue, subject to approval from Shareholders of the Company. Our Board of Directors will monitor the proceeds of this Issue.

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

Our Company has not identified any alternate source of funding for our object of the Issue and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds or may result in borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the company. Further the deployment of the funds raised in the issue will be entirely at the discretion of the management and any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings. For further details of Please refer chapter titled "Object for the Issue" beginning on page 72 of this Draft Red Herring Prospectus.

**23. In addition to normal remuneration, other benefits and reimbursement of expenses to our Promoters, Directors, key Managerial Personnel and; they are interested to the extent of their shareholding and dividend entitlement thereon in our Company and for the transactions entered into between our Company and themselves as well as between our Company and our Entities in which our Directors/Promoters/KMPs are interested. Our Company in future may enter in related party transactions subject to necessary compliances.**

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

Company may enter in related party transactions in future subject to necessary compliances in accordance with relevant acts, rules and regulations. These related party transactions are typically in the nature of sales and purchases of goods, remuneration expenses and loans availed and repaid by us.

For details of transactions already executed by our Company with our Promoters, Directors and Entities in which our Directors/Promoters/KMPs are interested during last three years, please refer to the “Annexure – X - Related Party Transactions” under the chapter titled “Restated Financial Information” beginning from page no. 165 of this Draft Red Herring Prospectus.

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

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

| Sr. No. | Name of Promoters                 | No. of Equity Shares held | Average Cost of Acquisition per equity share (in ₹)* |
|---------|-----------------------------------|---------------------------|--|
| 1.      | Mr. Priyankumar Jivrajbhai Savani | 3230000                   | 1.25   |
| 2.      | Mr. Ankur Jagdishbhai Lakhani     | 3230000                   | 1.25   |
| 3.      | Mrs. Hiral Ankurbhai Lakhani      | 9025                      | 49.92  |

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire Shares and Shares allotted to them and as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

**25. Our success depends heavily upon our Promoters, Directors, Key Managerial Personnel and Senior Managerial Personnel for their continuing services, strategic guidance and financial support. Our success depends heavily upon the continuing services of Promoters, Directors, Key Managerial Personnel and Key Managerial Personnel who are the natural person in control of our Company.**

Our Promoters and Directors have a vast experience in the business undertaken by our company. They have established cordial relations with various customers and suppliers over the past several years, which have immensely benefitted our Company’s current customer and supplier relations. We believe, our Promoters and Directors, who have rich experience in this industry, managing customers and handling overall businesses, has enabled us to experience growth and profitability.

We benefit from our relationship with our Promoters, Director, Key Managerial Personnel and Senior Managerial Personnel and our success depends upon their continuing services. We also depend significantly on our Directors, Key Managerial Persons and Senior Managerial Personnel for executing our day-to-day activities. The loss of any of our Promoters, Directors, Key Management Personnel and Senior Managerial Personnel or failure to retain, recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors, Key Managerial Personnel and Senior Managerial Personnel please refer to the chapter titled “Our Management” on page 144 of this Draft Red Herring Prospectus.

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

Post this Issue, our Promoters and Promoter group will collectively owns majority of our post issue equity share capital. As a result, our Promoters, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

**27. We face competition from both domestic as well as international markets and our inability to compete effectively may have a material adverse impact on our business and results of operations.**

Competition in our business is based on pricing, relationships with customers, product quality, customisation and innovation. We face pricing pressures from our customers who aim to produce their products at competitive costs and competitors who are able to source their raw materials at cheaper prices or are able to offer more favourable pricing terms to customers. We are unable to assure you that we shall be able to meet the pricing pressures imposed by such customers which would adversely affect our profitability. Additionally, some of our competitors may have greater financial, research and technological resources,

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larger sales and marketing teams and more established reputation. They may also be in a better position to identify market trends, adapt to changes in industry, innovate new products, offer competitive prices due to economies of scale and also ensure product quality and compliance, which may adversely affect our business and financial condition.

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

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

**29. *Industry information included in this Draft Red Herring Prospectus has been derived from industry sources There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.***

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

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

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

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

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations financial condition, cash requirements, business prospects and any other financing arrangements.

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Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value.

***32. Our inability to effectively implement our business and growth strategy may have an adverse effect on our operation and growth.***

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

## **EXTERNAL RISK FACTORS**

***1. The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.***

Since first being reported in December 2019, the outbreak of COVID-19 has spread globally. The World Health Organization declared the outbreak of COVID-19 to be a public health emergency of international concern on January 30, 2020, and a global pandemic on March 11, 2020.

The COVID-19 pandemic has had, and any future pandemic or widespread public health emergency could have, repercussions across regional and global economies and financial markets. The outbreak of COVID-19 in many countries, including India has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression, despite monetary and fiscal interventions by governments and central banks globally.

The global impact of the outbreak has been rapidly evolving. As cases of COVID-19 have continued to be identified in additional countries, many jurisdictions, including the governments of India, have reacted by instituting restrictive measures including invoking lock downs and quarantines, requiring the closure of non-essential businesses and placing restrictions on the types of businesses that may continue to operate, mandating restrictions on travel, implementing “shelter-in-place” rules and “stay-at-home” orders, and enforcing remote working regulations. No prediction can be made of when any of the restrictions currently in place will be relaxed or expire, or whether or when further restrictions will be announced. Although some governments are beginning to ease or lift these restrictions, the impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy or localized lockdowns remain unknown.

On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19. Our business was determined to be operating in an essential industry, which allowed us to continue our operations after the introduction of the lockdown in India, subject to certain adjustments in working patterns.

There can be no assurance that there will not be any material impact on our operations if the outbreak of COVID-19 is not effectively controlled. Although some restrictions have been eased, it is not yet clear when the lockdown conditions will be fully lifted in India. Further, although we were declared an essential business and were able to adjust our business to continue operating during the lockdown, there can be no assurance that further restrictions will not be introduced or that we will continue to retain such essential status. Further, we may be required to quarantine employees that are suspected of being infected of COVID-19, as well as others that have come into contact with those employees or shut down our manufacturing facilities as a health measure, which could have an adverse effect on our business operations or result in a delay in the production and supply of products to our customers in a timely manner. If any of our suppliers are affected by COVID-19 to the extent our supply chain is disrupted, this may affect our ability to meet the demand of our customers.

The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the effect on customer demand for and ability to pay for our products; the disruptions or restrictions on our employees’ and suppliers’ ability to work and travel; volatility in foreign exchange rates; any extended period of remote work arrangements; and strain on our or our customers’ business continuity plans, and resultant operational risk.

The COVID-19 pandemic, or any future pandemic or widespread public health emergency could therefore materially and adversely impact our business, financial condition, cash flows and results of operations.

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

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Book Running Lead Manager has appointed [●] as Designated Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global

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economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

**3. *Increase in competition in the Information Technology Sector may adversely affect our profitability.***

Our business faces competition from both national and local property developers with respect to factors such as location, facilities and supporting infrastructure, services and pricing. Intensified competition between property developers may result in increased land prices, oversupply of properties, lower real estate prices, lower sales at our properties, all of which may adversely affect our business. Moreover, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that increased competition will not have an adverse effect on our profitability.

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

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

**5. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of Bombay Stock Exchange Limited in a timely manner, or at all.***

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

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

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

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

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates/slab will continue in the future. Further, with the Introduction of the Goods and Services Act, tax rates and its implication may have material impact on our products. Any changes in these tax rates/slabs could adversely affect our financial condition and results of operations.

**8. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

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

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

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

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

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

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

**PROMINENT NOTES**

1. Public Issue of Upto 3080000 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share (the "Issue Price") aggregating to ₹ [●] lakhs ("the issue").
2. The Post Bonus Net Asset Value per Equity Share of our Company as per the Restated Standalone Financials for financial year ended on March 31, 2024, 2023 and 2022 is ₹ 14.08/-, ₹ 7.50/-, and ₹ 8.93/- per Equity Share, respectively.
3. The net worth of our Company as per Restated Financials as of March 31, 2024 is ₹ 1036.45 Lakhs.
4. Average cost of acquisition of equity shares by our promoters is as follows:

| Sr. No. | Name of Promoters                 | No. of Equity Shares held | Average Cost of Acquisition per equity share (in ₹)* |
|---------|-----------------------------------|---------------------------|--|
| 1.      | Mr. Priyankumar Jivrajbhai Savani | 3230000                   | 1.25   |
| 2.      | Mr. Ankur Jagdishbhai Lakhani     | 3230000                   | 1.25   |
| 3.      | Mrs. Hiral Ankurbhai Lakhani      | 9025                      | 49.92  |

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

For further details, please refer to chapter titled "Capital Structure" beginning on page no. 55 of this Draft Red Herring Prospectus.

5. There has been no change of name of our Company at any time during the last three (3) years immediately preceding the date of filing Draft Red Herring Prospectus, except pursuant to Conversion of company from private Limited to Public Limited.
6. There has been no financing arrangement whereby our directors or any of their respective relatives have financed the purchase by any other person of securities of our Company during the six (6) months preceding the date of this Draft Red Herring Prospectus.
7. Except as stated under the chapter titled "Capital Structure" beginning on page no 55 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
8. Except as disclosed in the chapters titled "Capital Structure", "Our Promoters and Promoter Group", "Information with respect to Group Companies/entities" and "Our Management" beginning on page no. 55, 159, 166 and 144 respectively of this Draft Red Herring Prospectus, none of our Promoters, Directors or Key Managerial Personnel has any interest in our Company.
9. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
10. Investors are advised to refer to the chapter titled "Basis for Issue Price" beginning on page 89 of the Draft Red Herring Prospectus.
11. Investors may contact the Book Running Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Book Running Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "General Information" beginning on page 46 of this Draft Red Herring Prospectus.



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

## SECTION IV – INTRODUCTION

### THE ISSUE

Present Issue in terms of this Draft Red Herring Prospectus:

| Particulars   | Details  |
|---|--|
| Equity Shares Issued <sup>*(1)</sup>                            | Issue of Upto 3080000 Equity Shares of ₹ 10 /- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs   |
| <b>Of which:</b>  |  |
| Reserved for Market Makers                                      | [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs   |
| Net Issue to the Public   | [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs   |
| <b>Of which:</b>  |  |
| Allocation to Qualified Institutional Buyers                    | Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs   |
| of which:   |  |
| (i) Anchor Investor Portion <sup>(3)</sup>                      | Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs   |
| (ii) Net QIB Portion (assuming Anchor Investor Portion is fully | Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs   |
|   |  |
| Allocation to Non-Institutional Investors                       | Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs   |
| Allocation to Retail Individual Investors                       | Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs   |
| Equity Shares outstanding prior to the Issue                    | 7361550 Equity Shares of ₹ 10/- each   |
| Equity Shares outstanding after the Issue                       | Upto 10441550 Equity Shares of ₹ 10/- each   |
| Use of Proceeds   | For details, please refer chapter titled “ <i>Objects of The Issue</i> ” beginning from page 72 of this Draft Red Herring Prospectus for information on use of Issue Proceeds. |

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

- (1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) and Regulation 2103 (1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.
- (2) The present Issue has been authorized pursuant to a resolution of our Board dated June 17, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on July 09, 2024.
- (3) Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for Mutual Funds, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. 10% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. 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 in proportion to their Bids. For further details, see “*Issue Procedure*” beginning on page 211.

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- (4) Not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Issue will 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 Issue Price. All Bidders, other than the Anchor Investors, are mandatorily required to participate in this Issue only through an Application Supported by Blocked Amount (“ASBA”) process, providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) in which the Bid amount will be blocked by the Self Certified Syndicate Banks or the Sponsor Bank. The Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, please see “*Issue Procedure*” on page 211.
  - (5) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.
  - (6) In the event of an under-subscription in the issue and compliance with Rule 19(2)(b) of the SCRR, our Company and the BRLM shall first ensure Allotment of Equity Shares offered pursuant to the Fresh issue by the Issuer.
  - (7) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

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**SUMMARY OF FINANCIAL INFORMATION**

| <b>Sr. No</b> | <b>Particulars</b>                                     | <b>Page Nos.</b> |
|---------------|--|------------------|
| 1.            | Summary of Restated Standalone Financial Information   | SSF- 1 to SSF-3  |
| 2.            | Summary of Restated Consolidated Financial Information | SCF- 1 to SCF-3  |

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

**ANNEXURE - I**  
**STANDALONE STATEMENT OF ASSETS & LIABILITIES AS RESTATED**

(₹ in Lakhs)

|            | Particulars   | NOTE        | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|------------|---|-------------|-------------------------|-------------------------|-------------------------|
| <b>I.</b>  | <b>Equity and liabilities</b>                           |             |                         |                         |                         |
|            | <b>1. Shareholders' funds</b>                           |             |                         |                         |                         |
|            | (a) Share capital                                       | <b>I.1</b>  | 736.16                  | 7.15                    | 1.00                    |
|            | (b) Reserves and surplus                                | <b>I.2</b>  | 300.29                  | 462.43                  | 83.82                   |
|            |   |             | <b>1,036.45</b>         | <b>469.58</b>           | <b>84.82</b>            |
|            | <b>2. Non-current liabilities</b>                       |             |                         |                         |                         |
|            | (a) Long-term borrowings                                | <b>I.3</b>  | -                       | 45.76                   | 10.23                   |
|            | (b) Deferred tax liabilities (net)                      | <b>I.4</b>  | -                       | -                       | -                       |
|            | (c) Long-term provisions                                | <b>I.7</b>  | 12.35                   | 13.16                   | 8.77                    |
|            |   |             | <b>12.35</b>            | <b>58.92</b>            | <b>19.00</b>            |
|            | <b>3. Current liabilities</b>                           |             |                         |                         |                         |
|            | (a) Short-term borrowings                               | <b>I.3</b>  | -                       | 4.24                    | 5.21                    |
|            | (b) Trade payables                                      | <b>I.5</b>  |                         |                         |                         |
|            | i) Due to MSME  |             | -                       | -                       | 8.42                    |
|            | ii) Due to Others                                       |             | 0.89                    | -                       | -                       |
|            | (c) Other current liabilities                           | <b>I.6</b>  | 0.53                    | -                       | -                       |
|            | (d) Short-term provisions                               | <b>I.7</b>  | 149.65                  | 82.77                   | 10.70                   |
|            |   |             | <b>151.07</b>           | <b>87.01</b>            | <b>24.33</b>            |
|            | <b>Total</b>  |             | <b>1,199.87</b>         | <b>615.51</b>           | <b>128.15</b>           |
| <b>II.</b> | <b>Assets</b>   |             |                         |                         |                         |
|            | <b>1. Non-current assets</b>                            |             |                         |                         |                         |
|            | (a) Property, plant and equipment and Intangible Assets | <b>I.8</b>  |                         |                         |                         |
|            | (i) Property, Plant and Equipment                       |             | 174.70                  | 149.41                  | 39.53                   |
|            | (ii) Intangible assets                                  |             | 3.77                    | 10.24                   | -                       |
|            | (iii) Capital work-in-progress                          |             | -                       | -                       | -                       |
|            | (iv) Intangible Assets under Development                |             | 293.41                  | -                       | -                       |
|            | (b) Non-current investments                             | <b>I.9</b>  | 0.50                    | 150.40                  | -                       |
|            | (c) Deferred tax assets (net)                           | <b>I.4</b>  | 9.14                    | 0.41                    | 1.49                    |
|            | (d) Long-term loans and advances                        | <b>I.14</b> | 308.59                  | 1.15                    | -                       |
|            | (e) Other Non Current Assets                            |             | -                       | -                       | -                       |
|            |   |             | <b>790.11</b>           | <b>311.61</b>           | <b>41.02</b>            |
|            | (a) Inventories   | <b>I.11</b> | -                       | -                       | -                       |
|            | (b) Trade receivables                                   | <b>I.12</b> | 49.59                   | -                       | -                       |
|            | (c) Cash and cash equivalents                           | <b>I.13</b> | 321.80                  | 196.87                  | 59.50                   |
|            | (d) Short-term loans and advances                       | <b>I.14</b> | 5.74                    | 85.91                   | 3.16                    |
|            | (e) Other current assets                                | <b>I.15</b> | 32.63                   | 21.12                   | 24.47                   |
|            |   |             | <b>409.76</b>           | <b>303.90</b>           | <b>87.13</b>            |
|            | <b>Total</b>  |             | <b>1,199.87</b>         | <b>615.51</b>           | <b>128.15</b>           |

Note: The above statement should be read with the Significant Accounting Policies and Notes to the Financial Information appearing in Annexure IV & V respectively.

As per our report of even date attached

For and on behalf of the Board of Directors

For SHAH TEELANI & ASSOCIATES

PRIYANK SAVANI

ANKUR LAKHANI

Chartered Accountants

Chairman and Managing Director

Whole Time Director

Firm's Registration No: 0133549W

DIN: 08562699

DIN: 08562760

JINESH SHAH

POOJA RAJAT SHAH

ABHISHEK AMRUTLAL NAKRANI

Partner

Company Secretary and Compliance officer

Chief Financial officer

M No. 141079

UDIN: 24141079BKBMLN5122

Place: Ahmedabad

Place: Ahmedabad

Date : 10-07-2024

SSF -1

Date : 10-07-2024

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

**ANNEXURE - II**  
**STANDALONE STATEMENT OF PROFIT & LOSS AS RESTATED**

(₹ in Lakhs)

|      | Particulars   | NOTE | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|------|---|------|--------------------------------------|--------------------------------------|--------------------------------------|
| I    | Revenue from operations   | II.1 | 632.90                               | 622.11                               | 600.09                               |
| II   | Other income  | II.2 | 26.80                                | 4.46                                 | 7.66                                 |
| III  | <b>Total Income (I+II)</b>                                      |      | <b>659.70</b>                        | <b>626.57</b>                        | <b>607.75</b>                        |
|      | <b>Expenses:</b>  |      |                                      |                                      |                                      |
|      | (a) Cost of materials consumed                                  | II.3 | -                                    | -                                    | -                                    |
|      | (b) Changes in inventories of finished goods and WIP            | II.4 | -                                    | -                                    | -                                    |
|      | (c) Employee benefits expense                                   | II.5 | 172.68                               | 350.48                               | 438.50                               |
|      | (d) Finance costs   | II.6 | 5.43                                 | 5.46                                 | 1.60                                 |
|      | (e) Depreciation and amortisation expense                       | I.8  | 80.35                                | 25.01                                | 17.24                                |
|      | (f) Other expenses  | II.7 | 100.18                               | 56.54                                | 69.32                                |
| IV   | <b>Total expenses</b>   |      | <b>358.64</b>                        | <b>437.49</b>                        | <b>526.66</b>                        |
| V    | <b>Profit /(Loss) before tax and Exceptional Items (III-IV)</b> |      | <b>301.05</b>                        | <b>189.08</b>                        | <b>81.09</b>                         |
| VI   | <b>Exceptional Items</b>  | II.8 | 75.00                                | -                                    | -                                    |
| VII  | <b>Profit /(Loss) before tax (V+VI)</b>                         |      | <b>376.05</b>                        | <b>189.08</b>                        | <b>81.09</b>                         |
| VIII | <b>Tax expense</b>  |      |                                      |                                      |                                      |
|      | Current tax   |      | 100.89                               | 50.32                                | 6.50                                 |
|      | Previous Year Tax   |      | -                                    | -                                    | -                                    |
|      | Deferred tax (credit)/charge                                    |      | (8.74)                               | 1.09                                 | (0.70)                               |
|      |   |      | <b>92.15</b>                         | <b>51.41</b>                         | <b>5.80</b>                          |
| IX   | <b>Profit after tax for the year (VII-VIII)</b>                 |      | <b>283.90</b>                        | <b>137.67</b>                        | <b>75.30</b>                         |
|      | <b>Earnings per share (face value of ₹ 10/- each):</b>          | II.9 |                                      |                                      |                                      |
|      | (a) Basic (in ₹)  |      | 378.71                               | 208.77                               | 752.97                               |
|      | (b) Diluted (in ₹)  |      | 378.71                               | 208.77                               | 752.97                               |
|      | <b>Earnings per share (face value of ₹ 10/- each):</b>          |      |                                      |                                      |                                      |
|      | <b>(Considering Bonus effect with retrospective effect)</b>     |      |                                      |                                      |                                      |
|      | (a) Basic (in ₹)  |      | 3.86                                 | 2.20                                 | 7.93                                 |
|      | (b) Diluted (in ₹)  |      | 3.86                                 | 2.20                                 | 7.93                                 |

Note: The above statement should be read with the Significant Accounting Policies and Notes to the Financial Information appearing in Annexure IV & V respectively.

As per our report of even date attached

For and on behalf of the Board of Directors

For SHAH TEELANI & ASSOCIATES  
Chartered Accountants  
Firm's Registration No: 0133549W

PRIYANK SAVANI  
Chairman and Managing Director  
DIN: 08562699

ANKUR LAKHANI  
Whole Time Director  
DIN: 08562760

JINESH SHAH

POOJA RAJAT SHAH

ABHISHEK AMRUTLAL NAKRANI

Partner  
M No. 141079  
UDIN: 24141079BKMLN5122

Company Secretary and Compliance  
officer

Chief Financial officer

Place: Ahmedabad  
Date : 10-07-2024

Place: Ahmedabad  
Date : 10-07-2024

ANNEXURE - III  
STANDALONE STATEMENT OF CASH FLOW AS RESTATED

(₹ in Lakhs)

| Particulars   | For the period ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|---|--|--------------------------------------|--------------------------------------|
| <b>A. Cash flow from operating activities</b>                               |  |                                      |                                      |
| Profit before tax, as restated  | 376.05                                 | 189.08                               | 81.09                                |
| <b>Add Adjustments for :</b>  |  |                                      |                                      |
| Depreciation and amortisation expense                                       | 80.35                                  | 25.01                                | 17.24                                |
| Gratuity Expense  | (0.83)                                 | 4.47                                 | 3.91                                 |
| Financial Cost  | 5.43                                   | 5.46                                 | 1.60                                 |
| <b>Less Adjustments for :</b>   |  |                                      |                                      |
| Interest on FD  | (7.43)                                 | (4.46)                               | (7.62)                               |
| Interest on Loan & Advances   | (19.37)                                | -                                    | -                                    |
| Profit on sale of investment  | (75.00)                                | -                                    | -                                    |
| <b>Operating profit before working capital changes</b>                      | <b>359.20</b>                          | <b>219.56</b>                        | <b>96.22</b>                         |
| <b>Changes in working capital:</b>  |  |                                      |                                      |
| <b>Adjustment for :</b>   |  |                                      |                                      |
| (Increase) / decrease in Trade receivables                                  | (49.59)                                | -                                    | -                                    |
| (Increase) / decrease in short term loans and advances                      | 80.17                                  | (82.75)                              | (1.25)                               |
| (Increase) / decrease in Other current assets                               | (11.52)                                | 3.35                                 | (20.03)                              |
| Increase / (decrease) in Trade payables                                     | 0.89                                   | (8.42)                               | (12.60)                              |
| Increase / (decrease) in Other current liabilities                          | 0.53                                   | -                                    | (5.40)                               |
| Increase / (decrease) in Short Term Provisions                              | 66.89                                  | 72.00                                | 4.80                                 |
| <b>CASH GENERATED FROM OPERATIONS</b>                                       | <b>446.58</b>                          | <b>203.74</b>                        | <b>61.74</b>                         |
| <b>Less : Direct Taxes paid</b>   | <b>100.89</b>                          | <b>50.32</b>                         | <b>6.50</b>                          |
| <b>Net cash flow generated from/(utilised in) operating activities (A)</b>  | <b>345.69</b>                          | <b>153.42</b>                        | <b>55.24</b>                         |
| <b>B. Cash flow from investing activities</b>                               |  |                                      |                                      |
| Purchase of Property, Plant and Equipment                                   | (392.58)                               | (145.13)                             | (10.62)                              |
| (Increase)/ Decrease in Non Current Investment                              | 149.90                                 | (150.40)                             | -                                    |
| (Increase)/ Decrease in Long Term Loan & Advances                           | (307.44)                               | (1.15)                               | -                                    |
| Interest on FD  | 7.43                                   | 4.46                                 | 7.62                                 |
| Interest on Loan & Advances   | 19.37                                  | -                                    | -                                    |
| Profit on sale of investment  | 75.00                                  | -                                    | -                                    |
| <b>Net cash flow utilised in investing activities (B)</b>                   | <b>(448.32)</b>                        | <b>(292.22)</b>                      | <b>(3.00)</b>                        |
| <b>C. Cash flow from financing activities</b>                               |  |                                      |                                      |
| Proceeds from Issue of Share Capital  | 0.60                                   | 6.15                                 | -                                    |
| Proceeds from Security Premium  | 282.36                                 | 240.93                               | -                                    |
| Proceeds/(Repayment) from Long Term Borrowings                              | (45.76)                                | 35.53                                | (6.74)                               |
| Proceeds/(Repayment) from Short Term Borrowings                             | (4.24)                                 | (0.97)                               | (40.66)                              |
| Finance Cost  | (5.43)                                 | (5.46)                               | (1.60)                               |
| <b>Net cash flow generated from/ (utilised in) financing activities (C)</b> | <b>227.52</b>                          | <b>276.17</b>                        | <b>(48.99)</b>                       |
| <b>Net (decrease)/ increase in cash &amp; cash equivalents (A+B+C)</b>      | <b>124.93</b>                          | <b>137.37</b>                        | <b>3.24</b>                          |
| Cash and cash equivalents at the beginning of the period/ year              | 196.87                                 | 59.50                                | 56.26                                |
| <b>Cash and cash equivalents at the end of the period/ year</b>             | <b>321.80</b>                          | <b>196.87</b>                        | <b>59.50</b>                         |
| <b>Cash and cash equivalents comprise:</b>                                  |  |                                      |                                      |
| Cash on hand  | 9.02                                   | 1.00                                 | 4.88                                 |
| Balances with banks in current accounts                                     | 98.58                                  | 183.19                               | 17.83                                |
| In Fixed Deposits with Bank   | 214.20                                 | 12.68                                | 36.79                                |
| <b>Total</b>  | <b>321.80</b>                          | <b>196.87</b>                        | <b>59.50</b>                         |

As per our report of even date attached

For and on behalf of the Board of Directors

For SHAH TEELANI & ASSOCIATES

PRIYANK SAVANI

ANKUR LAKHANI

Chartered Accountants

Chairman and  
Managing Director

Whole Time Director

Firm's Registration No: 0133549W

DIN: 08562699

DIN: 08562760

JINESH SHAH

POOJA RAJAT SHAH

ABHISHEK  
AMRUTLAL  
NAKRANI

Partner

Company Secretary  
and Compliance officer

Chief Financial officer

M No. 141079

UDIN: 24141079BKMLN5122

Place: Ahmedabad

Date : 10-07-2024

SSF -3

Place: Ahmedabad

Date : 10-07-2024

ANNEXURE - I  
CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES AS RESTATED

(₹ in Lakhs)

|            | Particulars   | NOTE        | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|------------|---|-------------|-------------------------|-------------------------|
| <b>I.</b>  | <b>Equity and liabilities</b>                           |             |                         |                         |
|            | <b>1. Shareholders' funds</b>                           |             |                         |                         |
|            | (a) Share capital                                       | <b>I.1</b>  | 736.16                  | 7.15                    |
|            | (b) Reserves and surplus                                | <b>I.2</b>  | 293.15                  | 459.43                  |
|            | (c) Minority Interest                                   |             | (50.27)                 | -                       |
|            |   |             | <b>979.04</b>           | <b>466.58</b>           |
|            | <b>2. Non-current liabilities</b>                       |             |                         |                         |
|            | (a) Long-term borrowings                                | <b>I.3</b>  | 10.93                   | 45.76                   |
|            | (b) Deferred tax liabilities (net)                      | <b>I.4</b>  | -                       | -                       |
|            | (c) Long-term provisions                                | <b>I.7</b>  | 18.20                   | 13.16                   |
|            |   |             | <b>29.13</b>            | <b>58.92</b>            |
|            | <b>3. Current liabilities</b>                           |             |                         |                         |
|            | (a) Short-term borrowings                               | <b>I.3</b>  | -                       | 4.24                    |
|            | (b) Trade payables                                      | <b>I.5</b>  |                         |                         |
|            | i) Due to MSME  |             | -                       | -                       |
|            | ii) Due to Others                                       |             | 0.89                    | -                       |
|            | (c) Other current liabilities                           | <b>I.6</b>  | 0.70                    | -                       |
|            | (d) Short-term provisions                               | <b>I.7</b>  | 186.18                  | 82.77                   |
|            |   |             | <b>187.77</b>           | <b>87.01</b>            |
|            | <b>Total</b>  |             | <b>1,195.94</b>         | <b>612.51</b>           |
| <b>II.</b> | <b>Assets</b>   |             |                         |                         |
|            | <b>1. Non-current assets</b>                            |             |                         |                         |
|            | (a) Property, plant and equipment and Intangible Assets | <b>I.8</b>  |                         |                         |
|            | (i) Property, Plant and Equipment                       |             | 175.45                  | 149.41                  |
|            | (ii) Intangible assets                                  |             | 206.11                  | 10.24                   |
|            | (iii) Capital work-in-progress                          |             | -                       | -                       |
|            | (iv) Intangible assets under development                |             | 313.16                  | -                       |
|            | (b) Goodwill on Consolidation                           | <b>I.9</b>  | 43.65                   | -                       |
|            | (c) Non-current investments                             | <b>I.10</b> | -                       | 147.40                  |
|            | (d) Deferred tax assets (net)                           | <b>I.4</b>  | 9.14                    | 0.41                    |
|            | (e) Long-term loans and advances                        | <b>I.14</b> | 26.95                   | 1.15                    |
|            | (f) Other Non Current Assets                            |             | -                       | -                       |
|            |   |             | <b>774.46</b>           | <b>308.61</b>           |
|            | <b>2. Current assets</b>                                |             |                         |                         |
|            | (a) Inventories   | <b>I.11</b> | -                       | -                       |
|            | (b) Trade receivables                                   | <b>I.12</b> | 49.60                   | -                       |
|            | (c) Cash and cash equivalents                           | <b>I.13</b> | 323.02                  | 196.87                  |
|            | (d) Short-term loans and advances                       | <b>I.14</b> | 5.74                    | 85.91                   |
|            | (e) Other current assets                                | <b>I.15</b> | 43.12                   | 21.12                   |
|            |   |             | <b>421.48</b>           | <b>303.90</b>           |
|            | <b>Total</b>  |             | <b>1,195.94</b>         | <b>612.51</b>           |

Note: The above statement should be read with the Significant Accounting Policies and Notes to the Financial Information appearing in Annexure IV & V respectively.

As per our report of even date attached

For SHAH TEELANI & ASSOCIATES

Chartered Accountants

Firm's Registration No: 0133549W

JINESH SHAH

Partner

M No. 141079

UDIN: 24141079BKBMLO2066

Place: Ahmedabad

Date : 10-07-2024

For and on behalf of the Board of Directors

PRIYANK SAVANI

ANKUR LAKHANI

Chairman and Managing Director

DIN: 08562699

Whole Time Director

DIN: 08562760

POOJA RAJAT SHAH

ABHISHEK A NAKRANI

Company Secretary and  
Compliance officer

Chief Financial officer

Place: Ahmedabad

Date : 10-07-2024



ANNEXURE - II  
CONSOLIDATED STATEMENT OF CASH FLOW AS RESTATED

(₹ in Lakhs)

|      | Particulars   | NOTE | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|------|---|------|--------------------------------------|--------------------------------------|
| I    | Revenue from operations   | II.1 | 633.36                               | 622.11                               |
| II   | Other income  | II.2 | 32.89                                | 4.46                                 |
| III  | <b>Total Income (I+II)</b>  |      | <b>666.25</b>                        | <b>626.57</b>                        |
|      | <b>Expenses:</b>  |      |                                      |                                      |
|      | (a) Cost of materials consumed  | II.3 | -                                    | -                                    |
|      | (b) Changes in inventories of finished goods and WIP  | II.4 | -                                    | -                                    |
|      | (c) Employee benefits expense   | II.5 | 187.14                               | 350.48                               |
|      | (d) Finance costs   | II.6 | 6.82                                 | 5.46                                 |
|      | (e) Depreciation and amortisation expense   | I.8  | 81.67                                | 25.01                                |
|      | (f) Other expenses  | II.7 | 103.83                               | 56.54                                |
| IV   | <b>Total expenses</b>   |      | <b>379.47</b>                        | <b>437.49</b>                        |
| V    | <b>Profit/(Loss) before tax and Exceptional Items (III-IV)</b>  |      | <b>286.78</b>                        | <b>189.08</b>                        |
| VI   | <b>Exceptional Items</b>  | II.8 | 75.00                                | -                                    |
| VII  | <b>Profit/(Loss) before tax (V+VI)</b>  |      | <b>361.78</b>                        | <b>189.08</b>                        |
| VIII | <b>Tax expense</b>  |      |                                      |                                      |
|      | Current tax   |      | 100.89                               | 50.32                                |
|      | Previous Year Tax   |      | -                                    | -                                    |
|      | Deferred tax (credit)/charge  |      | (8.74)                               | 1.09                                 |
|      |   |      | <b>92.15</b>                         | <b>51.41</b>                         |
| IX   | <b>Profit/ (Loss) after tax before share of profit/ (loss) from Associates (VII-VIII)</b>                       |      | <b>269.63</b>                        | <b>137.67</b>                        |
|      | Add/ (less): Share of Profit/ (loss) from Associates  |      | -                                    | (3.00)                               |
| X    | <b>Profit/ (Loss) for the period</b>  |      | <b>269.63</b>                        | <b>134.67</b>                        |
|      | Net Profit/ (loss) attributable to minority interest  |      | (7.14)                               | -                                    |
| XI   | <b>Profit/ (loss) attributable to Parent</b>  |      | <b>276.77</b>                        | <b>134.67</b>                        |
|      | <b>Earnings per share (face value of ₹ 10/- each):</b>  | II.9 |                                      |                                      |
|      | (a) Basic (in ₹)  |      | 369.20                               | 203.64                               |
|      | (b) Diluted (in ₹)  |      | 369.20                               | 203.64                               |
|      | <b>Earnings per share (face value of ₹ 10/- each):<br/>(Considering Bonus effect with retrospective effect)</b> |      |                                      |                                      |
|      | (a) Basic (in ₹)  |      | 3.76                                 | 2.14                                 |
|      | (b) Diluted (in ₹)  |      | 3.76                                 | 2.14                                 |

Note: The above statement should be read with the Significant Accounting Policies and Notes to the Financial Information appearing in Annexure IV & V respectively.

As per our report of even date attached

For and on behalf of the Board of Directors

For SHAH TEELANI & ASSOCIATES  
Chartered Accountants  
Firm's Registration No: 0133549W

PRIYANK SAVANI  
Chairman and Managing Director  
DIN: 08562699

ANKUR LAKHANI  
Whole Time Director  
DIN: 08562760

JINESH SHAH  
Partner

POOJA RAJAT SHAH  
Company Secretary and Compliance  
officer

ABHISHEK A NAKRANI  
Chief Financial officer

M No. 141079  
UDIN: 24141079BKBMLO2066  
Place: Ahmedabad  
Date : 10-07-2024

Place: Ahmedabad  
Date : 10-07-2024

ANNEXURE - III  
CONSOLIDATED STATEMENT OF CASH FLOW AS RESTATED

(₹ in Lakhs)

| Particulars   | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|---|--------------------------------------|--------------------------------------|
| <b>A. Cash flow from operating activities</b>                               |                                      |                                      |
| Profit before tax, as restated  | 361.78                               | 189.08                               |
| <b>Add Adjustments for :</b>  |                                      |                                      |
| Depreciation and amortisation expense                                       | 81.67                                | 25.01                                |
| Gratuity Expense  | 5.13                                 | 4.47                                 |
| Financial Cost  | 6.82                                 | 5.46                                 |
| Share of minority interest  | 7.14                                 | -                                    |
| Share of profit/ (loss) from Associate                                      | -                                    | (3.00)                               |
| <b>Less Adjustments for :</b>   |                                      |                                      |
| Interest on FD  | (13.52)                              | (4.46)                               |
| Interest on Loan & Advances   | (19.37)                              | -                                    |
| Profit on sale of investment  | (75.00)                              | -                                    |
| <b>Operating profit before working capital changes</b>                      | <b>354.65</b>                        | <b>216.56</b>                        |
| <b>Changes in working capital:</b>  |                                      |                                      |
| (Increase) / decrease in Trade receivables                                  | (49.60)                              | -                                    |
| (Increase) / decrease in short term loans and advances                      | 80.17                                | (82.75)                              |
| (Increase) / decrease in Other current assets                               | (11.52)                              | 3.35                                 |
| Increase / (decrease) in Trade payables                                     | 0.89                                 | (8.42)                               |
| Increase / (decrease) in Other current liabilities                          | 0.70                                 | -                                    |
| Increase / (decrease) in Short Term Provisions                              | 66.73                                | 71.98                                |
| <b>CASH GENERATED FROM OPERATIONS</b>                                       | <b>442.02</b>                        | <b>200.73</b>                        |
| <b>Less : Direct Taxes paid</b>   | <b>100.89</b>                        | <b>50.32</b>                         |
| <b>Net cash flow generated from/(utilised in) operating activities (A)</b>  | <b>341.13</b>                        | <b>150.40</b>                        |
| <b>B. Cash flow from investing activities</b>                               |                                      |                                      |
| Purchase of Property, Plant and Equipment                                   | (696.54)                             | (145.13)                             |
| Investment in Munim ERP Private Limited                                     | -                                    | -                                    |
| (Increase)/ Decrease in Non Current Investment                              | 147.40                               | (147.40)                             |
| (Increase)/ Decrease in Long Term Loan & Advances                           | (10.80)                              | (1.15)                               |
| Interest on FD  | 13.52                                | 4.46                                 |
| Interest on Loan & Advances   | 19.37                                | -                                    |
| Profit on sale of investment  | 75.00                                | -                                    |
| <b>Net cash flow utilised in investing activities (B)</b>                   | <b>(452.05)</b>                      | <b>(289.22)</b>                      |
| <b>C. Cash flow from financing activities</b>                               |                                      |                                      |
| Proceeds from Issue of Share Capital  | 0.60                                 | 6.15                                 |
| Proceeds from Security Premium  | 282.36                               | 240.94                               |
| Proceeds/(Repayment) from Long Term Borrowings                              | (34.83)                              | 35.53                                |
| Proceeds/(Repayment) short Long Term Borrowings                             | (4.24)                               | (0.97)                               |
| [   | (6.82)                               | (5.46)                               |
| <b>Net cash flow generated from/ (utilised in) financing activities (C)</b> | <b>237.07</b>                        | <b>276.19</b>                        |
| <b>Net (decrease)/ increase in cash &amp; cash equivalents (A+B+C)</b>      | <b>126.15</b>                        | <b>137.37</b>                        |
| Cash and cash equivalents at the beginning of the period/ year              | 196.87                               | 59.50                                |
| <b>Cash and cash equivalents at the end of the period/ year</b>             | <b>323.02</b>                        | <b>196.87</b>                        |
| <b>Cash and cash equivalents comprise:</b>                                  |                                      |                                      |
| Cash on hand  | 9.87                                 | 1.00                                 |
| Balances with banks in current accounts                                     | 98.95                                | 183.19                               |
| In Fixed Deposits with Bank   | 214.20                               | 12.68                                |
| <b>Total</b>  | <b>323.02</b>                        | <b>196.87</b>                        |

As per our report of even date attached

For and on behalf of the Board of Directors

For SHAH TEELANI & ASSOCIATES

PRIYANK SAVANI  
Chairman and Managing  
Director  
DIN: 08562699

ANKUR LAKHANI  
Whole Time Director  
DIN: 08562760

Chartered Accountants

Firm's Registration No: 0133549W

JINESH SHAH

POOJA RAJAT SHAH  
Company Secretary and  
Compliance officer

ABHISHEK A NAKRANI  
Chief Financial officer

Partner

M No. 141079

UDIN 24141079BKBML02066

Place: Ahmedabad

Date : 10/07/2024

SCF- 3

Place: Ahmedabad

Date : 10/07/2024

## SECTION V – GENERAL INFORMATION

Our Company was originally incorporated as ‘Goyani Infra Private Limited’ as a Private Limited Company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated July 28, 2017, issued by the Registrar of Companies, Central Registration Centre. Later on, vide Special Resolution passed by our Shareholders in the Annual General Meeting held on September 17, 2019, the name of our Company was change from ‘Goyani Infra Private Limited’ to ‘Identixweb Private Limited’ and a Certificate of Incorporation pursuant to change of name dated September 27, 2019 was issued to our Company by the Registrar of Companies - Ahmedabad. Subsequently, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on December 4, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed from ‘Identixweb Private Limited’ to “Identixweb Limited” and a fresh certificate of incorporation dated December 21, 2023 was issued to our Company by the Registrar of Companies - Ahmedabad. The Corporate Identification Number of our Company is U72100GJ2017PLC098473. For details of change in registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page no. 111 of this Draft Red Herring Prospectus.

### BRIEF INFORMATION ON COMPANY AND ISSUE

| Particulars                                     | Details   |     |                         |     |
|---|---|-----|-------------------------|-----|
| <b>Name of Issuer</b>                           | Identixweb Limited  |     |                         |     |
| <b>Registered Office</b>                        | Plot No. 240, C. S. No. 1730, 1st Floor, Nehru Nagar, L. H. Road, Sy No. 46/A+2, TPS-4, Surat – 395006, Gujarat, India.<br><b>Telephone No.:</b> +91 9510888111; <b>Web site:</b> <a href="http://www.identixweb.com">www.identixweb.com</a><br><b>E-Mail:</b> <a href="mailto:compliance@identixweb.com">compliance@identixweb.com</a><br><b>Contact Person:</b> Mrs. Pooja Shah       |     |                         |     |
| <b>Date of Incorporation</b>                    | July 28, 2017   |     |                         |     |
| <b>Company Identification Number</b>            | U72100GJ2017PLC098473   |     |                         |     |
| <b>Company Registration Number</b>              | 098473  |     |                         |     |
| <b>Company Category</b>                         | Company Limited by Shares   |     |                         |     |
| <b>Registrar of Company</b>                     | ROC Ahmedabad   |     |                         |     |
| <b>Address of the RoC</b>                       | ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013, Gujarat.<br><b>Phone:</b> 079-27438531   |     |                         |     |
| <b>Company Secretary and Compliance Officer</b> | <b>Mrs. Pooja Shah</b><br>Identixweb Limited<br>Plot No. 240, C. S. No. 1730, 1st Floor, Nehru Nagar, L. H. Road, Sy No. 46/A+2, TPS-4, Surat – 395006, Gujarat, India.<br><b>Telephone No.:</b> +91 9510888111; <b>Web site:</b> <a href="http://www.identixweb.com">www.identixweb.com</a><br><b>E-Mail:</b> <a href="mailto:compliance@identixweb.com">compliance@identixweb.com</a> |     |                         |     |
| <b>Designated Stock Exchange</b>                | SME Platform of BSE Limited<br><b>Address:</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001  |     |                         |     |
| <b>Issue Programme</b>                          | <b>Issue Opens On:</b>  | [•] | <b>Issue Closes On:</b> | [•] |

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

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

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



### BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of following Directors.

| Sr. No. | Name                               | Designation                    | Address   | DIN      |
|---------|------------------------------------|--------------------------------|---|----------|
| 1.      | Mr. Priyankumar Jivarajbhai Savani | Chairman and Managing Director | A-903, Raj Palace, Ambatalavadi, Surat City, Surat, Gujarat – 395 004, India                  | 08562699 |
| 2.      | Mr. Ankur Jagdishbhai Lakhani      | Whole-Time Director            | C-1402, Tapi Enclave, Bharimata Road, Singanpore, Surat City, Surat – 395 004, Gujarat, India | 08562760 |
| 3.      | Mrs. Hiralben Ankurbhai Lakhani    | Non-Executive Director         | C-1402, Tapi Enclave, Bharimata Road, Singanpore, Surat City, Surat – 395 004, Gujarat, India | 08920910 |
| 4.      | Mr. Niravkumar Dineshbhai Donda    | Independent Director           | BLD-H, Flat- 601, Sentosa Heights, Nr. Manish Gharnala, Utran, Surat – 394 105, India         | 10627147 |
| 5.      | Mrs. Archana Madhav Bhayani        | Independent Director           | L-1304, Riverview Heights, Mota Varachha, Surat, Gujarat – 394 101, India                     | 10627151 |

For further details pertaining to the education qualification and experience of our Directors, please refer the chapter titled “Our Management” beginning on Page no. 144 of this Draft Red herring Prospectus.

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

| BOOK RUNNING LEAD MANAGER TO THE ISSUE   | REGISTRAR TO THE ISSUE  |
|--|---|
|   |   |
| <b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b><br><b>SEBI Registration Number:</b> INM000012917<br><b>Address:</b> B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad- 380054, Gujarat, India.<br><b>Telephone Number:</b> 079 4918 5784<br><b>Email Id:</b> mb@beelinemb.com<br><b>Investors Grievance Id:</b> ig@beelinemb.com<br><b>Website:</b> www.beelinemb.com<br><b>Contact Person:</b> Mr. Nikhil Shah<br><b>CIN:</b> U67190GJ2020PTC114322 | <b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b><br><b>SEBI Registration Number:</b> INR000003241<br><b>Address:</b> D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020, India.<br><b>Tel. No.:</b> +91 11 4045 0193-97; +91 11 2681 2683<br><b>Email Id:</b> ipo@skylinerta.com<br><b>Investors Grievance Id:</b> Ipo@skylinerta.com<br><b>Website:</b> www.skylinerta.com<br><b>Contact Person:</b> Mr. Anuj Rana<br><b>CIN:</b> U74899DL1995PTC071324 |
| STATUTORY & PEER REVIEW AUDITORS OF THE COMPANY  | LEGAL ADVISOR TO THE ISSUE  |
| <b>M/s. Shah Teelani &amp; Associates,</b><br><b>Chartered Accountants</b><br><b>Address:</b> 302-304 Shubh House, Bh. Jain Dairy, Swastik Society, Off C.G. Road, Ahmedabad<br><b>Tel. No.:</b> +91 94263 41000<br><b>Email Id:</b> jinesh.shah@shahteelani.com<br><b>Membership No.:</b> 141079<br><b>Contact Person:</b> CA Jinesh Shah<br><b>Peer Review No.:</b> 015110<br><b>Firm Registration No:</b> 133549W   | <b>ANA ADVISORS</b><br><b>Address:</b> 118, Shila Vihar, Gokulpura, Kalwar Road, Jhotwara, Jaipur-302012<br><b>Telephone:</b> +91 9887906529<br><b>Email:</b> anaadvisors22@gmail.com<br><b>Contact Person:</b> Kamlesh Kumar Goyal<br><b>Designation:</b> Associate  |
| BANKERS TO THE COMPANY   | BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK  |
| <b>RBL Bank Limited</b><br>RBL Bank Limited, 5 – Ground Floor, Mangaldeep Complex, Nr. Hirabaug Circle, Varachha Road, Surat, Gujarat – 395 006<br><b>Tel:</b> 0261 – 254 0313   | ●   |

**Email:** [Brijesh.trivedi1@rblbank.com](mailto:Brijesh.trivedi1@rblbank.com)

**Website:** <https://www.rblbank.com>

**Contact Person:** Brijesh Trivedi

## **DESIGNATED INTERMEDIARIES**

### **Self-Certified Syndicate Banks**

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

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

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>.

## **BROKERS TO THE ISSUE**

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

## **REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS**

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

## **COLLECTING DEPOSITORY PARTICIPANTS**

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

## **STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES**

Since Beeline Capital Advisors Private Limited is only Book Running Lead Manager to the issue, all the responsibility of the issue will be managed by them.

## **CREDIT RATING**

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

## **IPO GRADING**

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

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

The Draft Red Herring Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Draft Red herring Prospectus will not be filed with SEBI nor SEBI will issue any observation on the draft offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of Draft Red Herring Prospectus will be available on website of the company [www.identixweb.com](http://www.identixweb.com), Book Running Lead Manager [www.beelinemb.com](http://www.beelinemb.com) and stock exchange [www.bseindia.com](http://www.bseindia.com).

A copy of the Red Herring Prospectus/Prospectus, along with the material contracts and documents referred elsewhere in the Red Herring Prospectus/Prospectus, will be delivered to the Registrar of Companies, ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013, Gujarat.

#### CHANGES IN AUDITORS IN LAST THREE YEARS

| Particulars  | Date of Change | Reason for change   |
|--|----------------|---|
| <b>M/s. Rahul Mistri And Co.,</b><br>Chartered Accountants<br><b>Address:</b> 166, Narayan Nagar Society, Vavol, Gandhinagar - 382016.<br><b>Tel. No.:</b> +91 91731 20983<br><b>Email Id:</b> carahulmistri@gmail.com<br><b>Membership No.:</b> 184595<br><b>Firm Registration No:</b> 147586W<br><b>Contact Person:</b> CA Rahul Mistri                                    | June 3, 2024   | Resigned as Statutory Auditor due to not having Peer Reviewed License                       |
| <b>M/s. Shah Teelani &amp; Associates,</b><br>Chartered Accountants<br><b>Address:</b> 302-304 Shubh House, Bh. Jain Dairy, Swastik Society, Off C.G. Road, Ahmedabad.<br><b>Tel. No.:</b> +91 94263 41100<br><b>Email Id:</b> jinesh.shah@shahteelani.com<br><b>Membership No.:</b> 141079<br><b>Firm Registration No:</b> 133549W<br><b>Contact Person:</b> CA Jinesh Shah | June 27, 2024  | Appointed as Statutory Auditors of the company for FY 2023-24 to fill up the casual vacancy |

#### TRUSTEES

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

#### APPRAISAL AND MONITORING AGENCY

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

The object of the issue and deployment of funds are not appraised by any independent agency/bank/financial institution.

#### BOOK BUILDING PROCESS

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and in regional newspaper where our registered office is situated at least two working days prior to the Bid/Issue Opening date. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager in this case being Beeline Capital Advisors Private Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with BSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue;
- The Escrow Collection Banks/ Bankers to the Issue and
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

The Issue is being made through the Book Building Process wherein 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15 % of the Net

Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

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

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under – subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “*Issue Procedure*” beginning on page 211 of the Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 211 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

| Bid Quantity | Bid Amount (₹) | Cumulative Quantity | Subscription |
|--------------|----------------|---------------------|--------------|
| 500          | 24             | 500                 | 16.67%       |
| 1,000        | 23             | 1,500               | 50.00%       |
| 1,500        | 22             | 3,000               | 100.00%      |
| 2,000        | 21             | 5,000               | 166.67%      |
| 2,500        | 20             | 7,500               | 250.00%      |

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Company in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 211 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;

- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

#### **Bid/Issue Program:**

| <b>Event</b>  | <b>Indicative Dates</b> |
|---|-------------------------|
| Bid/Issue Opening Date  | [●]                     |
| Bid/Issue Closing Date  | [●]                     |
| Finalization of Basis of Allotment with the Designated Stock Exchange                                   | On or before [●]        |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account | On or before [●]        |
| Credit of Equity Shares to Demat accounts of Allottees  | On or before [●]        |
| Commencement of trading of the Equity Shares on the Stock Exchange                                      | On or before [●]        |

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Bid/Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and BSE SME considering the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSEBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

#### **WITHDRAWAL OF THE ISSUE**

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



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

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

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

## UNDERWRITING AGREEMENT

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

| Details of the Underwriter   | No. of shares underwritten | Amount Underwritten (₹ in Lakh) | % of the total Issue Size Underwritten |
|--|----------------------------|---------------------------------|--|
| <b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b><br><b>Address:</b> B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad - 380054, Gujarat, India.<br><b>Tel No:</b> +91 79 4918 5784<br><b>Email Id:</b> mb@beelinemb.com<br><b>Investor Grievance Id:</b> ig@beelinemb.com<br><b>Website:</b> www.beelinemb.com<br><b>Contact Person:</b> Mr. Nikhil Shah | Upto 3080000               | [●]                             | 100%                                   |

*\*Includes [●] Equity shares of ₹10.00 each for cash of ₹ [●]/- of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

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

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Book Running Lead Manager have entered into an agreement dated July 18, 2024 with the following Market Maker to fulfil the obligations of Market Making:

### SPREAD X SECURITIES PRIVATE LIMITED

**Address:** Shilp Corporate Park, B Block, 13th Floor, B-1309, Near Rajpath Club, Rajpath Rangoli Road, S. G. Highway, Ahmedabad – 380054, Gujarat, India

Tel: +91 79 6907 2018

**Contact Person:** Mrs. Khushbu Nikhilkumar Shah

**Email Id:** info@spreadx.in

**Website:** www.spreadx.in

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

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

- 
- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker(s).
  - 2) The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
  - 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
  - 4) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
  - 5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
  - 6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
  - 7) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price.
  - 8) The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
  - 9) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
  - 10) The Market Maker(s) shall have the right to terminate said arrangement by giving a One month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).
  - 11) In case of termination of the Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.
  - 12) Risk containment measures and monitoring for Market Makers: SME Platform of BSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
  - 13) Punitive Action in case of default by Market Makers: SME Platform of BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market maker issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
  - 14) The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
  - 15) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - 16) In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

- 17) In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.
- 18) Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- 19) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

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

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

## SECTION VI - CAPITAL STRUCTURE

The Equity Share Capital of our Company, before the issue and after giving effect to the issue, as on the date of filing of the Draft Red Herring Prospectus, is set forth below:

(₹ In Lakh except per share amount)

| Sr. No. | Particulars   | Aggregate Nominal value | Aggregate value at issue price |
|---------|---|-------------------------|--------------------------------|
| 1.      | <b>AUTHORIZED SHARE CAPITAL</b><br>11000000 Equity Shares of face value of ₹ 10/- each  | 1,100.000               | -                              |
| 2.      | <b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE ISSUE</b><br>7361550 Equity Shares of face value of ₹ 10/- each   | 736.155                 | -                              |
| 3.      | <b>PRESENT ISSUE IN TERMS OF THE DRAFT RED HERRING PROSPECTUS*</b>  |                         |                                |
|         | Issue of Upto 3080000 Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share.  | [●]                     | [●]                            |
|         | <b>Which comprises</b>  |                         |                                |
|         | <b>Reservation for Market Maker:</b><br>[●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share reserved as Market Maker Portion   | [●]                     | [●]                            |
|         | <b>Net Issue to Public:</b><br>[●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share to the Public   | [●]                     | [●]                            |
|         | <b>Net Issue to Public consists of</b>  |                         |                                |
|         | <b>Allocation to Qualified Institutional Buyers:</b><br>Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Qualified Institutional Buyers     | [●]                     | [●]                            |
|         | (a) Anchor Investor Portion- Upto [●] Equity Shares of face value of ₹ 10/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹ [●] Lakhs  | [●]                     | [●]                            |
|         | (b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)- Upto [●] Equity Shares of face value of ₹ 10/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹ [●] Lakhs | [●]                     | [●]                            |
|         | <b>Of which:</b>  |                         |                                |
|         | (i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)- Upto [●] Equity Shares of face value of ₹ 10/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹ [●] Lakhs  | [●]                     | [●]                            |
|         | (ii) Balance of QIB Portion for all QIBs including Mutual Funds- Upto [●] Equity Shares of face value of ₹ 10/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹ [●] Lakhs                | [●]                     | [●]                            |
|         | <b>Allocation to Non-Institutional Investors:</b><br>At least [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Non-Institutional Investors                | [●]                     | [●]                            |
|         | <b>Allocation to Retail Individual Investors:</b><br>At least [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share will be available for allocation to Retail Investors                           | [●]                     | [●]                            |
| 4.      | <b>PAID UP EQUITY CAPITAL AFTER THE ISSUE</b><br>Upto 10441550 Equity Shares of ₹ 10/- each   | [●]                     | -                              |
| 5.      | <b>SECURITIES PREMIUM ACCOUNT</b>   |                         |                                |
|         | Before the Issue  | Nil                     |                                |
|         | After the Issue   | [●]                     |                                |

\* The Present Issue of upto 3080000 Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated June 17, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of the members held on July 09, 2024.

## CLASS OF SHARES

The company has only one class of shares i.e., Equity shares of ₹ 10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Draft Red Herring Prospectus.

Our Company does not have any partly paid-up equity shares as on the date of this Draft Red Herring Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of the Draft Red Herring Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

### 1. Changes in the Authorized Share Capital of our Company:

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

| S. No. | Particulars of Increase  | Cumulative no. of Equity Shares | Cumulative Authorized Share Capital (₹ in Lakh) | Date of Meeting    | Whether AGM/EGM |
|--------|--|---------------------------------|---|--------------------|-----------------|
| 1.     | On incorporation   | 10000                           | 1.000   | N.A.               | N.A.            |
| 2.     | Increased in authorized capital from ₹ 1.000 Lakh to ₹ 100.000 Lakh      | 1000000                         | 100.000   | March 14, 2022     | EGM             |
| 3.     | Increased in authorized capital from ₹ 100.000 Lakh to ₹ 1,000.000 Lakh  | 10000000                        | 1,000.00  | September 30, 2023 | AGM             |
| 4.     | Increased in authorized capital from ₹ 1,000.000 Lakh to ₹ 1,100.00 Lakh | 11000000                        | 1,100.00  | May 18, 2024       | EGM             |

### 2. History of Paid-up Share Capital:

Our existing Paid-up Equity Share Capital has been subscribed and allotted in the manner set forth below:

| Date of allotment                | Nature of allotment                                      | Number of equity shares Allotted | Face value (In ₹) | Issue price (In ₹) | Nature of consideration (Cash, other than Cash, Bonus) | Cumulative Number of Equity Shares | Cumulative Paid up share Capital (₹ in lakhs) | Cumulative Share Premium (₹ in lakhs) |
|----------------------------------|--|----------------------------------|-------------------|--------------------|--|------------------------------------|---|---------------------------------------|
| July 28, 2017 (On Incorporation) | Subscription to Memorandum of Association <sup>(1)</sup> | 10000                            | 10.00             | 10.00              | Cash   | 10000                              | 1.000   | -                                     |
| April 13, 2022                   | Right Issue <sup>(2)</sup>                               | 58000                            | 10.00             | 138.00             | Cash   | 68000                              | 6.800   | 74.240                                |
| March 31, 2023                   | Preferential Issue <sup>(3)</sup>                        | 3523                             | 10.00             | 4,742.00           | Cash   | 71523                              | 7.152   | 240.948                               |
| August 29, 2023                  | Preferential Issue <sup>(4)</sup>                        | 4745                             | 10.00             | 4,742.00           | Cash   | 76268                              | 7.627   | 465.482                               |
| September 22, 2023               | Preferential Issue <sup>(5)</sup>                        | 1222                             | 10.00             | 4,742.00           | Cash   | 77490                              | 7.749   | 523.307                               |
| October 9, 2023                  | Bonus Issue <sup>(6)</sup>                               | 7284060                          | 10.00             | Nil                | Other than Cash  | 7361550                            | 736.155                                       | -                                     |

<sup>(1)</sup> The details of allotment of 10000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Associations, are as follows:

| Sr. No.      | Name of Allottees         | No. of Equity Shares Allotted | Face Value Per Share (In ₹) | Issue Price Per Share (In ₹) |
|--------------|---------------------------|-------------------------------|-----------------------------|------------------------------|
| 1.           | Parthkumar Babulal Goyani | 5000                          | 10.00                       | 10.00                        |
| 2.           | Sumeet Babulal Goyani     | 5000                          | 10.00                       | 10.00                        |
| <b>Total</b> |                           | <b>10000</b>                  | <b>-</b>                    | <b>-</b>                     |

(2) The details of allotment of 58000 Equity Shares made on April 13, 2022 under Right Issue, in the ratio of 29:1 i.e. 29 (Twenty-Nine) new Equity Shares for every 1 (one) equity share held, at an issue price of ₹ 138/- per share are as follows:

| Sr. No.      | Name of Allottees              | No. of Equity Shares Allotted | Face Value Per Share (In ₹) | Issue Price Per Share (In ₹) |
|--------------|--------------------------------|-------------------------------|-----------------------------|------------------------------|
| 1.           | Priyankkumar Jivrajbhai Savani | 29000                         | 10.00                       | 138.00                       |
| 2.           | Ankur Lakhani                  | 29000                         | 10.00                       | 138.00                       |
| <b>Total</b> |                                | <b>58000</b>                  | -                           | -                            |

(3) The details of allotment of 3523 Equity Shares made on March 31, 2023 under Preferential Issue at an issue price of ₹ 4,742/- per share are as follows:

| Sr. No.      | Name of Allottees                 | No. of Equity Shares Allotted | Face Value Per Share (In ₹) | Issue Price Per Share (In ₹) |
|--------------|-----------------------------------|-------------------------------|-----------------------------|------------------------------|
| 1.           | Savani Aashaben Jigneshbhai       | 105                           | 10.00                       | 4,742.00                     |
| 2.           | Abhilashaben Tusharbhai Donda     | 150                           | 10.00                       | 4,742.00                     |
| 3.           | Ajay Ramjibhai Savani             | 130                           | 10.00                       | 4,742.00                     |
| 4.           | Alpesh Mukeshbhai Savani          | 162                           | 10.00                       | 4,742.00                     |
| 5.           | Bhargav Govindbhai Navadiya       | 105                           | 10.00                       | 4,742.00                     |
| 6.           | Bhargav Rameshbhai Savani         | 84                            | 10.00                       | 4,742.00                     |
| 7.           | Bhumiben Ashokbhai Lathiya        | 126                           | 10.00                       | 4,742.00                     |
| 8.           | Chiragkumar Ranchhodbhai Lathiya  | 189                           | 10.00                       | 4,742.00                     |
| 9.           | Dharmesh Ghansyam Bagadiya        | 105                           | 10.00                       | 4,742.00                     |
| 10.          | Gitaben Himanshubhai Lathiya      | 147                           | 10.00                       | 4,742.00                     |
| 11.          | Himanshu Bhagavanbhai Lathiya     | 105                           | 10.00                       | 4,742.00                     |
| 12.          | Jaydip Mavajibhai Kalathiya       | 147                           | 10.00                       | 4,742.00                     |
| 13.          | Kaushikkumar Ghanshyambhai Savani | 130                           | 10.00                       | 4,742.00                     |
| 14.          | Lakhani Kinjal Hiren              | 116                           | 10.00                       | 4,742.00                     |
| 15.          | Krishnaben Sanjaybhai Savani      | 126                           | 10.00                       | 4,742.00                     |
| 16.          | Mamtaben Sandipkumar Moradiya     | 147                           | 10.00                       | 4,742.00                     |
| 17.          | Mavjibhai Talsibhai Kalathia      | 189                           | 10.00                       | 4,742.00                     |
| 18.          | Mayurkumar Rajubhai Savani        | 105                           | 10.00                       | 4,742.00                     |
| 19.          | Mukeshbhai Dhanjibhai Savani      | 189                           | 10.00                       | 4,742.00                     |
| 20.          | Rinkal Dharmesh Bagadiya          | 105                           | 10.00                       | 4,742.00                     |
| 21.          | Ronil Babubhai Lakhani            | 189                           | 10.00                       | 4,742.00                     |
| 22.          | Sandip Dharamshibhai Moradiya     | 84                            | 10.00                       | 4,742.00                     |
| 23.          | Sanjay Dhanjibhai Savani          | 126                           | 10.00                       | 4,742.00                     |
| 24.          | Lakhani Sanketbhai Chandubhai     | 126                           | 10.00                       | 4,742.00                     |
| 25.          | Shital Hiteshbhai Savani          | 168                           | 10.00                       | 4,742.00                     |
| 26.          | Urmilaben Alpeshbhai Savani       | 168                           | 10.00                       | 4,742.00                     |
| <b>Total</b> |                                   | <b>3523</b>                   | -                           | -                            |

(4) The details of allotment of 4745 Equity Shares made on August 29, 2023 under Preferential Issue at an issue price of ₹ 4,742/- per share are as follows:

| Sr. No.      | Name of Allottee                                     | No. of Equity Shares Allotted | Face Value Per Share (In ₹) | Issue Price Per Share (In ₹) |
|--------------|--|-------------------------------|-----------------------------|------------------------------|
| 1.           | Sambhavnath Investments and Finances Private Limited | 4745                          | 10.00                       | 4,742.00                     |
| <b>Total</b> |  | <b>4745</b>                   | -                           | -                            |

(5) The details of allotment of 1222 Equity Shares made on September 22, 2023 under Preferential Issue at an issue price of ₹ 4,742/- per share are as follows:

| Sr. No.      | Name of Allottee                      | No. of Equity Shares Allotted | Face Value Per Share (In ₹) | Issue Price Per Share (In ₹) |
|--------------|---------------------------------------|-------------------------------|-----------------------------|------------------------------|
| 1.           | Sharadaben Mukeshbhai Savani          | 96                            | 10.00                       | 4,742.00                     |
| 2.           | Pareesh Jagdishbhai Lakhani           | 106                           | 10.00                       | 4,742.00                     |
| 3.           | Jalpaben Pareeshbhai Lakhani          | 84                            | 10.00                       | 4,742.00                     |
| 4.           | Jagdishbhai H Lakhani                 | 84                            | 10.00                       | 4,742.00                     |
| 5.           | Ankur Jagdishbhai Lakhani (HUF)       | 84                            | 10.00                       | 4,742.00                     |
| 6.           | Jagdishbhai Hirabhai Lakhani (HUF)    | 63                            | 10.00                       | 4,742.00                     |
| 7.           | Pareeshbhai Jagdishbhai Lakhani (HUF) | 63                            | 10.00                       | 4,742.00                     |
| 8.           | Nikunjibhai Jivrajbhai Savani         | 106                           | 10.00                       | 4,742.00                     |
| 9.           | Nilam Nikunjibhai Savani              | 63                            | 10.00                       | 4,742.00                     |
| 10.          | Jivrajbhai Dhanjibhai Savani          | 84                            | 10.00                       | 4,742.00                     |
| 11.          | Hansaben Jivrajbhai Savani            | 84                            | 10.00                       | 4,742.00                     |
| 12.          | Jivrajbhai Dhanjibhai Savani (HUF)    | 63                            | 10.00                       | 4,742.00                     |
| 13.          | Priyankkumar Jivrajbhai Savani (HUF)  | 84                            | 10.00                       | 4,742.00                     |
| 14.          | Nikunjibhai Jivrajbhai Savani (HUF)   | 63                            | 10.00                       | 4,742.00                     |
| 15.          | Hiralben Ankurbhai Lakhani            | 95                            | 10.00                       | 4,742.00                     |
| <b>Total</b> |                                       | <b>1222</b>                   | -                           | -                            |

<sup>(6)</sup> The details of allotment of 7284060 Equity Shares made on October 9, 2023 in the ratio of 94:1 i.e. 94 (Ninety-Four) new Equity Shares for every 1 (one) equity share held are as follows:

| Sr. No. | Name of Allottee                  | No. of Equity Shares Allotted | Face Value Per Share (In ₹) | Issue Price Per Share (In ₹) |
|---------|-----------------------------------|-------------------------------|-----------------------------|------------------------------|
| 1.      | Priyankkumar Jivrajbhai Savani    | 3196000                       | 10.00                       | Nil                          |
| 2.      | Ankur Lakhani                     | 3196000                       | 10.00                       | Nil                          |
| 3.      | Mamtaben Sandipkumar Moradiya     | 13818                         | 10.00                       | Nil                          |
| 4.      | Donda Abhilashaben Tusharbhai     | 14100                         | 10.00                       | Nil                          |
| 5.      | Shital Hiteshbhai Savani          | 15792                         | 10.00                       | Nil                          |
| 6.      | Lakhani Sanketbhai Chandubhai     | 11844                         | 10.00                       | Nil                          |
| 7.      | Lakhani Kinjal Hiren              | 10904                         | 10.00                       | Nil                          |
| 8.      | Mavjibhai Talsibhai Kalathia      | 17766                         | 10.00                       | Nil                          |
| 9.      | Mukeshbhai Dhanjibhai Savani      | 17766                         | 10.00                       | Nil                          |
| 10.     | Gitaben Himanshubhai Lathiya      | 13818                         | 10.00                       | Nil                          |
| 11.     | Urmilaben Alpeshbhai Savani       | 15792                         | 10.00                       | Nil                          |
| 12.     | Sandip Dharamshibhai Moradiya     | 7896                          | 10.00                       | Nil                          |
| 13.     | Himanshu Bhagavanbhai Lathiya     | 9870                          | 10.00                       | Nil                          |
| 14.     | Chiragkumar Ranchhodhbhai Lathiya | 17766                         | 10.00                       | Nil                          |
| 15.     | Dipali Priyankkumar Savani        | 9870                          | 10.00                       | Nil                          |
| 16.     | Bhumi Jaydip Kalathiya            | 11844                         | 10.00                       | Nil                          |
| 17.     | Krishnaben Savani                 | 11844                         | 10.00                       | Nil                          |
| 18.     | Dharmesh Ghansyam Bagadiya        | 9870                          | 10.00                       | Nil                          |
| 19.     | Rinkal Dharmesh Bagadiya          | 9870                          | 10.00                       | Nil                          |
| 20.     | Bhargav Rameshbhai Savani         | 7896                          | 10.00                       | Nil                          |
| 21.     | Bhargav Navadiya                  | 9870                          | 10.00                       | Nil                          |
| 22.     | Jaydip Mavajibhai Kalathiya       | 13818                         | 10.00                       | Nil                          |
| 23.     | Ajay Ramjibhai Savani             | 12220                         | 10.00                       | Nil                          |
| 24.     | Kaushikkumar Ghanshyambhai Savani | 12220                         | 10.00                       | Nil                          |
| 25.     | Alpesh Mukeshbhai Savani          | 15228                         | 10.00                       | Nil                          |
| 26.     | Savani Aashaben Jigneshbhai       | 9870                          | 10.00                       | Nil                          |
| 27.     | Lakhani Ronil Babubhai            | 17766                         | 10.00                       | Nil                          |
| 28.     | Sanjay D Savani                   | 11844                         | 10.00                       | Nil                          |

| Sr. No.      | Name of Allottee                                    | No. of Equity Shares Allotted | Face Value Per Share (In ₹) | Issue Price Per Share (In ₹) |
|--------------|---|-------------------------------|-----------------------------|------------------------------|
| 29.          | Sambhavnath Investment and Finances Private Limited | 446030                        | 10.00                       | Nil                          |
| 30.          | Sharadaben Mukeshbhai Savani                        | 9024                          | 10.00                       | Nil                          |
| 31.          | Nikunjibhai Jivrajbhai Savani                       | 9964                          | 10.00                       | Nil                          |
| 32.          | Nilam Nikunjibhai Savani                            | 5922                          | 10.00                       | Nil                          |
| 33.          | Jivrajbhai Dhanjibhai Savani                        | 7896                          | 10.00                       | Nil                          |
| 34.          | Hansaben Jivrajbhai Savani                          | 7896                          | 10.00                       | Nil                          |
| 35.          | Jivrajbhai Dhanjibhai Savani (HUF)                  | 5922                          | 10.00                       | Nil                          |
| 36.          | Priyankumar Jivrajbhai Savani (HUF)                 | 7896                          | 10.00                       | Nil                          |
| 37.          | Nikunjibhai Jivrajbhai Savani (HUF)                 | 5922                          | 10.00                       | Nil                          |
| 38.          | Hiralben Ankurbhai Lakhani                          | 8930                          | 10.00                       | Nil                          |
| 39.          | Paresh Jagdishbhai Lakhani                          | 9964                          | 10.00                       | Nil                          |
| 40.          | Jalpaben Pareshbhai Lakhani                         | 7896                          | 10.00                       | Nil                          |
| 41.          | Jagdishbhai H Lakhani                               | 7896                          | 10.00                       | Nil                          |
| 42.          | Ankur Jagdishbhai Lakhani (HUF)                     | 7896                          | 10.00                       | Nil                          |
| 43.          | Jagdishbhai Hirabhai Lakhani (HUF)                  | 5922                          | 10.00                       | Nil                          |
| 44.          | Pareshbhai Jagdishbhai Lakhani (HUF)                | 5922                          | 10.00                       | Nil                          |
| <b>Total</b> |   | <b>7284060</b>                | <b>-</b>                    | <b>-</b>                     |

**Note: \*The aforementioned Bonus allotment has been made by capitalizing Free Reserve and Security Premium account of the Company.**

- Our Company has not issued shares for consideration other than cash or out of revaluation of reserves at any point of time since Incorporation except for allotment of Bonus Equity Shares on October 9, 2023 in the ratio of 94:1 i.e. 94 (Ninety-Four) new Equity Shares for every 1 (one) equity share held, details of which are provided in point 2 (6) of this chapter.
- Our Company has not allotted any Equity Shares pursuant to any scheme approved Sections 230 to 234 of the Companies Act, 2013.
- Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Our Company has not made allotment at price lower than the Issue Price during past one year from the date of the Draft Red Herring Prospectus except mentioned below:

The details of allotment of 7284060 Equity Shares made on October 9, 2023 in the ratio of 94:1 i.e. 94 (Ninety-Four) new Equity Shares for every 1 (one) equity share held are as follows:

| Sr. No. | Name of Allottee              | No. of Equity Shares Allotted | Face Value Per Share (In ₹) | Issue Price Per Share (In ₹) | Reason of Allotment           | Benefits accrued to Company |
|---------|-------------------------------|-------------------------------|-----------------------------|------------------------------|-------------------------------|-----------------------------|
| 1.      | Priyankumar Jivrajbhai Savani | 3196000                       | 10.00                       | Nil                          | Other than Cash – Bonus Issue | Capitalization of Reserves  |
| 2.      | Ankur Lakhani                 | 3196000                       | 10.00                       | Nil                          |                               |                             |
| 3.      | Mamtaben Sandipkumar Moradiya | 13818                         | 10.00                       | Nil                          |                               |                             |
| 4.      | Donda Abhilashaben Tusharbhai | 14100                         | 10.00                       | Nil                          |                               |                             |
| 5.      | Shital Hiteshbhai Savani      | 15792                         | 10.00                       | Nil                          |                               |                             |
| 6.      | Lakhani Sanketbhai Chandubhai | 11844                         | 10.00                       | Nil                          |                               |                             |
| 7.      | Lakhani Kinjal Hiren          | 10904                         | 10.00                       | Nil                          |                               |                             |
| 8.      | Mavjibhai Talsibhai Kalathia  | 17766                         | 10.00                       | Nil                          |                               |                             |
| 9.      | Mukeshbhai Dhanjibhai Savani  | 17766                         | 10.00                       | Nil                          |                               |                             |
| 10.     | Gitaben Himanshubhai Lathiya  | 13818                         | 10.00                       | Nil                          |                               |                             |
| 11.     | Urmilaben Alpeshbhai Savani   | 15792                         | 10.00                       | Nil                          |                               |                             |
| 12.     | Sandip Dharamshibhai Moradiya | 7896                          | 10.00                       | Nil                          |                               |                             |
| 13.     | Himanshu Bhagavanbhai Lathiya | 9870                          | 10.00                       | Nil                          |                               |                             |



| Sr. No.      | Name of Allottee                                    | No. of Equity Shares Allotted | Face Value Per Share (In ₹) | Issue Price Per Share (In ₹) | Reason of Allotment | Benefits accrued to Company |
|--------------|---|-------------------------------|-----------------------------|------------------------------|---------------------|-----------------------------|
| 14.          | Chiragkumar Ranchhodhbhai Lathiya                   | 17766                         | 10.00                       | Nil                          |                     |                             |
| 15.          | Dipali Priyankkumar Savani                          | 9870                          | 10.00                       | Nil                          |                     |                             |
| 16.          | Bhumi Jaydip Kalathiya                              | 11844                         | 10.00                       | Nil                          |                     |                             |
| 17.          | Krishnaben Savani                                   | 11844                         | 10.00                       | Nil                          |                     |                             |
| 18.          | Dharmesh Ghansyam Bagadiya                          | 9870                          | 10.00                       | Nil                          |                     |                             |
| 19.          | Rinkal Dharmesh Bagadiya                            | 9870                          | 10.00                       | Nil                          |                     |                             |
| 20.          | Bhargav Rameshbhai Savani                           | 7896                          | 10.00                       | Nil                          |                     |                             |
| 21.          | Bhargav Navadiya                                    | 9870                          | 10.00                       | Nil                          |                     |                             |
| 22.          | Jaydip Mavajibhai Kalathiya                         | 13818                         | 10.00                       | Nil                          |                     |                             |
| 23.          | Ajay Ramjibhai Savani                               | 12220                         | 10.00                       | Nil                          |                     |                             |
| 24.          | Kaushikkumar Ghanshyambhai Savani                   | 12220                         | 10.00                       | Nil                          |                     |                             |
| 25.          | Alpesh Mukeshbhai Savani                            | 15228                         | 10.00                       | Nil                          |                     |                             |
| 26.          | Savani Aashaben Jigneshbhai                         | 9870                          | 10.00                       | Nil                          |                     |                             |
| 27.          | Lakhani Ronil Babubhai                              | 17766                         | 10.00                       | Nil                          |                     |                             |
| 28.          | Sanjay D Savani                                     | 11844                         | 10.00                       | Nil                          |                     |                             |
| 29.          | Sambhavnath Investment and Finances Private Limited | 446030                        | 10.00                       | Nil                          |                     |                             |
| 30.          | Sharadaben Mukeshbhai Savani                        | 9024                          | 10.00                       | Nil                          |                     |                             |
| 31.          | Nikunjibhai Jivrajibhai Savani                      | 9964                          | 10.00                       | Nil                          |                     |                             |
| 32.          | Nilam Nikunjibhai Savani                            | 5922                          | 10.00                       | Nil                          |                     |                             |
| 33.          | Jivrajibhai Dhanjibhai Savani                       | 7896                          | 10.00                       | Nil                          |                     |                             |
| 34.          | Hansaben Jivrajibhai Savani                         | 7896                          | 10.00                       | Nil                          |                     |                             |
| 35.          | Jivrajibhai Dhanjibhai Savani (HUF)                 | 5922                          | 10.00                       | Nil                          |                     |                             |
| 36.          | Priyankkumar Jivrajibhai Savani (HUF)               | 7896                          | 10.00                       | Nil                          |                     |                             |
| 37.          | Nikunjibhai Jivrajibhai Savani (HUF)                | 5922                          | 10.00                       | Nil                          |                     |                             |
| 38.          | Hiralben Ankurbhai Lakhani                          | 8930                          | 10.00                       | Nil                          |                     |                             |
| 39.          | Paresh Jagdishbhai Lakhani                          | 9964                          | 10.00                       | Nil                          |                     |                             |
| 40.          | Jalpaben Pareshbhai Lakhani                         | 7896                          | 10.00                       | Nil                          |                     |                             |
| 41.          | Jagdishbhai H Lakhani                               | 7896                          | 10.00                       | Nil                          |                     |                             |
| 42.          | Ankur Jagdishbhai Lakhani (HUF)                     | 7896                          | 10.00                       | Nil                          |                     |                             |
| 43.          | Jagdishbhai Hirabhai Lakhani (HUF)                  | 5922                          | 10.00                       | Nil                          |                     |                             |
| 44.          | Pareshbhai Jagdishbhai Lakhani (HUF)                | 5922                          | 10.00                       | Nil                          |                     |                             |
| <b>Total</b> |   | <b>7284060</b>                | -                           | -                            | -                   | -                           |

7. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

#### 8. Our shareholding pattern:

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

#### Declaration

| S. No. | Particular  | Yes/No | Promoters and Promoter Group | Public shareholder | Non-Promoter-Non-Public |
|--------|---|--------|------------------------------|--------------------|-------------------------|
| 1.     | Whether the Company has issued any partly paid up shares? | No     | No                           | No                 | No                      |

| <b>S. No.</b> | <b>Particular</b>  | <b>Yes/No</b> | <b>Promoters and Promoter Group</b> | <b>Public shareholder</b> | <b>Non-Promoter-Non-Public</b> |
|---------------|--|---------------|-------------------------------------|---------------------------|--------------------------------|
| 2.            | Whether the Company has issued any Convertible Securities?                       | No            | No                                  | No                        | No                             |
| 3.            | Whether the Company has issued any Warrants?                                     | No            | No                                  | No                        | No                             |
| 4.            | Whether the Company has any shares against which depository receipts are issued? | No            | No                                  | No                        | No                             |
| 5.            | Whether the Company has any shares in locked-in? *                               | No            | No                                  | No                        | No                             |
| 6.            | Whether any shares held by promoters are pledge or otherwise encumbered?         | No            | No                                  | No                        | No                             |
| 7.            | Whether company has equity shares with differential voting rights?               | No            | No                                  | No                        | No                             |
| 8.            | Whether the listed entity has any significant beneficial owner?                  | Yes           | Yes                                 | No                        | No                             |

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

(A). Table I - Summary Statement holding of Equity Shares

| Sr. No. (I)  | Category of shareholder (II)   | Nos. Of shareholders (III) | No. of fully paid-up equity shares held (IV) | No. Of Partly paid-up equity shares held (V) | No. Of shares underlying Depository Receipts (VI) | Total nos. Shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) |               |                | No of shares Underlying Outstanding convertible securities (Including Warrants) (X) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2) | Number of Locked in shares (XII) |          | Number of shares pledged or otherwise encumbered (XIII) |          | Number of equity shares held in dematerialized form |                                 |
|--------------|--------------------------------|----------------------------|--|--|---|--|---|---|---------------|----------------|---|--|----------------------------------|----------|---|----------|---|---------------------------------|
|              |                                |                            |  |  |   |  |   | No of Voting (XIV) Rights                                     |               |                |   |  | Total as a % of (A+B+C)          | No. (a)  | As a % of total shares held (b)                         | No. (a)  |   | As a % of total shares held (b) |
|              |                                |                            |  |  |   |  |   | Class (eg: X)   | Class (eg: Y) | Total          |   |  |                                  |          |   |          |   |                                 |
| (A)          | Promoter & Promoter Group      | 17                         | 6576945                                      | -  | -   | 6576945                                      | 89.34   | 6576945   | -             | 6576945        | 89.34   | -  | -                                | -        | -   | -        | -   | 6576945                         |
| (B)          | Public                         | 17                         | 784605                                       | -  | -   | 784605                                       | 10.66   | 784605  | -             | 784605         | 10.66   | -  | -                                | -        | -   | -        | -   | 784605                          |
| (C)          | Non-Promoter-Non-Public        | -                          | -  | -  | -   | -  | -   | -   | -             | -              | -   | -  | -                                | -        | -   | -        | -   | -                               |
| (C1)         | Shares underlying DRs          | -                          | -  | -  | -   | -  | -   | -   | -             | -              | -   | -  | -                                | -        | -   | -        | -   | -                               |
| (C2)         | Shares held by Employee Trusts | -                          | -  | -  | -   | -  | -   | -   | -             | -              | -   | -  | -                                | -        | -   | -        | -   | -                               |
|              | <b>Grand Total</b>             | <b>34</b>                  | <b>7361550</b>                               | <b>0</b>                                     | <b>0</b>  | <b>7361550</b>                               | <b>100.00</b>   | <b>7361550</b>  | <b>0</b>      | <b>7361550</b> | <b>100.00</b>   | <b>0</b>   | <b>100.00</b>                    | <b>0</b> | <b>0</b>  | <b>0</b> | <b>0</b>  | <b>7361550</b>                  |
| <b>Note:</b> |                                |                            |  |  |   |  |   |   |               |                |   |  |                                  |          |   |          |   |                                 |
| 1.           | <b>C=C1+C2</b>                 |                            |  |  |   |  |   |   |               |                |   |  |                                  |          |   |          |   |                                 |
| 2.           | <b>Grand Total=A+B+C</b>       |                            |  |  |   |  |   |   |               |                |   |  |                                  |          |   |          |   |                                 |

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

| Sr. No.  | Name of shareholders               | Pre-issue            |                           | Post issue           |                           |
|--|------------------------------------|----------------------|---------------------------|----------------------|---------------------------|
|  |                                    | No. of equity shares | As a % of Issued Capital* | No. of equity shares | As a % of Issued Capital* |
| <b>Promoters</b>   |                                    |                      |                           |                      |                           |
| 1  | Ankur Jagdishbhai Lakhani          | 3230000              | 43.88                     | 3230000              | [●]                       |
| 2  | Priyankkumar Jivrajbhai Savani     | 3230000              | 43.88                     | 3230000              | [●]                       |
| 3  | Hiralben Ankurbhai Lakhani         | 9025                 | 0.12                      | 9025                 | [●]                       |
| <b>Total - A</b>   |                                    | <b>6469025</b>       | <b>87.887</b>             | <b>6469025</b>       | <b>[●]</b>                |
| <b>Promoters' Group</b>  |                                    |                      |                           |                      |                           |
| 1  | Jivrajbhai Dhanjibhai Savani       | 7980                 | 0.11                      | 7980                 | [●]                       |
| 2  | Hansaben Jivrajbhai Savani         | 7980                 | 0.11                      | 7980                 | [●]                       |
| 3  | Jagdishbhai Hirabhai Lakhani       | 7980                 | 0.11                      | 7980                 | [●]                       |
| 4  | Nikunjibhai Jivrajbhai Savani      | 10070                | 0.14                      | 10070                | [●]                       |
| 5  | Dipali Priyankkumar Savani         | 9975                 | 0.14                      | 9975                 | [●]                       |
| 6  | Jalpaben Pareshbhai Lakhani        | 7980                 | 0.11                      | 7980                 | [●]                       |
| 7  | Nilam Nikunjibhai Savani           | 5985                 | 0.08                      | 5985                 | [●]                       |
| 8  | Pareshbhai Jagdishbhai Lakhani     | 10070                | 0.14                      | 10070                | [●]                       |
| 9  | Jivrajbhai Dhanjibhai Savani HUF   | 5985                 | 0.08                      | 5985                 | [●]                       |
| 10   | Jagdishbhai Hirabhai Lakhani HUF   | 5985                 | 0.08                      | 5985                 | [●]                       |
| 11   | Ankur Jagdishbhai Lakhani HUF      | 7980                 | 0.11                      | 7980                 | [●]                       |
| 12   | Nikunjibhai Jivrajbhai Savani HUF  | 5985                 | 0.08                      | 5985                 | [●]                       |
| 13   | Pareshbhai Jagdishbhai Lakhani HUF | 5985                 | 0.08                      | 5985                 | [●]                       |
| 14   | Priyankkumar Jivrajbhai Savani HUF | 7980                 | 0.11                      | 7980                 | [●]                       |
| <b>Total-B</b>   |                                    | <b>107920</b>        | <b>1.487</b>              | <b>107920</b>        | <b>[●]</b>                |
| <b>Public</b>  |                                    |                      |                           |                      |                           |
| 1  | Individuals                        | 333830               | 4.53                      | 333830               | [●]                       |
| 2  | Body Corporate                     | 450775               | 6.12                      | 450775               | [●]                       |
| 3  | Others-Public**                    | -                    | -                         | [●]                  | [●]                       |
| <b>Total-C</b>   |                                    | <b>784605</b>        | <b>10.66</b>              | <b>[●]</b>           | <b>[●]</b>                |
| <b>Total Promoters and Promoters' Group and Public (A+B+C)</b> |                                    | <b>7361550</b>       | <b>100.00</b>             | <b>[●]</b>           | <b>[●]</b>                |

\* Rounded off

\*\* upto 3080000 to be allotted to Public Shareholders under Initial Public Offer.

10. Details of Major Shareholders:

(A) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Draft Red Herring Prospectus:

| Sr. No. | Name of shareholders           | No. of Equity Shares held* | % of Pre-issue paid up Capital**# |
|---------|--------------------------------|----------------------------|-----------------------------------|
| 1.      | Ankur Jagdishbhai Lakhani      | 3230000                    | 43.88                             |
| 2.      | Priyankkumar Jivrajbhai Savani | 3230000                    | 43.88                             |

| Sr. No.      | Name of shareholders                                 | No. of Equity Shares held* | % of Pre-issue paid up Capital**# |
|--------------|--|----------------------------|-----------------------------------|
| 3.           | Sambhavnath Investments and Finances Private Limited | 450775                     | 6.12                              |
| <b>Total</b> |  | <b>6910775</b>             | <b>93.88</b>                      |

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

\*\* Rounded off

# the % has been calculated based on existing (pre-issue) paid up capital of the Company.

**(B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Draft Red Herring Prospectus:**

| Sr. No.      | Name of shareholders                                 | No. of Equity Shares held* | % of then existing paid up Capital**# |
|--------------|--|----------------------------|---------------------------------------|
| 1.           | Ankur Jagdishbhai Lakhani                            | 3230000                    | 43.88                                 |
| 2.           | Priyankumar Jivrajbhai Savani                        | 3230000                    | 43.88                                 |
| 3.           | Sambhavnath Investments and Finances Private Limited | 450775                     | 6.12                                  |
| <b>Total</b> |  | <b>6910775</b>             | <b>93.88</b>                          |

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

\*\* Rounded off

# the % has been calculated based on existing (pre-issue) paid up capital of the Company.

**(C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on One Year prior to the date of the Draft Red Herring Prospectus:**

| Sr. No.      | Name of shareholders          | No. of Equity Shares held* | % of then existing paid up Capital**# |
|--------------|-------------------------------|----------------------------|---------------------------------------|
| 1.           | Ankur Jagdishbhai Lakhani     | 34000                      | 47.54                                 |
| 2.           | Priyankumar Jivrajbhai Savani | 34000                      | 47.54                                 |
| <b>Total</b> |                               | <b>68000</b>               | <b>95.07</b>                          |

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

\*\* Rounded off

# the % has been calculated based on existing (pre-issue) paid up capital of the Company.

**(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on Two years prior to the date of the Draft Red Herring Prospectus:**

| Sr. No.      | Name of shareholders          | No. of Equity Shares held* | % of then existing paid up Capital**# |
|--------------|-------------------------------|----------------------------|---------------------------------------|
| 1.           | Ankur Jagdishbhai Lakhani     | 34000                      | 50.00                                 |
| 2.           | Priyankumar Jivrajbhai Savani | 34000                      | 50.00                                 |
| <b>Total</b> |                               | <b>68000</b>               | <b>100.00</b>                         |

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

\*\* Rounded off

# the % has been calculated based on existing (pre-issue) paid up capital of the Company.

**11.** There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Draft Red Herring Prospectus.

As on the date of filing the Draft Red Herring Prospectus, our Company does not have any such plan for altering the capital structure by way of split or consolidation of the denomination of the shares, or issue of specified securities on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement. Further, our Company may alter its capital structure by way of split / consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutions placement, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or for any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

## 12. Shareholding of the Promoters of our Company:

As on the date of the Draft Red Herring Prospectus, our Promoters – Mr. Priyankumar Jivrajbhai Savani, Mr. Ankur Jagdishbhai Lakhani and Mrs. Hiral Ankurbhai Lakhani hold total 6469025 Equity Shares representing 87.88% of the pre-issue paid up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company are as follows:

| PRIYANKKUMAR JIVRAJBHAI SAVANI |   |                         |                                 |                             |  |                                 |                        |                         |
|--------------------------------|---|-------------------------|---------------------------------|-----------------------------|--|---------------------------------|------------------------|-------------------------|
| Date of Allotment / Transfer   | Nature of Issue Allotment / Transfer    | Number of Equity shares | Cumulative No. of Equity Shares | Face Value (in ₹) per share | Issue/ Transfer Price (in ₹) per share | Total Consideration Paid (in ₹) | % of Pre Issue Capital | % of post issue Capital |
| September 7, 2019              | Transfer from Parthkumar Babulal Goyani | 5000                    | 5000                            | 10.00                       | 10.00                                  | 50,000.00                       | 0.07                   | [●]                     |
| April 13, 2022                 | Right Issue                             | 29000                   | 34000                           | 10.00                       | 138.00                                 | 40,02,000.00                    | 0.39                   | [●]                     |
| October 9, 2023                | Bonus Allotment                         | 3196000                 | 3230000                         | 10.00                       | Nil                                    | Not Applicable                  | 43.41                  | [●]                     |
| <b>Total</b>                   |   | <b>3230000</b>          |                                 |                             |  | <b>40,52,000.00</b>             | <b>43.88</b>           | <b>[●]</b>              |

| ANKUR JAGDISHBHAI LAKHANI    |                                      |                         |                                 |                             |  |                                 |                        |                         |
|------------------------------|--------------------------------------|-------------------------|---------------------------------|-----------------------------|--|---------------------------------|------------------------|-------------------------|
| Date of Allotment / Transfer | Nature of Issue Allotment / Transfer | Number of Equity shares | Cumulative No. of Equity Shares | Face Value (in ₹) per share | Issue/ Transfer Price (in ₹) per share | Total Consideration Paid (in ₹) | % of Pre Issue Capital | % of post issue Capital |
| September 7, 2019            | Transfer from Sumeet Babulal Goyani  | 5000                    | 5000                            | 10.00                       | 10.00                                  | 50,000.00                       | 0.07                   | [●]                     |
| April 13, 2022               | Right Issue                          | 29000                   | 34000                           | 10.00                       | 138.00                                 | 40,02,000.00                    | 0.39                   | [●]                     |
| October 9, 2023              | Bonus Allotment                      | 3196000                 | 3230000                         | 10.00                       | Nil                                    | Not Applicable                  | 43.41                  | [●]                     |
| <b>Total</b>                 |                                      | <b>3230000</b>          |                                 |                             |  | <b>40,52,000.00</b>             | <b>43.88</b>           | <b>[●]</b>              |

| HIRAL ANKURBHAI LAKHANI      |                                      |                         |                                 |                             |  |                                 |                        |                         |
|------------------------------|--------------------------------------|-------------------------|---------------------------------|-----------------------------|--|---------------------------------|------------------------|-------------------------|
| Date of Allotment / Transfer | Nature of Issue Allotment / Transfer | Number of Equity shares | Cumulative No. of Equity Shares | Face Value (in ₹) per share | Issue/ Transfer Price (in ₹) per share | Total Consideration Paid (in ₹) | % of Pre Issue Capital | % of post issue Capital |
| September 22, 2023           | Preferential Issue                   | 95                      | 95                              | 10.00                       | 4742.00                                | 4,50,490.00                     | 0.00                   | [●]                     |
| October 9, 2023              | Bonus Allotment                      | 8930                    | 9025                            | 10.00                       | Nil                                    | Not Applicable                  | 0.12                   | [●]                     |
| <b>Total</b>                 |                                      | <b>9025</b>             |                                 |                             |  | <b>4,50,490.00</b>              | <b>0.12</b>            | <b>[●]</b>              |

All the Equity Shares held by the Promoters / members of the Promoter's Group are in already dematerialized as on date of this Draft Red Herring Prospectus.

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

| S. No. | Name of Promoters                 | No. of Equity Shares held | Average Cost of Acquisition per equity share (in ₹)*# |
|--------|-----------------------------------|---------------------------|---|
| 1.     | Mr. Priyankumar Jivrajbhai Savani | 3230000                   | 1.25  |
| 2.     | Mr. Ankur Jagdishbhai Lakhani     | 3230000                   | 1.25  |
| 3.     | Mrs. Hiral Ankurbhai Lakhani      | 9025                      | 49.92   |

\* The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire Shares and Shares allotted to them and as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

# Rounded Off

14. We have 34 (Thirty-Four) shareholders as on the date of filing of the Draft Red Herring Prospectus.

15. As on the date of the Draft Red Herring Prospectus, our Promoters and Promoters' Group hold total 6576945 Equity Shares representing 89.34% of the pre-issue paid up share capital of our Company.

16. There were no shares purchased/sold by the Promoter(s) and Promoter Group, directors of our Company and their relatives during last six months from the date of filing of this Draft Red Herring Prospectus.

17. The members of the Promoter's Group, our directors and the relatives of our directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing the Draft Red Herring Prospectus.

18. Details of Promoter's Contribution locked in for three years:

Our Promoters has given written consent to include 2100000 Equity Shares subscribed and held by him as a part of Minimum Promoters' Contribution constituting 20.12% of the post issue Paid-up Equity Shares Capital of our Company ("Minimum Promoters' contribution") in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution, and to be marked Minimum Promoters' Contribution as locked-in.- **Noted for compliance.**

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoters' Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

*Explanation: The expression “date of commencement of commercial production” means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilized as stated in the offer document, is expected to commence.*

*In our case, the company is going to utilize proceeds of issue towards existing projects of the company. Therefore, Minimum Promoter’s Contribution shall be locked in for a period of 3 years from date of allotment in Initial Public Offer.*

We further confirm that Minimum Promoters’ Contribution of 20.00% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters’ Contribution has been brought into to the extent of not less than the 20.00% of the Post Issue Capital and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoters’ Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of Minimum Promoters’ Contribution are as follows:

| <b>PRIYANKKUMAR JIVRAJBHAI SAVANI</b> |                                |   |                                |                                    |   |   |                               |                                |  |
|---------------------------------------|--------------------------------|---|--------------------------------|------------------------------------|---|---|-------------------------------|--------------------------------|--|
| <b>Date of Allotment / Transfer</b>   | <b>Date when Fully Paid-up</b> | <b>Nature of Issue Allotment / Transfer</b> | <b>Number of Equity shares</b> | <b>Face Value (in ₹) per share</b> | <b>Issue/ Transfer Price (in ₹) per share</b> | <b>Source of Contribution</b>             | <b>% of Pre Issue Capital</b> | <b>% of post issue Capital</b> | <b>Date up to which Equity Shares are subject to Lock-in</b> |
| October 9, 2023                       | October 9, 2023                | Bonus Allotment                             | 1050000                        | 10.00                              | Nil   | Capitalization of Reserves (Bonus Shares) | 14.26                         | [●]                            | 3 Years  |
| <b>Total</b>                          |                                |   | <b>1050000</b>                 |                                    |   |   | <b>14.26</b>                  | <b>[●]</b>                     |  |

\* On October 9, 2023 total of 3196000 Bonus Equity Shares were allotted to Mr. Priyankkumar Jivrajbhai Savani. However, for the purpose of minimum promoter contribution 1050000 Equity Shares are offered which will be locked in for a period of three years.

| <b>ANKUR JAGDISHBHAI LAKHANI</b>    |                                |   |                                |                                    |   |   |                               |                                |  |
|-------------------------------------|--------------------------------|---|--------------------------------|------------------------------------|---|---|-------------------------------|--------------------------------|--|
| <b>Date of Allotment / Transfer</b> | <b>Date when Fully Paid-up</b> | <b>Nature of Issue Allotment / Transfer</b> | <b>Number of Equity shares</b> | <b>Face Value (in ₹) per share</b> | <b>Issue/ Transfer Price (in ₹) per share</b> | <b>Total Consideration Paid (in ₹)</b>    | <b>% of Pre Issue Capital</b> | <b>% of post issue Capital</b> | <b>Date up to which Equity Shares are subject to Lock-in</b> |
| October 9, 2023                     | October 9, 2023                | Bonus Allotment                             | 1050000                        | 10.00                              | Nil   | Capitalization of Reserves (Bonus Shares) | 14.26                         | [●]                            | 3 Years  |
| <b>Total</b>                        |                                |   | <b>1050000</b>                 |                                    |   |   | <b>14.26</b>                  | <b>[●]</b>                     |  |

\* On October 9, 2023 total of 3196000 Bonus Equity Shares were allotted to Mr. Ankur Jagdishbhai Lakhani. However, for the purpose of minimum promoter contribution 1050000 Equity Shares are offered which will be locked in for a period of three years.



All the Equity Shares held by the Promoters / members of the Promoter’s Group are in already dematerialized as on date of this Draft Red Herring Prospectus.

The minimum Promoter’s contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as “promoter” under the SEBI ICDR Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 236 of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

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

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

| <b>Reg. No.</b>  | <b>Promoters’ Minimum Contribution Condition</b>  | <b>Eligibility Status of Equity Shares forming part of Promoter’s Contribution</b>   |
|------------------|---|--|
| 237 (1) (a) (i)  | Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction.  | The Minimum Promoter’s contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets: <b>Hence Eligible.</b> |
| 237 (1) (a) (ii) | Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters’ contribution.   | The minimum Promoter’s contribution does not consist of such Equity Shares: <b>Hence Eligible.</b>   |
| 237 (1) (b)      | Specified securities acquired by the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer   | The minimum Promoter’s contribution does not consist of such Equity Shares: <b>Hence Eligible.</b>   |
| 237 (1) (c)      | Specified securities allotted to the promoters and alternative investment funds during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management | The minimum Promoter’s contribution does not consist of such Equity Shares: <b>Hence Eligible.</b>   |
| 237 (1) (d)      | Specified securities pledged with any creditor.   | Our Promoter’s has not Pledged any shares with any creditors. Accordingly, the minimum Promoter’s contribution does not consist of such Equity Shares: <b>Hence Eligible.</b>  |

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

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**19. Lock in of Equity Shares held by Promoters in excess of Minimum Promoters' contribution**

In addition to Minimum Promoters' Contribution which shall be locked-in for three years, the balance 4476945 Equity Shares held by Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

**20. Lock in of Equity Shares held by Persons other than the Promoters:**

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoters, if any, shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. Accordingly, 784605 Equity Shares held by Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

**21. Inscription or recording of non-transferability:**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock-in is recorded by the Depository. – **Not Applicable as all existing Equity Shares are held in dematerialized form.**

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

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters and locked in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or housing finance company, subject to following;

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

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

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

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoters and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

**24.** Our Company, our Directors and the Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

**25.** As on date of the Draft Red Herring Prospectus, there are no Partly Paid-up Shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

**26.** Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Red Herring Prospectus.

27. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
28. There are no safety net arrangements for this public issue.
29. As on the date of filing of the Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
30. As per RBI regulations, OCBs are not allowed to participate in this offer.
31. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.
32. There are no Equity Shares against which depository receipts have been issued.
33. As on date of the Draft Red Herring Prospectus, other than the Equity Shares, there is no other class of securities issued by our Company.
34. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
35. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
36. Since present issue is a Book Built Issue, the allocation in the net offer to the public category in terms of Regulation 253(1) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
- not less than thirty-five per cent to Retail Individual Investors;
  - not less than fifteen per cent to Non-Institutional Investors;
  - not more than fifty per cent to Qualified Institutional Buyers, five per cent of which shall be allocated to mutual funds
- Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category.
- Provided further that in addition to five per cent allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.
37. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be offered by any person connected with the distribution of the issue to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the issue.
38. Our Promoters and the members of our Promoters' Group will not participate in this offer.
39. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoters' Group between the date of filing the Draft Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
40. Except as stated below, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company.

| Sr. No. | Name                              | Designation                    | No. of Equity Shares held | % of Pre-Issue Equity Share Capital | % of Post Issue Equity Share Capital |
|---------|-----------------------------------|--------------------------------|---------------------------|-------------------------------------|--------------------------------------|
| 1.      | Mr. Priyankumar Jivrajbhai Savani | Chairman and Managing Director | 3230000                   | 43.88                               | [●]                                  |
| 2.      | Mr. Ankur Jagdishbhai Lakhani     | Whole-Time Director            | 3230000                   | 43.88                               | [●]                                  |
| 3.      | Mrs. Hiralben Ankurbhai Lakhani   | Non-Executive Director         | 9025                      | 0.12                                | [●]                                  |

| <b>Sr. No.</b> | <b>Name</b>                     | <b>Designation</b>                       | <b>No. of Equity Shares held</b> | <b>% of Pre-Issue Equity Share Capital</b> | <b>% of Post Issue Equity Share Capital</b> |
|----------------|---------------------------------|--|----------------------------------|--|---|
| 4.             | Mr. Niravkumar Dineshbhai Donda | Independent Director                     | Nil                              | Nil  | Nil   |
| 5.             | Mrs. Archana Madhav Bhayani     | Independent Director                     | Nil                              | Nil  | Nil   |
| 6.             | Mr. Abhishek Amrutlal Nakrani   | Chief Financial Officer                  | Nil                              | Nil  | Nil   |
| 7.             | Mrs. Pooja Rajat Shah           | Company Secretary and Compliance Officer | Nil                              | Nil  | Nil   |

## SECTION VII – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue constitutes public Issue Upto 3080000 Equity Shares of our Company at an Issue Price of ₹ [●]/- per Equity Share.

#### FRESH ISSUE

The Object of the Issue will be utilized towards the following objects:

1. Investment in marketing to support organization's growth plans in India or Outside India
2. Investment into market research and product development through Talent Hiring for the issuer company.
3. Investment in our Subsidiary for Product Development through Talent Hiring
4. General Corporate Purposes

*(Collectively referred as the "objects")*

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

Incorporated in 2017, Our company, as an IT firm, is involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development. The primary goal of our company is to deliver applications online, eliminating the need for installation and maintenance. This approach simplifies software management. Our products include more than 10 Shopify applications that are conversion-optimized and tailored made to meet customer needs. We provide our products and services worldwide across a wide range of sectors.

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Fresh Issue. We confirm that the activities which we have been carrying out till date are in accordance with the objects clause of our Memorandum of Association.

#### REQUIREMENT OF FUNDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹ [●] Lakhs (the "Net Issue Proceeds").

The following table summarizes the requirement of funds:

*(₹ in Lakhs)*

| Particulars                         | Amount      |
|-------------------------------------|-------------|
| Gross Issue Proceeds                | [●]*        |
| Less: Public Issue Related Expenses | [●]         |
| <b>Net Issue Proceeds</b>           | <b>[●]*</b> |

*\*Subject to finalization of Basis of Allotment.*

#### UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

| Sr. No.                   | Particulars  | Amount<br>(₹ in Lakhs) | % of Gross Issue Proceeds |
|---------------------------|--|------------------------|---------------------------|
| 1.                        | Investment in marketing to support organization's growth plans in India or Outside India             | 250.00                 | [●]                       |
| 2.                        | Investment into market research and product development through Talent Hiring for the issuer company | 420.00                 | [●]                       |
| 3.                        | Investment in our Subsidiary for Product Development through Talent Hiring                           | 415.80                 | [●]                       |
| 4.                        | General Corporate Purposes <sup>^</sup>  | [●]                    | [●]                       |
| <b>Net Issue Proceeds</b> |  | [●]                    | [●]                       |

<sup>^</sup>To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

## MEANS OF FINANCE

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

(₹ in Lakhs)

| Sr. No.      | Particulars  | Amount Required | From IPO Proceeds | Internal Accruals / Equity/ Reserves | Balance from Long/Short Term Borrowing |
|--------------|--|-----------------|-------------------|--------------------------------------|--|
| 1.           | Investment in marketing to support organization's growth plans in India or Outside India             | 250.00          | 250.00            | 0.00                                 | 0.00                                   |
| 2.           | Investment into market research and product development through Talent Hiring for the issuer company | 420.00          | 420.00            | 0.00                                 | 0.00                                   |
| 3.           | Investment in our Subsidiary for Product Development through Talent Hiring                           | 415.80          | 415.80            | 0.00                                 | 0.00                                   |
| 4.           | General Corporate Purposes   | [●]             | [●]               | 0.00                                 | 0.00                                   |
| 5.           | Public Issue Expenses  | [●]             | [●]               | 0.00                                 | 0.00                                   |
| <b>Total</b> |  | [●]             | [●]               | <b>0.00</b>                          | <b>0.00</b>                            |

We propose to fund the requirements of the Objects detailed above from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing identifiable internal accruals.

The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in Internal / external circumstances or costs or other financial conditions and other factors. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, subject to regulatory approval required under applicable law. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned

Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

We further confirm that no part proceed of the Issue shall be utilized for repayment of any Part of unsecured loan outstanding as on date of Draft Red Herring Prospectus. As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please refer section titled "*Risk Factors*" beginning on Page No. 28 of this Draft Red Herring Prospectus.

## **DETAILS OF USE OF ISSUE PROCEEDS**

### **1. Investment in marketing to support organization's growth plans in India or Outside India:**

Incorporated in 2017, Our company, as an IT firm, is involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development. The primary goal of our company is to deliver applications online, eliminating the need for installation and maintenance. This approach simplifies software management. Our products include more than 10 Shopify applications that are conversion-optimized and tailored made to meet customer needs. We provide our products and services worldwide across a wide range of sectors.

Our Company has continuously invested in paid marketing efforts to enhance our brand value and stickiness for our existing vendors and improve our ability to attract new vendors. Our Company has historically invested and continue to invest in marketing endeavours primarily focused on increasing the number of vendors on Shopify platform. In order to achieve the same, in the past, our Company has also run promotional activities across various advertising spaces including Shopify, Google and Meta. In addition to such online advertising, our company also have digital marketing team dedicated to boost the image of company through content writing and increasing SEOs (Search Engine Optimization) for our company. As on March 31, 2024, our company have in total 05 permanent employees under Digital Marketing Division.

Further, our company want to expand our marketing activities like host events, events sponsorship, attending global marketing events, influencer marketing, in order to reach more customers through such additional marketing activities.

Our Company has incurred following expenses in the past on the aforementioned marketing and business promotion endeavours:

| <b>Particulars</b>                              | <b>For the Year Ended on 31st March, 2024</b> | <b>For the Year Ended on 31st March, 2023</b> | <b>For the Year Ended on 31st March, 2022</b> |
|---|---|---|---|
| Advertising and Marketing Expenses (In ₹ Lakhs) | 24.87   | 9.62  | 0.55  |

Till June 30, 2024, our company has incurred ₹ 10.66 Lakhs (Provisional basis based on management certification) towards Advertising and Marketing Expenses. We intend to invest ₹ 250.00 Lakhs out of the Net Proceeds for trade shows, supporting sales personnel and their relationship management activities, advertising and social media marketing etc for current financial year and next financial year.

The board of our Company pursuant to the resolution dated June 26, 2024 has estimated that a sum of ₹ 10.00 Lakhs per month to be incurred for marketing in current financial year and next 2 (Two) financial year to be funded from Net issue proceeds. The proposed schedule of deployment of funds is as follows:

| <b>Particulars</b>  | <b>For the Year Ended on 31st March, 2025</b> | <b>For the Year Ended on 31st March, 2026</b> | <b>For the Year Ended on 31st March, 2027</b> |
|---|---|---|---|
| Investment in marketing to support organization's growth plans in India or Outside India (In ₹ Lakhs) | 60.00   | 120.00  | 70.00   |

## **2. Investment into market research and product development**

Incorporated in 2017, Our company, as an IT firm, is involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development. The primary goal of our company is to deliver applications online, eliminating the need for installation and maintenance. This approach simplifies software management. Our products include more than 10 Shopify applications that are conversion-optimized and tailored made to meet customer needs. We provide our products and services worldwide across a wide range of sectors.

Market research and product development is at the core of our business model with a focus on in-house product innovation. Currently, we undertake Market research and product development activities from our registered office focused on designing and developing new products. Some of the major products developed by us till now and successfully run on Shopify are mentioned below:



| Sr No | Name of Product                | Product URL   | Product Description  | Active Users as on June 30, 2024 |
|-------|--------------------------------|---|--|----------------------------------|
| 1.    | Stellar Delivery Date & Pickup | <a href="https://apps.shopify.com/order-delivery-date-by-identixweb">https://apps.shopify.com/order-delivery-date-by-identixweb</a> | Stellar Delivery Date & Pickup app is a solution for order delivery management. Users can pick desired delivery date and time. Show estimated delivery date and time and add available locations for store pickup. For Shopify Plus stores, delivery date picker can be shown on checkout page. This app works with POS and is best for food, florist shops to manage local delivery and store pickup  | 2737                             |
| 2.    | iCart Cart Drawer Cart Upsell  | <a href="https://apps.shopify.com/icart">https://apps.shopify.com/icart</a>   | Grow your Shopify store's average order size with iCart's complete cart upsell & cart cross sell solution for growth-focused Shopify merchants. Easily add a cart drawer, slide cart, side cart and cart discounts to maximize your in-cart upsell. Show product recommendations, bundles, cart discounts, free gifts, delivery date picker and much more in cart drawer, cart popup and cart page.  | 2346                             |
| 3.    | Under Construction Coming Soon | <a href="https://apps.shopify.com/under-construction">https://apps.shopify.com/under-construction</a>                               | Under Construction Coming Soon app is a landing page builder that lets you create a coming soon page. Under construction app notify your users that your store is under maintenance mode and will be opening soon by showing a coming soon timer on the landing page. Create password protected under construction coming soon page with age verification.   | 2447                             |
| 4.    | Advance reorder- Repeat Order  | <a href="https://apps.shopify.com/advance-reorder-by-identixweb">https://apps.shopify.com/advance-reorder-by-identixweb</a>         | Advance reorder - repeat order app allows you to give an option to re order or repeat orders placed previously by your customers. Customers can do quick reorder by one click reorder from the account page or thank you page itself. Advance reorder app provides a simple way for customers to view their past orders from the order history, select items they want to order again from the thank you page and complete the checkout process. | 567                              |

Market research and product development consist of additions to intangible assets under development and employee expenses for the Financial Year. Our team focus on the following areas of market research and product development:

Our Market Research and Development team is dedicated to generating innovative product ideas and enhancing existing ones. For new concepts, we primarily concentrate on emerging trends in human life that offer potential for expansion and enhancement through digital solutions. We also examine traditional methods with the potential to be transformed into digital products that users are likely to embrace. Our key industry focus areas include e-commerce and business automation for small and medium-sized enterprises. Our Market Research and Development efforts are not limited to new product development; they also aim to fortify existing products or services by integrating additional features.

***Historical experiences of amounts incurred towards investments into Market Research and Development***

The Market Research and Development technology related investments have been accounted for under two broad heads in our Restated Standalone Financial Statement as follows:

(i) Intangible assets under development (capitalized in our Statement of Assets and Liabilities for the respective periods); and

(ii) Employee benefits expense, except Director’s remuneration (accounted for in our Statement of Profit & Loss of the respective periods).

*(In ₹ Lakhs, except in %)*

| Particulars                            | Additions to intangible assets under development* (A) | Employee benefits expense (Excluding of Director’s Remuneration) *^ (B) | Total spends towards Market research and product development (C=A+B)* | Market Research and product development as a % of Revenue from Operations |
|--|---|---|---|---|
| For the Year Ended on 31st March, 2024 | 293.41  | 89.51   | 382.92  | 60.50%  |
| For the Year Ended on 31st March, 2023 | 0.00  | 245.37  | 245.37  | 39.44%  |
| For the Year Ended on 31st March, 2022 | 0.00  | 324.92  | 324.92  | 54.15%  |

\*Market Research and product development consist of (A) additions to intangible assets under development and (B) Employee benefits expense for the Financial Year. Intangible assets under development are capitalised expenses in the Restated Standalone Financial Statement.

^Expenditure on employee benefit expenses are recognised in the statement of profit and loss of the Restated Standalone Financial Statement.

| Particulars                            | Total Employee Expenses (In ₹ Lakhs) (A) | Average Number of Employees (B) | Average Employee Salary (A/B) (In ₹ Lakhs) |
|--|--|---------------------------------|--|
| For the Year Ended on 31st March, 2024 | 382.92                                   | 67                              | 5.72                                       |
| For the Year Ended on 31st March, 2023 | 245.37                                   | 72                              | 3.41                                       |
| For the Year Ended on 31st March, 2022 | 324.92                                   | 85                              | 3.82                                       |

As on March 31, 2024, we have the total 60 Employees excluding management. Department wise bifurcation is provided below:

| Department Name    | No. of Employees |
|--------------------|------------------|
| Developer          | 34               |
| Quality Assurance  | 6                |
| Digital Marketing  | 7                |
| Support            | 5                |
| Designing          | 6                |
| HR                 | 1                |
| Network & Hardware | 1                |
| <b>Total</b>       | <b>60</b>        |

**Intangible assets under development:** Intangible assets under development for Financial year ending 2024 primarily includes following applications:

**1. Product name: Rates by Zipcode iWeb**

Product Description: Rates by Zip Code will help you to add different shipping prices to different zones based on the customer’s cart total amount and cart total weight. With this app, one can now add customizable shipping charges to different zip codes ensuring that both vendors and its customers benefit from a fair and transparent shipping policy.

**2. Product name: Hide Payment & Shipping iWeb**

Product Description: It Elevate conversion rates by optimizing payment methods and shipping methods based on customer’s business needs. One can reorder payment methods, rename payment methods and hide payment methods based on different conditions like cart, location, specific product, collection, etc. Similarly, one can hide shipping methods, rename shipping methods and reorder shipping methods. It arranges payment gateways and shipping methods in the order that makes the most sense for vendor’s business and its customers.

**3. Product name: Order Printer PDF Invoice**

About this app: Automatically create, send and manage professional invoices and tax documents on any order printers.

Above mentioned products are already developed by the company and currently under the final stage of commercial launch.

***Outlook towards investment into market research and product development relating to our new shopify applications***

We believe we will continue to require sustained investment in market research and product development activities to stay competitive and be innovative in our product offerings and development of technology. We monitor technological developments and global standards in our industry, customer requirements as well as competitive landscape to determine the technological enhancements, new features and functionalities required with respect to our existing products as well as new products. We also assess the prospective return on our investment, growth opportunities, as well as the costs and resources necessary for market research and development efforts.

As a part of our business strategy, we propose to continue investing into market research and product development and leverage market research and development for developing following products:

| Sr No | Name of Product       | Product Description  | Estimated Completion Year |
|-------|-----------------------|--|---------------------------|
| 1.    | Trends: Post Purchase | It Personalizes your checkout page with Checkout Blocks, Custom Discounts, and a branding editor. It helps you customize the checkout, post-purchase, thank you, and customer account pages. Use our drag-and- | By Financial Year 2026-27 |

| Sr No | Name of Product               | Product Description   | Estimated Completion Year |
|-------|-------------------------------|---|---------------------------|
|       | Upsell                        | drop editor to add widgets for upsells, free shipping, custom fields, recommendations, branding, trust badges, and more. Designed specifically for Shopify store owners, our tools enhance your checkout experience. Enjoy custom discounts powered by Shopify functions and full compatibility with Shopify B2B, Shopify Markets, multiple languages, multiple currencies, and third-party apps.   |                           |
| 2.    | Grow/Perks: Loyalty & Rewards | Create your own loyalty and rewards program to turn first-time customers into lifelong fans. Loyalty, referral, and rewards programs can help increase sales, encourage repeat purchases, reduce acquisition costs, and strengthen brand loyalty. Managing loyalty and rewards is effortless, featuring seamless integrations with favourite third-party apps. The app is managed from a single, user-friendly dashboard, supports multiple languages for cross-border selling, and offers real-time analytics. | By Financial Year 2026-27 |

To achieve completion of the above-mentioned product, we require following manpower cost, which will be funded from Net Issue Proceeds.

**Manpower needed for Proposed product no. 1 (Trends: Post Purchase Upsell):**

| Sr No        | Particulars      | Qty (A)   | Monthly average salary (In ₹ Lakhs) (B) | Total (In ₹ Lakhs per month) (C= A*B) |
|--------------|------------------|-----------|---|---------------------------------------|
| 1.           | Project Manager  | 1         | 1.20                                    | 1.20                                  |
| 2.           | Team Leader      | 2         | 0.90                                    | 1.80                                  |
| 3.           | Senior Developer | 4         | 0.65                                    | 2.60                                  |
| 4.           | Junior Developer | 10        | 0.40                                    | 4.00                                  |
| 5.           | Designer         | 1         | 0.50                                    | 0.50                                  |
| 6.           | Quality Analyst  | 2         | 0.45                                    | 0.90                                  |
| <b>Total</b> |                  | <b>20</b> | <b>4.10</b>                             | <b>11.00</b>                          |

**Manpower needed for Proposed product no. 2 (Grow/Perks: Loyalty & Rewards):**

| Sr No        | Particulars      | Qty (A)   | Monthly average salary (In ₹ Lakhs) (B) | Total (In ₹ Lakhs per month) (C= A*B) |
|--------------|------------------|-----------|---|---------------------------------------|
| 1.           | Project Manager  | 1         | 1.20                                    | 1.20                                  |
| 2.           | Team Leader      | 1         | 0.90                                    | 1.80                                  |
| 3.           | Senior Developer | 2         | 0.65                                    | 1.30                                  |
| 4.           | Junior Developer | 4         | 0.35                                    | 1.40                                  |
| 5.           | Designer         | 1         | 0.40                                    | 0.40                                  |
| 6.           | Quality Analyst  | 1         | 0.40                                    | 0.40                                  |
| <b>Total</b> |                  | <b>10</b> | <b>3.90</b>                             | <b>6.50</b>                           |

The board of our Company pursuant to the resolution dated June 26, 2024 has estimated that a sum of ₹ 420.00 Lakhs out of the total Net Proceeds will be required for investment into market research and product development in current financial year and next 2 (Two) financial year. The proposed schedule of deployment of funds is as follows:

(In ₹ Lakhs)

| Particulars                                     | For the Year Ended on 31st March, 2025 | For the Year Ended on 31st March, 2026 | For the Year Ended on 31st March, 2027 |
|---|--|--|--|
| Investment into market research and development | 105.00                                 | 210.00                                 | 105.00                                 |
| Cumulative Amount to be utilized                | 105.00                                 | 315.00                                 | 420.00                                 |

### 3. Investment in our Subsidiary for Product Development and Talent Hiring

As on date of this Draft Red Herring Prospectus of the company, we have 2 (Two) subsidiaries, namely, Identix Web LLC (Foreign Subsidiary) and Munim ERP Private Limited (Domestic Subsidiary). We intend to utilise a portion of our Net Proceeds aggregating to ₹ 415.80 Lakhs in the form of equity or debt or a combination of both or in any other manner as may be mutually decided between the Company and our Subsidiary (Munim ERP Private Limited), in accordance with Applicable Law. The actual mode of such deployment has not been finalised as on the date of this Draft Red Herring Prospectus.

- **Name of Subsidiary Company:** Munim ERP Private Limited (MEPL)
- **Registered Office of the MEPL:**

The Registered Office address of the Corporation is situated at 2nd FLR., Plot No. - 240, Nehru Nagar, L. H. Road, SY No. 46/2-A, C. S. No. 1730, TPS-4, Surat, Varachha Road, Surat, Surat City, Gujarat, India, 395006.

- **Date of Incorporation of MEPL:** June 08, 2022
- **Main Object of MEPL:** The company is engaged into the business of providing internet/web-based applications, services and solutions, value added products and other business applications.
- **Capital Structure of MEPL:**

| Authorised Capital  | Paid up Capital   |
|---|---|
| 10000 Equity Shares of face value of ₹ 10/- each amounting to ₹ 1,00,000 (Rupees One lakh only) | 10000 Equity Shares of face value of ₹ 10/- each amounting to ₹ 1,00,000 (Rupees One lakh only) |

- **Shareholder of MEPL:**

| Sr No | Name of Shareholder  | Number of Shares held | % of Shareholding |
|-------|----------------------|-----------------------|-------------------|
| 1     | Identixweb Limited   | 5001                  | 50.01%            |
| 2     | Mr. Ajaykumar Savani | 4999                  | 49.99%            |

- **Brief Business of MEPL:**

Munim ERP Private Limited, Subsidiary of Identixweb Limited, located in Surat, India, is a company specializing in accounting and GST compliance software, particularly focused on ERP (Enterprise Resource Planning) solutions for various industries. Established to transform business management through technology, Munim ERP has become a market leader in the ERP software sector, especially in Surat and beyond.

The company aims to empower businesses of all sizes, from small enterprises to large corporations, with scalable and customizable ERP solutions that enhance productivity and decision-making. Munim ERP is renowned for its user-friendly interfaces, robust features, and dedicated customer support, making it a top choice for businesses looking to optimize their operations through technology.

- **Employees of the MEPL:**

As on March 31, 2024, we have the total 39 Employees excluding management. Department wise bifurcation is provided below:

| Department Name    | No. of Employees |
|--------------------|------------------|
| Developer          | 24               |
| Quality Assurance  | 2                |
| Sales & Marketing  | 5                |
| Support            | 2                |
| Designing          | 4                |
| HR                 | 1                |
| Network & Hardware | 1                |
| <b>Total</b>       | <b>39</b>        |

The active product portfolio of our subsidiary as on the Draft Red Herring Prospectus of the company is as follows:

- 1. Munim Accounting:**

Munim Accounting is an accounting software primarily used in India, designed to manage financial transactions, accounts, and reporting for businesses. It offers features such as Invoicing & Billing, GST Tax Compliance, Bookkeeping, E-invoicing, E-Way Bill, Inventory Management, Accounts receivable and payable maintenance, balance sheet generation, income and expense tracking, tax calculation, and financial statement preparation. Munim aims to simplify accounting processes, ensure compliance with regulatory requirements, and provide insights into business finances through comprehensive reporting and analytics.

- 2. Munim GST:**

Munim GST is a specialized software tailored for businesses in India to manage Goods and Services Tax (GST) compliance effectively. Introduced with the implementation of GST in 2017, Munim GST simplifies various aspects of GST administration and reporting. Munim GST is designed to streamline GST compliance processes, reduce manual efforts, minimize errors, and enhance overall efficiency in managing GST obligations for businesses operating in India. It supports businesses in navigating the complexities of GST regulations while maintaining financial transparency and compliance.

***Historical experiences of amounts incurred towards Product Development under Munim ERP Private Limited:***

Till March 31, 2024, following amount has been recorded under Intangible assets and Employee expenses under Munim ERP Private Limited for the development of the products under Munim ERP Private Limited:

*(In ₹ Lakhs)*

| Particulars                                       | Amount |
|---|--------|
| <b><u>Intangible Assets under Development</u></b> |        |
| For the Year Ended on 31st March, 2023            | 86.41  |

| Particulars   | Amount               |
|---|----------------------|
| For the Year Ended on 31st March, 2024                            | 128.40               |
| Total Intangible Assets as on 31st March, 2024 after Amortization | 202.34               |
| <b><u>Employee Benefit Expenses</u></b>                           |                      |
| For the Year Ended on 31st March, 2024                            | 49.49                |
| <b><u>Total Expenses incurred till March 31, 2024</u></b>         | <b><u>251.83</u></b> |

Source: Based on Audited financial statements for the year ended March 31, 2023 and 2024.

### *Outlook towards investment into research and product development relating to our new applications*

#### **1. Munim E commerce**

Munim E Commerce make the best online order management system that gives sellers what they want in seconds. it provides you with the solution to scale the e-commerce business across multiple marketplaces, it provides you a streamlined process that increases your productivity and grows your business profitability.

**Streamline Order Processing:** Fetch and manage order details efficiently, ensuring smooth operations for sellers using E-Commerce platform.

**Optimize Return Management:** Handle return requests and processes seamlessly, improving customer satisfaction and operational efficiency.

**Simplify Payment Reconciliation:** Reconcile payments accurately, reducing errors and saving time for sellers.

**Enhance Inventory Management:** Maintain accurate inventory records, preventing stockouts and overstock situations.

**Provide Comprehensive Analytics:** Generate detailed reports and insights, helping sellers make informed decisions and grow their businesses.

#### **2. Munim POS**

Munim POS provides enhanced efficiency, improved customer experiences, and valuable insights that drive business success. Whether for small businesses or large enterprises, investing in a robust POS system can significantly boost operational efficiency and profitability.

**Business Owners/Managers:** Gain valuable insights, streamline operations, and improve decision-making.

**Employees:** Enjoy a user-friendly interface and reduced manual work.

**Customers:** Experience faster and more accurate transactions.

**Suppliers:** Benefit from better demand forecasting and timely payments.

**Finance Team:** Automates financial processes and ensures accurate record-keeping.

**Marketing Team:** Leverages customer data for targeted campaigns and promotions.

#### **3. Munim Global ERP**

The International Billing Software designed to streamline and automate the billing process for businesses operating in multiple countries. This software addresses the complexities of managing different currencies, tax regulations, and compliance requirements across various regions. It aims to provide a comprehensive solution for accurate and efficient billing, ensuring smooth financial operations on a global scale. The International Billing Software is a robust solution for businesses seeking to simplify and automate their global billing operations. With its

comprehensive features and user-friendly interface, it ensures accuracy, compliance, and efficiency, enabling businesses to focus on growth and expansion.

**Multi-Currency Support:** Automatically convert and manage transactions in multiple currencies. Real-time exchange rate updates to ensure accurate billing.

**Tax Compliance:** Integrated tax calculation for different countries, including VAT, GST, and sales tax. Automated updates for changing tax laws and regulations.

**Invoicing:** Customizable invoice templates to meet local and international standards. Batch invoicing for bulk processing. Multi-language support for invoices. Payment Processing.

**Integration with various international payment gateways:** Support for multiple payment methods, including credit cards, bank transfers, and digital wallets. Automated payment reminders and follow-ups.

**Reporting and Analytics:** Detailed financial reports for multiple currencies and regions. Real-time analytics to monitor financial health and performance. Customizable dashboards to track key metrics.

**Integration:** Seamless integration with popular ERP and accounting systems. API support for custom integrations. Integration with e-commerce platforms for automatic order and billing synchronization.

To achieve completion of the above-mentioned product, we require following manpower cost, which will be funded from Net Issue Proceeds.

**Manpower needed for above proposed products**

| Sr No        | Particulars            | Qty (A)   | Monthly average salary (In ₹ Lakhs) (B) | Total (In ₹ Lakhs per month) (C= A*B) |
|--------------|------------------------|-----------|---|---------------------------------------|
| 1.           | Project Manager        | 3         | 1.00                                    | 3.00                                  |
| 2.           | Team Leader            | 6         | 0.70                                    | 4.20                                  |
| 3.           | Senior Developer       | 8         | 0.50                                    | 4.00                                  |
| 4.           | Junior Developer       | 15        | 0.30                                    | 4.50                                  |
| 5.           | Designer               | 2         | 0.45                                    | 0.90                                  |
| 6.           | Quality Analyst        | 2         | 0.40                                    | 0.80                                  |
| 7.           | Digital Marketing team | 6         | 0.50                                    | 3.00                                  |
| 8.           | Support Team           | 4         | 0.30                                    | 1.20                                  |
| 9.           | Sales                  | 5         | 0.30                                    | 1.50                                  |
| <b>Total</b> |                        | <b>51</b> | <b>4.45</b>                             | <b>23.10</b>                          |

The board of our Company pursuant to the resolution dated June 26, 2024 has estimated that a sum of ₹ 415.80 Lakhs out of the total Net Proceeds will be required for investment into market research and product development in current financial year and next financial year. The proposed schedule of deployment of funds is as follows:

*(In ₹ Lakhs)*

| Particulars                                     | For the Year Ended on 31st March, 2025 | For the Year Ended on 31st March, 2026 |
|---|--|--|
| Investment into market research and development | 138.60                                 | 277.20                                 |

**4. General Corporate Purposes:**



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

- acquisition/hiring of land/property for building up corporate house,
- we may also enter into strategic alliances with other body corporates for expansion of our business in abroad or in India.
- further investment into our existing subsidiary for the purpose of marketing expenses.
- funding growth opportunities;
- servicing our repayment obligations (principal and interest) under our existing & future financing arrangements;
- capital expenditure, including towards expansion/development/refurbishment/renovation of our assets;
- working capital;
- meeting expenses incurred by our Company in the ordinary course of business or other uses or contingencies; and/or
- strategic initiatives and
- On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above in any permissible manner. We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

##### **5. Issue Related Expenses**

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

| <b>Expenses</b>   | <b>Expenses<br/>(₹ in Lakh)</b> | <b>Expenses<br/>(% of Total<br/>Issue expenses)</b> | <b>Expenses<br/>(% of Gross<br/>Issue Proceeds)</b> |
|---|---------------------------------|---|---|
| Lead Manger Fees  | [●]                             | [●]   | [●]   |
| Fees Payable to Registrar to the Issue  | [●]                             | [●]   | [●]   |
| Fees Payable to Legal Advisors  |                                 |   |   |
| Fees Payable Advertising, Marketing Expenses and Printing Expenses                                    | [●]                             | [●]   | [●]   |
| Fees Payable to Regulators including Stock Exchanges and other Intermediaries                         | [●]                             | [●]   | [●]   |
| Fees payable to Peer Review Auditor   | [●]                             | [●]   | [●]   |
| Fees Payable to Market Maker (for Three Years)  | [●]                             | [●]   | [●]   |
| Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing | [●]                             | [●]   | [●]   |

| Expenses   | Expenses<br>(₹ in Lakh) | Expenses<br>(% of Total<br>Issue expenses) | Expenses<br>(% of Gross<br>Issue Proceeds) |
|--|-------------------------|--|--|
| fees, underwriting fees and miscellaneous expenses.) |                         |  |  |
| Escrow Bank Fees                                     | [•]                     | [•]  | [•]  |
| <b>Total Estimated Issue Expenses</b>                | <b>[•]</b>              | <b>100.00</b>                              | <b>[•]</b>                                 |

**Notes:**

1. Up to June 30, 2024, Our Company has deployed/incurred expense of ₹ 7.50 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor, Shah Teelani & Associates, Chartered Accountants vide its certificate dated July 10, 2024 bearing UDIN: 24141079BKBMMF3913.
2. Any expenses incurred towards aforesaid issue related expenses during the period from June 08, 2024 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue.
3. Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:

Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).

4. The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
5. Registered Brokers will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
6. SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
7. Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
8. Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ 50,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 50,000/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

**SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS**

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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:

| Sr. No.      | Particulars  | Total Estimated Cost | Amount to be funded from the Net Issue Proceeds (₹ in Lakhs) | Amount to be funded from Borrowing/Internal Accruals | Amount already deployed (₹ in Lakhs) | Estimated Utilization of Net Proceeds (₹ in Lakhs) (Upto Financial year 2024-25)* | Estimated Utilization of Net Proceeds (₹ in Lakhs) (Upto Financial year 2025-26)* | Estimated Utilization of Net Proceeds (₹ in Lakhs) (Upto Financial year 2026-27)* |
|--------------|--|----------------------|--|--|--------------------------------------|---|---|---|
| 1            | Investment in marketing to support organization's growth plans in India or Outside India             | 250.00               | 250.00   | 0.00   | 0.00                                 | 60.00   | 180.00  | 250.00  |
| 2            | Investment into market research and product development through Talent Hiring for the issuer company | 420.00               | 420.00   | 0.00   | 0.00                                 | 105.00  | 315.00  | 420.00  |
| 3            | Investment in our Subsidiary for Product Development through Talent Hiring                           | 415.80               | 415.80   | 0.00   | 0.00                                 | 138.60  | 415.80  | 415.80  |
| 4            | General Corporate Purposes   | [•]                  | [•]  | [•]  | [•]                                  | [•]   | [•]   | [•]   |
| <b>Total</b> |  | [•]                  | [•]  | [•]  | [•]                                  | [•]   | [•]   | [•]   |

*\*To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net issue Proceeds in the subsequent/previous Financial Years towards the Object. Due to general business exigencies, the use of issue proceeds may be interchangeable.*

However, the use of issue proceeds for General Corporate Purposes shall not exceed 25% at any point of time.

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## **APPRAISAL REPORT**

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

## **BRIDGE FINANCING**

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

## **INTERIM USE OF FUNDS**

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

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

## **MONITORING UTILIZATION OF FUNDS**

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

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

## **VARIATION IN OBJECTS**

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

## **OTHER CONFIRMATIONS**

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law

## BASIS FOR ISSUE PRICE

The Price Band and Issue Price will be determined by our Company in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares by the Book Building Process and on the basis of the following quantitative and qualitative factors as described below. The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should also refer to the sections/chapters titled "Risk Factors" and "Restated Financial Information" on page no. 28 and 165, respectively of this Draft Red Herring Prospectus to get a more informed view before making the investment decision.

Our Company was required to prepare Consolidated Financial Statements for the FY 2023-24 and FY 2022-23. Consolidation of financial statement for FY 2021-22 was not applicable to the Company. Therefore, Our Company has prepared Restated Consolidated Financial Statements for the FY 2023-24 and FY 2022-23. However, in order to have better understanding and comparability, information provided in this chapter is based on 'Restated Financial Information' for the period ended FY 2023-24, FY 2022-23 and FY 2021-22.

### QUALITATIVE FACTORS

For details of qualitative factors, please refer to the paragraph "Our Competitive Strengths" in the chapter titled "Business Overview" beginning on page no. 111 of this Draft Red Herring Prospectus.

### QUANTITATIVE FACTORS

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

$$\text{Basic earnings per share (₹)} = \frac{\text{Restated Standalone Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding}}$$

$$\text{Diluted earnings per share (₹)} = \frac{\text{Restated Standalone Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting adjusted for the effects of all dilutive potential equity shares}}$$

#### Weighted Average

| Financial Year/Period               | Basic and Diluted EPS (in ₹) | Weights |
|-------------------------------------|------------------------------|---------|
| Financial Year ended March 31, 2024 | 3.86                         | 3       |
| Financial Year ended March 31, 2023 | 2.20                         | 2       |
| Financial Year ended March 31, 2022 | 7.93                         | 1       |
| <b>Weighted Average</b>             | <b>3.98</b>                  |         |

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year /Total of weights.*
2. *Basic and diluted EPS are based on the Restated Standalone Financial Information.*
3. *The number of shares is adjusted by Increase in share Capital through issue of Bonus shares on October 09, 2023 in the ratio of 94:1 i.e., 94 (Ninety-Four) Equity Shares for every 1 (One) Equity Share held.*

#### Simple Average

| Financial Year/Period               | Basic and Diluted EPS (in ₹) |
|-------------------------------------|------------------------------|
| Financial Year ended March 31, 2024 | 3.86                         |
| Financial Year ended March 31, 2023 | 2.20                         |
| Financial Year ended March 31, 2022 | 7.93                         |
| <b>Simple Average</b>               | <b>4.66</b>                  |

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year /Total of weights.*
2. *Basic and diluted EPS are based on the Restated Standalone Financial Information.*
3. *The number of shares is adjusted by Increase in share Capital through issue of Bonus shares on October 09, 2023 in*

the ratio of 94:1 i.e., 94 (Ninety-Four) Equity Shares for every 1 (One) Equity Share held.

## 2. Price to Earnings (P/E) ratio in relation to Price Band of ₹ [●]\* to ₹ [●]\* per Equity Shares:

$$\text{Price to Earnings Ratio(P/E)} = \frac{\text{Floor Price/}}{\text{Restated Standalone Earnings Per Share}}$$

| Particulars   | EPS (in ₹) | P/E at the Floor Price (No. of times) | P/E at the Cap Price (No. of times) |
|---|------------|---------------------------------------|-------------------------------------|
| Based on EPS of Financial Year ended March 31, 2024 | 3.86       | [●]                                   | [●]                                 |
| Based on Weighted Average EPS                       | 3.98       | [●]                                   | [●]                                 |
| Based on Simple Average EPS                         | 4.66       | [●]                                   | [●]                                 |

\* The details shall be provided post the fixing of price band by our Company at the stage of filing of price band advertisement or the Prospectus

## Industry PE:

| Particulars | Industry Peer P/E Ratio | Name of the company    | Face value of equity shares (₹) |
|-------------|-------------------------|------------------------|---------------------------------|
| Highest     | 505.83                  | Kody Technolab Limited | 10.00                           |
| Lowest      | 505.83                  | Kody Technolab Limited | 10.00                           |
| Average     | -                       | -                      | -                               |

Notes:

(1) The highest and lowest industry P/E shown above is based on the peer set provided below under "Comparison with listed industry peers". The industry average has been calculated as the arithmetic average P/E of the peer set provided below.

(2) P/E figures for the peer are computed based on closing market price as on July 09, 2024, divided by Basic EPS (on consolidated basis) declared by the peers available from Industry assessment Report for the Financial Year ended March 31, 2024

## 3. Return on Net Worth:

$$\text{Return on Net Worth (\%)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Net Worth}} * 100$$

| Financial Year/Period               | Return on Net Worth (%) | Weights |
|-------------------------------------|-------------------------|---------|
| Financial Year ended March 31, 2024 | 27.39%                  | 3       |
| Financial Year ended March 31, 2023 | 29.32%                  | 2       |
| Financial Year ended March 31, 2022 | 88.78%                  | 1       |
| <b>Weighted Average</b>             | <b>38.26%</b>           |         |

## 4. Net Asset Value per Equity Share:

$$\text{Restated Net Asset Value per equity share (₹)} = \frac{\text{Restated Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$$

| Particular                           | Amount (in ₹) |
|--------------------------------------|---------------|
| Financial Year ended March 31, 2024  | 14.08         |
| Financial Year ended March 31, 2023  | 7.50          |
| Financial Year ended March 31, 2022  | 8.93          |
| NAV per Equity Share after the Issue |               |
| At Issue Price*                      | [●]           |
| At Floor Price*                      | [●]           |
| At Cap Price*                        | [●]           |

\* The details shall be provided post the fixing of price band by our Company at the stage of filing of price band advertisement or the Prospectus

Notes:

1. The number of shares is adjusted by Increase in share Capital through issue of Bonus shares on October 09, 2023 in the ratio of 94:1 i.e., 94 (Ninety-Four) Equity Shares for every 1 (One) Equity Share held.
2. Issue Price per equity share has been determined by our Company, in consultation with the Book Running Book Running Lead Manager.

#### 5. Comparison of Accounting Ratios with Peer Group Companies:

| Name of the company    | Standalone / Consolidated | Face Value (₹) | Current Market Price (₹) | EPS (₹) Basic | P/E Ratio | RoNW (%) | NAV per Equity Share (₹) | Revenue from operations (₹ in Lakhs) |
|------------------------|---------------------------|----------------|--------------------------|---------------|-----------|----------|--------------------------|--------------------------------------|
| Identixweb Limited     | Standalone                | 10.00          | [●]                      | 3.86          | [●]       | 27.39    | 14.08                    | 632.90                               |
| <b>Peer Group</b>      |                           |                |                          |               |           |          |                          |                                      |
| Kody Technolab Limited | Standalone                | 10.00          | 3,879.70                 | 7.67          | 505.83    | 13.17    | 58.22                    | 2,245.70                             |

**Source:** All the financial information for listed industry peer mentioned above is on a standalone basis sourced from the Annual Reports/Information of the peer company uploaded on the NSE website for the year ended March 31, 2024.

Notes:

1. P/E Ratio has been computed based on the closing market price of equity shares on the NSE on July 09, 2024 divided by the Diluted EPS.
2. RoNW is computed as net profit after tax divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus.
3. NAV is computed as the closing net worth divided by the closing outstanding number of equity shares adjusted for bonus and sub-division of shares.

The face value of the Equity Shares is ₹ 10 each and the Issue Price is [●] times the Floor Price and [●] times the Cap Price, and Floor Price is [●] times the face value and the Cap Price is [●] times the face value.

Bidders should also see “Risk Factors”, “Business Overview”, “Summary of Restated Financial Statements”, “Restated Financial Statements”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 28, 111, 165, 165 and 167, respectively, to have an informed view before making an investment decision.

#### KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 10, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. Shah Teelani & Associates, by their certificate dated July 10, 2024 having UDIN: 24141079BKBMKS6916.

The KPIs of our Company have been disclosed in the sections “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” starting on pages 111 and 167, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” beginning on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.



Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

#### KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS OF OUR COMPANY

| Particulars                          | For the Year ended on March 31 |        |        |
|--------------------------------------|--------------------------------|--------|--------|
|                                      | 2024                           | 2023   | 2022   |
| Revenue from Operations (₹ in Lakhs) | 632.90                         | 622.11 | 600.09 |
| EBITDA (₹ in Lakhs)                  | 435.05                         | 215.09 | 92.27  |
| EBITDA Margin (%)                    | 68.74                          | 34.57  | 15.38  |
| Profit After Tax (₹ in Lakhs)        | 283.90                         | 137.67 | 75.30  |
| PAT Margin (%)                       | 44.86                          | 22.13  | 12.55  |
| RoE (%)                              | 37.70                          | 49.66  | 159.64 |
| RoCE (%)                             | 57.25                          | 62.56  | 87.68  |
| Operating Cash Flows (₹ in Lakhs)    | 345.70                         | 153.41 | 55.24  |
| Number of Employees                  | 60                             | 100    | 90     |

Source: The Figure has been certified by our statutory auditors M/s. Shah Teelani & Associates, Chartered Accountants vide their certificate dated June 28, 2024 having UDIN: 24141079BKBKMS6916.

#### Notes:

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- 2) EBITDA is calculated as profit for the period/ year, plus tax expenses (consisting of current tax and deferred tax), finance costs and depreciation and amortization expenses reduced by other income.
- 3) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- 4) Profit After Tax Means Profit for the period/year as appearing in the Restated Financial Statements.
- 5) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- 6) RoE (Return on Equity) (%) is calculated as net profit after tax for the year / period divided by Average Shareholder Equity.
- 7) RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes (Profit before tax plus finance costs) divided by average capital employed. Capital Employed includes Tangible Net Worth, Long-Term Borrowing and Short-Term Borrowing and Deferred Tax Liability.
- 8) Operating cash flows means net cash generated from operating activities as mentioned in the Restated Standalone Financial Statements.
- 9) Number of Employees reflects total number of employees as on end of relevant financial year.

#### Explanation for KPI metrics

| KPI                                  | Explanations   |
|--------------------------------------|--|
| Revenue from Operations (₹ in Lakhs) | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business. |
| EBITDA (₹ in Lakhs)                  | EBITDA provides information regarding the operational efficiency of the business.  |
| EBITDA Margin (%)                    | EBITDA Margin is an indicator of the operational profitability and financial performance of our business.  |
| Profit After Tax (₹ in Lakhs)        | Profit after tax provides information regarding the overall profitability of the business.   |
| PAT Margin (%)                       | PAT Margin is an indicator of the overall profitability and financial performance of our business.   |
| RoE (%)                              | RoE provides how efficiently our Company generates profits from average  |

| KPI                               | Explanations   |
|-----------------------------------|--|
|                                   | shareholders' funds.   |
| RoCE (%)                          | ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.                                |
| Operating Cash Flows (₹ in Lakhs) | Operating cash flows provides how efficiently our company generates cash through its core business activities.                                 |
| Number of Employees               | Being a company operating in IT activities, number of employees reflects the organizational strength and operational efficiency of the company |

**COMPARISON OF KPIs OF OUR COMPANY AND OUR LISTED PEERS:**

| Particulars                          | Identixweb Limited             |        |        | Kody Technolab Limited         |          |         |
|--------------------------------------|--------------------------------|--------|--------|--------------------------------|----------|---------|
|                                      | For the Year ended on March 31 |        |        | For the Year ended on March 31 |          |         |
|                                      | 2024                           | 2024   | 2024   | 2024                           | 2023     | 2022    |
| Revenue from Operations (₹ in Lakhs) | 632.90                         | 622.11 | 600.09 | 2245.70                        | 1095.24  | 384.01  |
| EBITDA (₹ in Lakhs)                  | 435.05                         | 215.09 | 92.27  | 655.47                         | 426.28   | 79.86   |
| EBITDA Margin (%)                    | 68.74                          | 34.57  | 15.38  | 29.19                          | 38.92    | 20.80   |
| Profit After Tax (₹ in Lakhs)        | 283.90                         | 137.67 | 75.30  | 488.87                         | 291.89   | 71.55   |
| PAT Margin (%)                       | 44.86                          | 22.13  | 12.55  | 21.77                          | 26.65    | 18.63   |
| RoE (%)                              | 37.70                          | 49.66  | 159.64 | 23.40                          | 152.80   | (59.22) |
| RoCE (%)                             | 57.25                          | 62.56  | 87.68  | 24.72                          | 65.47    | 253.42  |
| Operating Cash Flows (₹ in Lakhs)    | 345.70                         | 153.41 | 55.24  | (905.97)                       | (181.37) | 49.87   |
| Number of Employees                  | 60                             | 100    | 90     | NA                             | NA       | NA      |

*Source: The Figure has been certified by our statutory auditors M/s. Shah Teelani & Associates, Chartered Accountants vide their certificate dated June 28, 2024 having UDIN: 24141079BKBMKS6916.*

*NA: Not Available in public domain*

**WEIGHTED AVERAGE COST OF ACQUISITION:****a) The Price per share of our Company based on the primary/ new issue of shares (equity / convertible securities).**

There have been no issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days except as disclosed below.

| Sr No  | Name of Allotees                  | No. of Securities | Face value (₹) | Issue Price Per security (₹) | Nature of consideration | Total Consideration (in ₹) |
|--|-----------------------------------|-------------------|----------------|------------------------------|-------------------------|----------------------------|
| The details of allotment of 3523 Equity Shares made on March 31, 2023 under Preferential Issue at an issue price of ₹ 4,742/- per share are as follows |                                   |                   |                |                              |                         |                            |
| 1.   | Savani Aashaben Jigneshbhai       | 105               | 10             | 4,742                        | Cash Consideration      | 497,910                    |
| 2.   | Abhilashaben Tusharbhai Donda     | 150               | 10             | 4,742                        | Cash Consideration      | 711,300                    |
| 3.   | Ajay Ramjibhai Savani             | 130               | 10             | 4,742                        | Cash Consideration      | 616,460                    |
| 4.   | Alpesh Mukeshbhai Savani          | 162               | 10             | 4,742                        | Cash Consideration      | 768,204                    |
| 5.   | Bhargav Govindbhai Navadiya       | 105               | 10             | 4,742                        | Cash Consideration      | 497,910                    |
| 6.   | Bhargav Rameshbhai Savani         | 84                | 10             | 4,742                        | Cash Consideration      | 398,328                    |
| 7.   | Bhumiben Ashokbhai Lathiya        | 126               | 10             | 4,742                        | Cash Consideration      | 597,492                    |
| 8.   | Chiragkumar Ranchhodhbhai Lathiya | 189               | 10             | 4,742                        | Cash Consideration      | 896,238                    |
| 9.   | Dharmesh Ghansyam Bagadiya        | 105               | 10             | 4,742                        | Cash Consideration      | 497,910                    |
| 10.  | Gitaben Himanshubhai Lathiya      | 147               | 10             | 4,742                        | Cash Consideration      | 697,074                    |
| 11.  | Himanshu Bhagavanbhai Lathiya     | 105               | 10             | 4,742                        | Cash Consideration      | 497,910                    |
| 12.  | Jaydip Mavajibhai Kalathiya       | 147               | 10             | 4,742                        | Cash Consideration      | 697,074                    |
| 13.  | Kaushikkumar Ghanshyambhai Savani | 130               | 10             | 4,742                        | Cash Consideration      | 616,460                    |
| 14.  | Lakhani Kinjal Hiren              | 116               | 10             | 4,742                        | Cash Consideration      | 550,072                    |
| 15.  | Krishnaben Sanjaybhai Savani      | 126               | 10             | 4,742                        | Cash Consideration      | 597,492                    |
| 16.  | Mamtaben Sandipkumar Moradiya     | 147               | 10             | 4,742                        | Cash Consideration      | 697,074                    |
| 17.  | Mavjibhai Talsibhai Kalathia      | 189               | 10             | 4,742                        | Cash Consideration      | 896,238                    |
| 18.  | Mayurkumar Rajubhai Savani        | 105               | 10             | 4,742                        | Cash Consideration      | 497,910                    |
| 19.  | Mukeshbhai Dhanjibhai Savani      | 189               | 10             | 4,742                        | Cash Consideration      | 896,238                    |
| 20.  | Rinkal Dharmesh Bagadiya          | 105               | 10             | 4,742                        | Cash Consideration      | 497,910                    |
| 21.  | Ronil Babubhai Lakhani            | 189               | 10             | 4,742                        | Cash                    | 896,238                    |

| Sr No   | Name of Allotees                                     | No. of Securities | Face value (₹) | Issue Price Per security (₹) | Nature of consideration | Total Consideration (in ₹) |
|---|--|-------------------|----------------|------------------------------|-------------------------|----------------------------|
|   |  |                   |                |                              | Consideration           |                            |
| 22.   | Sandip Dharamshibhai Moradiya                        | 84                | 10             | 4,742                        | Cash Consideration      | 398,328                    |
| 23.   | Sanjay Dhanjibhai Savani                             | 126               | 10             | 4,742                        | Cash Consideration      | 597,492                    |
| 24.   | Lakhani Sanketbhai Chandubhai                        | 126               | 10             | 4,742                        | Cash Consideration      | 597,492                    |
| 25.   | Shital Hiteshbhai Savani                             | 168               | 10             | 4,742                        | Cash Consideration      | 796,656                    |
| 26.   | Urmilaben Alpeshbhai Savani                          | 168               | 10             | 4,742                        | Cash Consideration      | 796,656                    |
| The details of allotment of 4745 Equity Shares made on August 29, 2023 under Preferential Issue at an issue price of ₹ 4,742/- per share are as follows |  |                   |                |                              |                         |                            |
| 27.   | Sambhavnath Investments and Finances Private Limited | 4745              | 10             | 4,742                        | Cash Consideration      | 2,25,00,790                |
| <b>TOTAL</b>  |  | <b>8,268</b>      | <b>-</b>       | <b>-</b>                     | <b>-</b>                | <b>3,92,06,856</b>         |
| <b>WIGHTED AVERAGE COST OF ACQUISITION (PRE-BONUS)</b>  |  |                   |                |                              |                         | <b>4,742/-</b>             |

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

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

**c) Price per share based on the last five primary or secondary transactions;**

Since there are transactions to report to under (a) and (b) above, therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or Selling Shareholder 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 Draft Red Herring Prospectus irrespective of the size of transactions is not required to disclosed.

**d) Weighted average cost of acquisition, floor price and cap price:**

| Types of transactions   | Weighted average cost of acquisition (₹ per Equity Share) | Floor Price (In ₹) | Cap Price (In ₹) |
|---|---|--------------------|------------------|
| Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options), in a single transaction or multiple transactions combined together over a span of rolling 30 days. | 4,742.00*   | [•]                | [•]              |

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

*\*Pre-Bonus weighted average cost of acquisition*

Note:

**Justification for Basis of Issue price: -**

1. The following provides a detailed explanation for the Issue Price/Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by our Promoters, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed in paragraph above, in the last 18 months preceding the date of this Draft Red Herring Prospectus compared to our Company's KPIs and financial ratios for the Financial Years 2023-24, 2022-23 and 2021-22.

[●]

*(To be included on finalization of Price Band)*

2. The following provides an explanation to the Issue Price/Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by our Promoters, the Promoter Group or other shareholders with rights to nominate directors by way of primary and secondary transactions as disclosed in paragraph above, in the last 18 months preceding the date of this Draft Red Herring Prospectus in view of external factors, if any

[●]

*(To be included on finalization of Price Band)*

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with "Risk Factors", "Our Business" and "Summary of Financial Information" beginning on pages 28, 111 and 45, respectively of this Draft Red Herring Prospectus, to have a more informed view

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## STATEMENT OF SPECIAL TAX BENEFITS

To,

**Identixweb Limited**

Plot No. 240, C. S. No. 1730,  
1st Floor, Nehru Nagar, L. H. Road,  
SY No. 46/A+2, TPS-4, Surat – 395006,  
Gujarat, India

Dear Sir,

**Subject - Statement of possible tax benefits (“the statement”) available to Identixweb Limited (“the company”), its shareholder and its Subsidiary Company prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.**

**Reference - Initial Public Offer of Equity Shares by Identixweb Limited.**

1. We, Shah Teelani & Associates, Chartered Accountants, (Firm Registration Number 0133549W) the statutory auditors of the company, have received a request from the company to provide confirmations on certain matters in relation to the restated standalone financial statements of the company as of and for the years ended March 31, 2022, March 31, 2023 and March 31, 2024 and restated consolidated financial statements of the company as of and for the years ended March 31, 2023 and March 31, 2024 (the "Restated Financial Statements") and examination report dated July 10, 2024 on the financial statements issued by us, proposed to be included in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus to be filed by the company ("offer documents").
2. We have examined the Restated Standalone Statement of assets and liabilities, the Restated Standalone Statement of profit and loss, the Restated Standalone Statement of cash flows, for the year ended on March 31, 2024, 2023 and 2022; and the Restated Consolidated Statement of assets and liabilities, the Restated Consolidated Statement of profit and loss, the Restated Consolidated Statement of cash flows, for the year ended on March 31, 2024, 2023 and 2022 together with the respective Schedules, Annexures and Notes thereto, prepared in accordance with the requirements of the Companies Act, 1956, as amended and the Companies Act, 2013, to the extent notified and made effective (together, the “**Companies Act**”) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and the Guidance Note on “Reports in Company’s Prospectus (Revised)” issued by the ICAI, to the extent applicable, as amended from time to time (“**Guidance Note**”) (together with the “**Restated Financial Statements**”).
3. We hereby confirm that the enclosed Annexure I, prepared by Identixweb Limited ('the Company'), which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the “Taxation Laws”), the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, available to the Company, its shareholders and its Subsidiary. Several of these benefits are dependent on the Company or its shareholders or its Subsidiary fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Company and or its shareholders or its Subsidiary to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders or its Subsidiary may or may not choose to fulfil.
4. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and its Subsidiary Company and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and its Subsidiary Company and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.
5. The benefits discussed in the enclosed Annexure is not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult

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his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.

6. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
7. We do not express any opinion or provide any assurance as to whether
  - i) the Company or its shareholders or its Subsidiary will continue to obtain these benefits in future;
  - ii) the conditions prescribed for availing the benefits have been met with; and
  - iii) the revenue authorities courts will concur with the views expressed herein.
8. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.
9. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
10. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
11. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

#### **Restriction on Use**

This certificate is addressed to and provided to the Board of Directors of the Company for the purpose of further submission to the Securities and Exchange Board of India. Further, we consent to the extracts of this certificate being used in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus of the company in connection with the issue and/or in any other documents in connection with the issue, and/ or for the records to be maintained by the Book Running Lead Manager in connection with the issue and should not be used by any other person or for any other purpose. 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 certificate is shown or into whose hands it may come without our prior consent in writing.

**For M/s. Shah Teelani & Associates,  
Chartered Accountants  
FRN: 0133549W**

**CA Jinesh Shah  
Partner  
Membership No. 141079  
UDIN: 24141079BKBMMG3400  
Place: Surat  
Date: July 10, 2024**



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## ANNEXURE I TO THE STATEMENT OF TAX BENEFITS

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

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

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

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

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

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

#### **C. SPECIAL TAX BENEFITS TO THE SUBSIDIARY COMPANY**

Our Subsidiary Company is not entitled to any special tax benefits under the Taxation Laws.

#### **Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

We hereby give our consent to include our above referred opinion regarding the special tax benefits available to the Company, to its shareholders and its Subsidiary Company in the Draft Red Herring Prospectus /Red Herring Prospectus/Prospectus

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## SECTION VIII – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

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

#### GLOBAL ECONOMIC OVERVIEW

Economic activity was surprisingly resilient during the global disinflation of 2022–23. Growth in employment and incomes has held steady as favorable demand and supply developments have supported major economies, despite rising central bank interest rates aimed at restoring price stability. As inflation converges toward target levels and central banks pivot toward policy easing, a tightening of fiscal policies aimed at curbing high government debt levels, with higher taxes and lower government spending, is expected to weigh on growth. The pace of expansion is also expected to remain low by historical standards as a result of factors including the long-term consequences of the COVID-19 pandemic, Russia's invasion of Ukraine, weak growth in productivity, and increasing geoeconomic fragmentation.

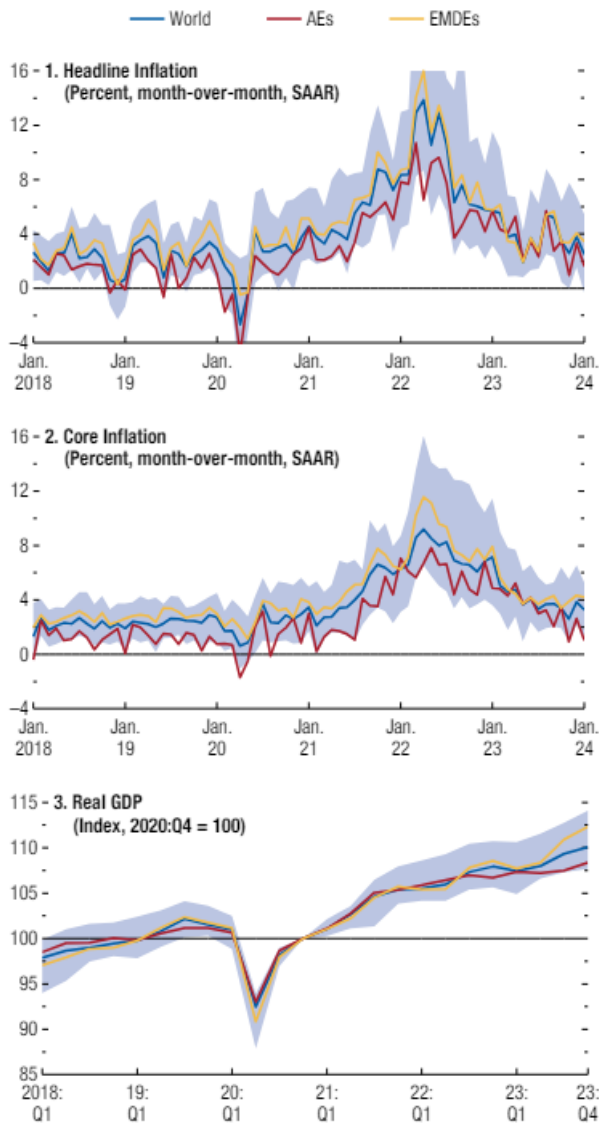
In late 2023, headline inflation neared its pre-pandemic level in most economies for the first time since the start of the global inflation surge. In the last quarter of 2023, headline inflation for advanced economies was 2.3 percent on a quarter-over-quarter annualized basis, down from a peak of 9.5 percent in the second quarter of 2022. For emerging market and developing economies, inflation was 9.9 percent in the last quarter of 2023, down from a peak of 13.7 percent in the first quarter of 2022, but this average was driven by high inflation in a few countries; for the median emerging market and developing economy, inflation declined to 3.9 percent. This progress notwithstanding, inflation is not yet at target in most economies.

As global inflation descended from its peak, economic activity grew steadily, defying warnings of stagflation and global recession. During 2022 and 2023, global real GDP rose by a cumulative 6.7 percent. That is 0.8 percentage point higher than the forecasts made at the time of the October 2022 World Economic Outlook (WEO). The United States and several large emerging market and middle-income economies displayed the greatest overperformance, with aggregate demand supported by stronger-than-expected private consumption amid still-tight—though easing—labour markets. Households in advanced economies supported their spending by drawing down accumulated pandemic-era savings. Larger-than-expected government spending further supported the expansion of aggregate demand in most regions. The overall budgetary stance—measured by the structural fiscal balance—was more expansionary than expected, on average. Among large economies, the additional budgetary support, compared with October 2022 WEO forecasts, was estimated at 2 percent of GDP in the United States and 0.2 percent of GDP in the euro area, whereas in China,<sup>1</sup> the fiscal stance was mildly tighter than expected, by 0.7 percent of GDP. The euro area also displayed the smallest upside growth surprise, reflecting weak consumer sentiment and the lingering effects of high energy prices. In parallel, global headline inflation declined broadly in line with expectations, averaging just 0.1 percentage point more than predicted in the October 2022 WEO for 2022 and 2023. However, in lower-income countries, inflation was on average higher than expected, reflecting cases in which pass-through into domestic prices from international food, fuel, and fertilizer costs, as well as from currency depreciation, was greater than expected. Price pressures in some lower-income countries were significant. These factors also caused these economies to grow more slowly than expected, suggesting a negative supply shock. In China, inflation fell unexpectedly, with the decrease reflecting sharply lower domestic food prices and pass-through effects on underlying (core) inflation.

The resilience in global economic activity was compatible with falling inflation thanks to a post pandemic expansion on the supply side. A greater-than-expected rise in the labour force amid robust employment growth supported activity and disinflation in advanced economies and several large emerging market and middle-income economies. The labour force expansion reflected, in some economies, increased inflows of migrants, with faster growth in the foreign-born than in the domestic-born labour force since 2021, as well as higher labour force participation rates. Exceptions to this pattern include China, where labour market weakness, in the context of subdued demand, was broad based across sectors, and lower-income countries, where supply-side challenges held job creation back. Greater-than-expected additions to the stock of physical capital, with business investment responding to the strength in product demand, further bolstered the supply side in most regions, with exceptions including the euro area, where interest-rate-sensitive business investment, particularly in manufacturing, was subdued. A resolution of pandemic-era supply-chain problems allowed delivery times to decline and transportation costs to decrease. After attacks on commercial shipping in the Red Sea—through which 11 percent of global trade flows—global transportation costs increased, reflecting the rerouting of cargo from the Suez Canal to the Cape of Good Hope and continued trade disruptions from climate extremes in the Panama Canal, but

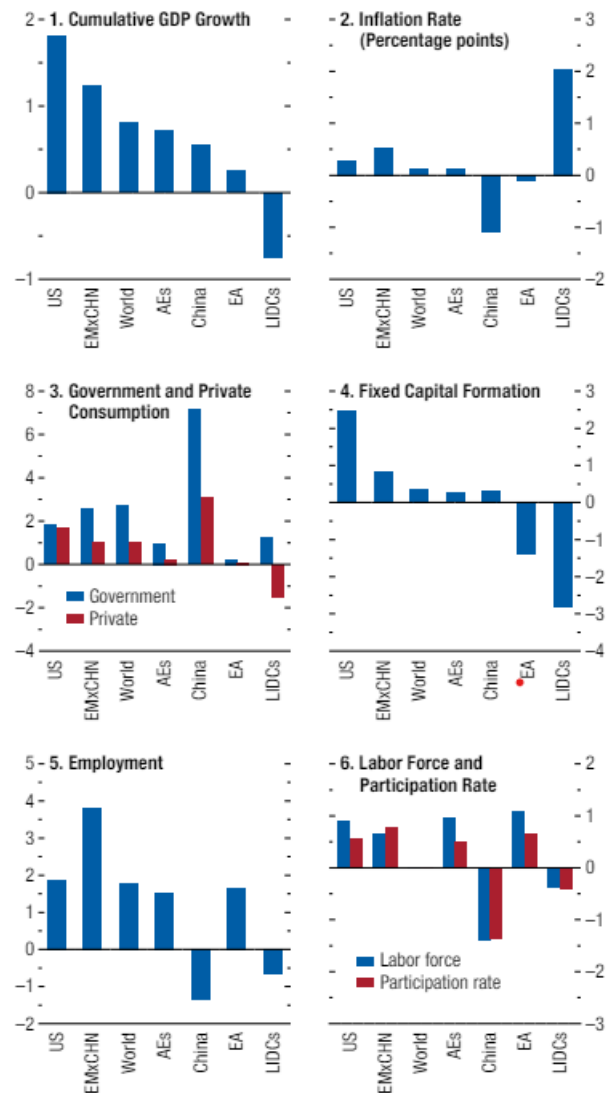
remained well below their 2021–22 levels and have recently declined. The price of energy fell faster than expected from its peak, in part as a result of increased non-OPEC (Organization of the Petroleum Exporting Countries) oil production and increased natural gas output, most notably in the United States. Rising exports of Russian oil on account of the expanding non-Western-aligned oil tanker fleet carrying Russian oil and Russia’s setting up its own maritime insurance added further to the world energy supply

**Figure 1.1. Global Inflation Falling as Output Grows**



**Figure 1.2. Performance in 2022–23 Compared with Projections at Time of Cost-of-Living Crisis**

(Percent deviation from October 2022 WEO projection, unless noted otherwise)



## **INFLATION (AND EXPECTATIONS) IN DECLINE**

The fall in headline inflation since 2022 reflects the fading of relative price shocks—notably those to energy prices—as well as lower core inflation. The decline in energy prices reflects not only increased global energy supply, but also the effects of tight monetary policies. The monetary tightening by central banks in major advanced economies during 2022–23 may have contributed strongly to lowering energy prices owing to its high degree of synchronization and the associated effect on curbing world energy demand (as in the analysis of Auclert and others 2023).

Core inflation has declined as a result of the fading of effects of pass-through from past shocks to headline inflation, as well as because labour market pressures have eased. Pass-through effects include the effects of past relative price shocks—notably those to the price of energy and supply shifts in various industries—on prices and costs in other industries through supply-chain inputs and wage demands. Near-term inflation expectations are an important pass-through channel because of their implications for both wage and price setting (see Chapter 2 of the October 2023 WEO) and have declined toward target levels in both advanced economies and emerging market and developing economies, although measures of financial-market-based inflation expectations have recently shown signs of a pickup in the US.

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Longer-term inflation expectations have remained anchored, despite the string of large shocks since 2020—with decisive communication and action by central banks safeguarding the credibility of their inflation targets—and contributed little to recent movements in core inflation. Labour markets remain tight, especially in the United States, but the recent decline in the ratio of vacancies to the number of unemployed people amid a rise in unemployment rates suggests an easing across several economies. Nominal wage growth has generally remained contained in advanced economies since 2022, especially in the euro area, implying a moderation in real (inflation-adjusted) wages. Real wages are now close to or slightly below the level they were on before the pandemic in these economies. Wage-price spirals—in which prices and wages accelerate together for a sustained period—have generally not taken hold. Nevertheless, wages at the bottom of the wage distribution have risen faster than the average since the start of the pandemic, compressing the distribution.

The roles of these factors in reducing core inflation have diverged across major economies. IMF staff analysis suggests that the rapid fading of pass-through from past relative price movements—in particular from energy price shocks—has played a larger role in the euro area and the United Kingdom than in the United States in reducing core inflation (the staff’s methodology was the same as that used in Dao and others 2023). In the United States, labour market tightness and, more broadly, strong macroeconomic conditions, which partly reflect the effects of earlier fiscal stimulus as well as strong private consumption, are the main source of remaining upward pressure on underlying inflation. In the United Kingdom, labour market tightness predating the pandemic may partly explain why inflation has been higher than in the US or euro area following the onset of the pandemic (see Haskel, Martin, and Brandt 2023). Accordingly, IMF staff estimates of the gap between actual and potential output levels in 2023 are positive for the United States, at 0.7 percent, and negative for the euro area and for the United Kingdom, at –0.3 percent.

### **ELEVATED DEBT BURDENS**

Debt-to-GDP ratios, which increased sharply during the pandemic, remain elevated, and large budget deficits continue to raise the debt burden in many economies (see the April 2024 Fiscal Monitor). Interest payments on debt have also increased as a share of government revenues, crowding out necessary growth-enhancing budgetary investments. In low-income countries, interest payments are estimated to average 14.3 percent of general government revenues in 2024, about double the level 15 years ago. To rebuild budgetary room for maneuver and curb the rising path of debt, the fiscal policy stance is expected to tighten in 2024 and beyond, with higher taxes and lower government spending in several advanced and emerging market and developing economies. This shift is expected to weigh on near-term economic activity.

*(Source: <https://www.imf.org/en/Publications/WEO/weo-database/2024/April>)*

## **INDIAN ECONOMIC OVERVIEW**

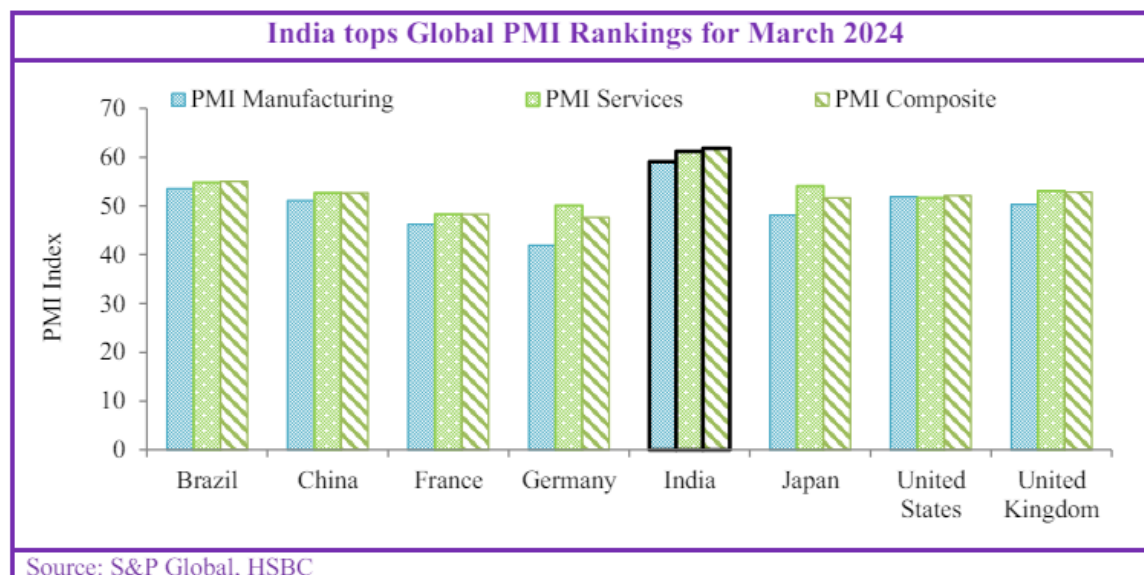
### **INDIA REMAINS A BRIGHT SPOT IN THE REVIVAL OF THE GLOBAL ECONOMY**

In contrast to a cautious assessment of the global scenario, the Indian economy continues to exhibit strong economic performance with broad-based growth across sectors. Many international organisations assert India’s pivotal role in determining the growth path of Asia in the coming years. RBI also, in its latest MPC meeting, noted the strong growth momentum in the economy and projected real GDP growth for 2024-25 at 7 per cent, driven by a pickup in rural demand and sustained momentum in the manufacturing sector. The WEO has also forecasted India’s growth at a high of 6.8 per cent in 2024-25 and 6.5 per cent in 2025- 26, based on its assessment of continuing strength in domestic demand and a rising working age population. The optimism regarding growth prospects is also reflected in consumer and investor perceptions. As per the latest consumer confidence survey, households’ sentiments on the general economic situation and employment prospects recorded notable improvements for both the current period as well as the upcoming year. The manufacturing sector is also expected to maintain its momentum on the back of sustained profitability and pick-up in rural demand.

In March 2024, India witnessed a surge across multiple economic indicators, reflecting robust and resilient business activity. The month marked significant milestones, from record breaking performances in the stock market to remarkable advancements in tax revenue collection. The buoyancy extended to the manufacturing and services sectors, as evidenced by the soaring HSBC India Manufacturing PMI and Services PMI. Amidst strong demand and positive market conditions, both sectors experienced substantial growth in output, new orders, and employment.

Gross GST collection for March 2024 stood at a record high, marking the second highest collection ever recorded. The increase was primarily driven by domestic transactions that witnessed a huge surge. Collection from domestic transactions signifies a buoyant domestic economic landscape, instilling optimism and bolstering overall revenue accruals. Furthermore, the steady rise in average monthly collections by approximately ₹18,000 crore throughout the year underscores a compelling narrative of robust growth and economic recovery. As March concludes the fiscal year 2024, the uptick in GST collections not only reflects robust compliance but also signifies an expansion in the ambit of GST, covering a broader spectrum of economic activities within its purview.

In March 2024, the HSBC India Manufacturing PMI surged to an impressive 59.2, a notable increase from the final figure of 56.9 recorded in the previous month. This upswing was driven by robust demand, marking the fastest growth in factory activity since February 2008. Notably, both output and new orders experienced substantial growth, reaching the highest levels in nearly three-and-a-half years. Moreover, buying levels surged significantly, attaining their strongest position in nine months. This uptick facilitated firms' restocking endeavours, with input inventories expanding at an accelerated pace. Employment also witnessed a moderate increase during this period. Finally, business sentiment improved, reflecting growing optimism among manufacturing firms regarding future prospects.



In March, India's services sector hit a peak, with exports surging to a fiscal year high. The HSBC India Services PMI soared to 61.2, marking one of the sector's most significant expansions in sales and business activity in nearly 14 years. Employment in the sector continued to grow for the twenty-second consecutive month, driven by strong demand and rising new orders. Service providers capitalised on export opportunities and new business intakes, propelled by positive domestic and international demand trends. Combined with a 16-year high growth in India's manufacturing industry, the HSBC final India Composite PMI Index reached an eight-month high of 61.8, indicating bright growth prospects for the economy.

Consumer durables emerged as a standout performer, registering an impressive growth rate of 12.3 per cent. This significant increase contrasts sharply with the negative growth observed in the same period last year. However, consumer non-durables experienced a decline of 3.8 per cent in the latest period, explained by fluctuations in consumer demand patterns. Overall, the industrial landscape demonstrates resilience and adaptability, showcasing promising growth trends across various sectors. This reinforces confidence in the underlying strength of the Indian economy, poised for continued growth and development.

### **RETAIL INFLATION LOWEST SINCE THE COVID PANDEMIC**

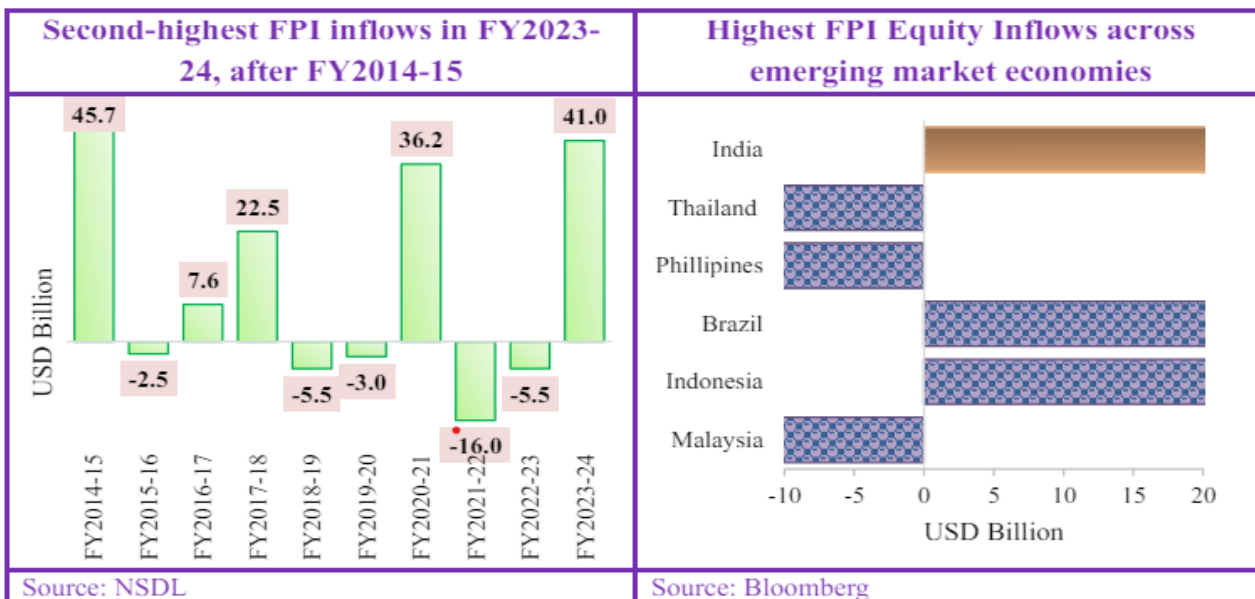
The government's efforts in managing retail inflation in FY2023-24 have been highly successful. Inflation measured by the Consumer Price Index declined from 6.7 per cent in FY2022-23 to 5.4 per cent in FY2023-24, which is within the upper tolerance level of the inflation-targeting framework. The government's positive action has also contributed to inflation control, such as a reduction in petrol, diesel and LPG prices.

### **RISING CAPITAL INFLOWS**

India's FPI flows saw a significant turnaround in FY2023-24. Supported by rising economic growth, a favourable business environment, and strong macroeconomic fundamentals, India witnessed robust FPI inflows in FY2023-24. Net FPI inflows stood at USD 41 billion during FY2023-24, as against net outflows in the preceding two years. This is the second-highest level of FPI inflow after FY2014-15. India received the highest equity inflows among emerging market peers during FY2023-24. The imminent inclusion of India's sovereign bonds in global bond indices is likely to spur demand for exposure to India further.

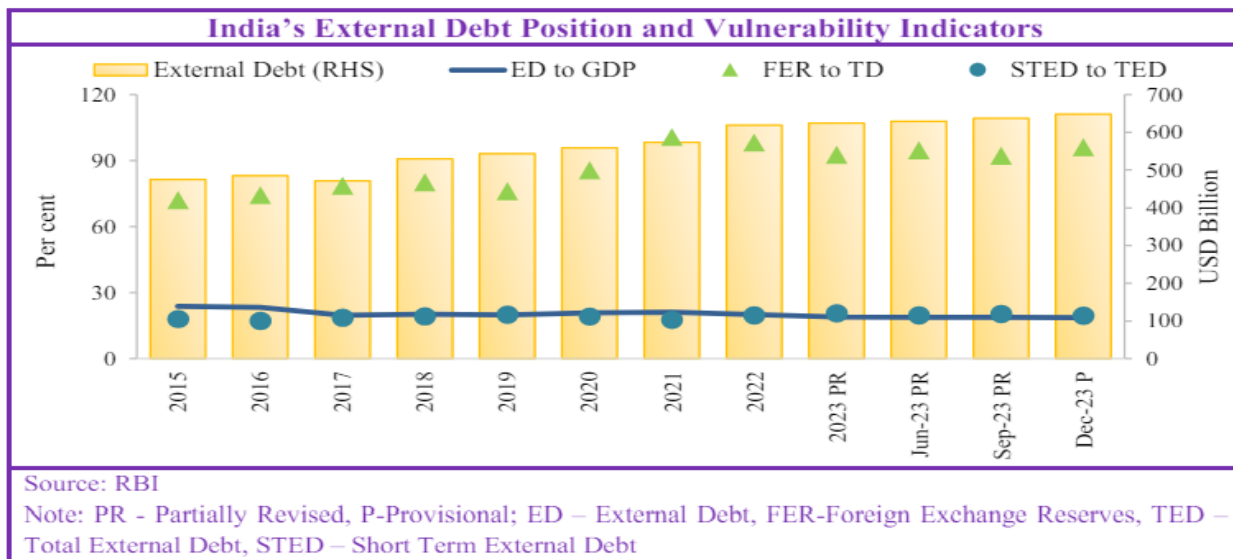
Owing to a rise in repatriation/disinvestment, net FDI moderated to USD 25.5 billion in the first ten months of FY2023-24 from USD 36.8 billion a year ago. Despite global FDI flows remaining weak in 2023 with only a modest increase of 3 per cent over 2022, India fared better than its Asian peers did. India's foreign exchange reserves reached an all-time high

of USD 645.6 billion as of March 29, 2024, sufficient to cover 11 months of projected imports and more than 100 per cent of total external debt.



**A SLIGHT MODERATION IN THE EXTERNAL DEBT-TO-GDP RATIO**

The external debt to GDP ratio stood at 18.7 per cent as at end-December 2023, slightly lower from 18.8 per cent as at end-September 2023. While the share of long-term debt (with an original maturity of above one year) in total external debt increased slightly, there has been a decline in the share of short-term debt (with an original maturity of up to one year) in total external debt. The US dollar-denominated debt remained the largest component of India’s external debt in end-December 2023, followed by Indian Rupee, Japanese Yen, SDR, and Euro.



(Source: [https://dea.gov.in/sites/default/files/Monthly%20Economic%20Review\\_March%202024\\_0.pdf](https://dea.gov.in/sites/default/files/Monthly%20Economic%20Review_March%202024_0.pdf))

**INDUSTRY – INFORMATION TECHNOLOGY**

The IT & BPM sector has become one of the most significant growth catalysts for the Indian economy, contributing significantly to the country’s GDP and public welfare. The IT industry accounted for 7.5% of India’s GDP in FY23, and it is expected to contribute 10% to India’s GDP by 2025.

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

The current emphasis is on the production of significant economic value and citizen empowerment, thanks to a solid foundation of digital infrastructure and enhanced digital access provided by the Digital India Programme. India is one of the countries with the quickest pace of digital adoption. This was accomplished through a mix of government action, commercial innovation and investment, and new digital applications that are already improving and permeating a variety of activities and different forms of work, thus having a positive impact on the daily lives of citizens.

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

## **EXECUTIVE SUMMARY**

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

- The IT industry accounted for 7.5% of India's GDP, as of FY23.
- India's IT industry is likely to hit the US\$ 350 billion mark by 2026 and contribute 10% towards the country's GDP.
- The IT industry added 2.9 lakh new jobs taking the industry's workforce tally to 5.4 million people in FY23.

### **Strong growth opportunities**

- India's IT industry is likely to hit the US\$ 350 billion mark by 2026 and contribute 10% towards the country's gross domestic product (GDP), Infomeric Ratings said in a report.
- According to National Association of Software and Service Companies (NASSCOM), the Indian IT industry's revenue touched US\$ 227 billion in FY22, a 15.5% YoY growth and was estimated to have touched US\$ 245 billion in FY23.
- As per a survey by AWS (2021), India is expected to have nine times more digitally skilled workers by 2025. This indicates that a total of ~ 3.9 billion digital skill trainings are expected by 2025. India will need 30 million digitally skilled professionals by 2026.

### **Export and employment growth**

- Direct employment in the IT services and BPO/ITeS segment was estimated to reach 5.4 million in FY23 with an addition of 290,000 people.
- Exports from the Indian services industry stood at US\$ 87.72 billion in Q3 FY24, reflecting a YoY growth 5%.

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

- The computer software and hardware sector in India attracted cumulative foreign direct investment (FDI) inflows worth US\$ 98.32 billion between April 2000- December 2023. The sector ranked 2nd in FDI inflows as per the data released by Department for Promotion of Industry and Internal Trade (DPIIT).
- Computer software and hardware make up ~15% of the cumulative FDI equity inflows.

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

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

## **ADVANTAGE INDIA**

### **1. COMPETITIVE ADVANTAGE**

- India's technology industry is on track to double its revenue to US\$ 500 billion by 2030.
- India's overall Digital Competitiveness Score of 60 (on 100), Ahead of every BRICs nations besides China, reflects the rise of tech talent in the country,
- Japanese investments in the Indian IT sector grew 4X between 2016-20. Investments stood at US\$ 9.2 billion over the last two decades.

### **2. GROWING DEMAND**

- Strong growth in demand for export from new verticals.



- In FY22, the top three Indian IT companies, TCS, Wipro and Infosys, were expected to offer ~1.05 lakh job opportunities due to the increasing demand for talent and skill.
- India's IT and business services market is projected to reach US\$ 19.93 billion by 2025.

- The IT spending in India is estimated to record a double-digit growth of 11.1% in 2024, totalling US\$ 138.6 billion up from US\$ 124.7 billion last year.

### 3. GLOBAL FOOTPRINTS

- Indian IT firms have delivery centers across the world.
- IT & BPM industry is well diversified across verticals such as BFSI, telecom and retail.
- Increasing strategic alliance between domestic and international players to deliver solutions across the globe.

### 4. POLICY SUPPORT

- In September 2022, the new Telecommunications Bill 2022 was published for public consultation by the Ministry of Communications as a move toward creating a new telecom framework in India.
- The Ministry of Electronics and Information and Technology (MeitY) had approved 14 eligible applicants under the production linked incentive scheme (PLI) for IT hardware.

## MARKET SIZE

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

The IT spending in India is estimated to record a double-digit growth of 11.1% in 2024, totalling US\$ 138.6 billion up from US\$ 124.7 billion last year.

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

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

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

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

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

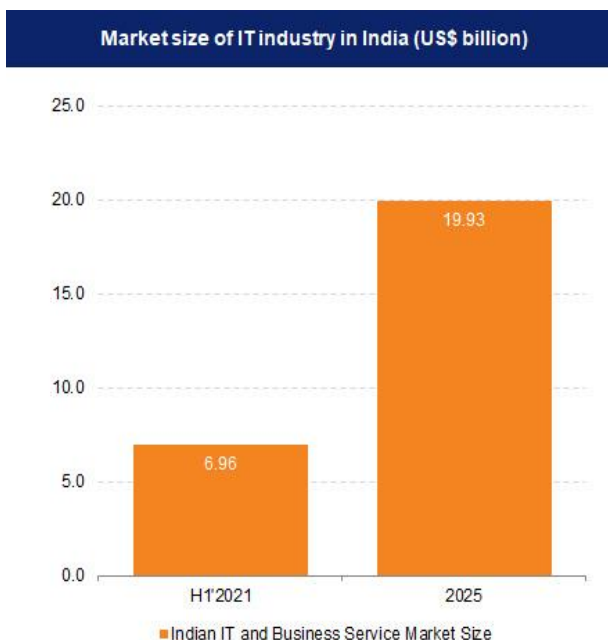
BPM and engineering and R&D (ER&D) and software products exports accounted for 22% and 25%, respectively of total IT exports during FY23.

Exports from the Indian IT industry stood at US\$ 194 billion in FY23. The export of IT services was the major contributor, accounting for more than 51% of total IT exports (including hardware). BPM, and Software products and engineering services accounted for 19.3% and 22.1% each of total IT exports during FY23.

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

## INVESTMENTS/ DEVELOPMENTS

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





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- Direct employment in the IT services and BPO/ITeS segment was estimated to reach 5.4 million in FY23 with an addition of 290,000 people.
  - The revenue of India's public cloud services market totalled US\$ 6.2 billion in 2022, and it is expected to reach US\$ 17.8 billion by 2027 growing at a CAGR of 23.4%.
  - In November 2022, ICICI Bank introduced two new products for its NRI clients - Loan against Deposits (LAD) and Dollar Bonds, at its branch in GIFT City.
  - In November 2022, Amazon Web Services announced the launch of its second AWS infrastructure region in India - the AWS Asia Pacific (Hyderabad) Region. By 2030, it is anticipated that the region will support more than 48,000 full-time jobs annually thanks to investments totalling more than US\$ 4.4 billion in India.
  - In November 2022, Google established a partnership with local gaming startup Super Gaming through its Google Cloud division. As part of the collaboration, game developers who use Google Cloud to create, host, and distribute their games will have access to Super Gaming's Super Platform game engine.
  - HDFC Bank partnered with Flywire to enable their customers to make fee payments digitally to overseas colleges and universities.
  - In August 2022, Network People Services Technologies (NPST) announced that it was working on a banking super app. The high-end platform can be used by banks, fintech companies, and other BFSI players, and it will offer a seamless user experience with all banking, financial, and transactional services combined into a robust, smart app.
  - In August 2022, PwC India announced that it was planning to hire 10,000 employees in the cloud and digital technologies space over the next five years.
  - In October 2022, PE/VC investments in the technology sector stood at US\$ 157 million across 12 deals.
  - The computer software and hardware sector in India attracted cumulative foreign investment (FDI) inflows worth US\$ 97.31 billion between April 2000-September 2023. The sector ranked second in FDI inflows as per the data released by the Department for Promotion of Industry and Internal Trade (DPIIT). Computer software and hardware make up 15% of the cumulative FDI inflows.
  - In July 2022, the Union Bank of India (UBI) launched a Metaverse Virtual Lounge and Open Banking Sandbox environment in partnership with Tech Mahindra.
  - In June 2022, ZStack International, a worldwide market leader in cloud computing, IaaS, and PaaS solutions, announced that they were entering India and the SAARC Region.
  - In June 2022, Redington India, an IT provider, entered into a multi-year strategic agreement with Amazon Web Services (AWS) to drive cloud technology adoption in India.
  - American Irish consumer credit reporting company Experian is planning a major expansion of its global innovation centre (GIC) in Hyderabad to about 4,000 employees over the next three to five years. According to sources, GIC will concentrate on employing emerging technologies in the BFSI (banking, financial services, and insurance) sector, including cloud computing, big data analytics, artificial intelligence, and machine learning.
  - In 2021, PE investments in the IT sector stood at US\$ 23.4 billion.
  - India's IT startup ecosystem received record investments of nearly US\$ 36 billion in privately held companies in 2021, up from US\$ 11 billion in 2020.
  - In March 2022, Licious, India's largest tech-first, fresh animal protein brand, raised US\$ 150 million in a Series F2 funding round.
  - In March 2022, Byju's raised US\$ 800 million in funding as part of a pre-IPO round, which values the Bengaluru-based company at about US\$ 22 billion.
  - In March 2022, debt marketplace Cred Avenue raised US\$ 137 million in a funding round led by Insight Partners, B Capital Group and Dragoner Investment Group, which propelled the startup's valuation to US\$ 1.3 billion.
  - In February 2022, Hasura, a software company which helps developers with tools, raised US\$ 100 million in a fresh funding round led by Greenoaks Capital, which elevated the company into a unicorn.
  - In January 2022, Google announced plans to invest US\$ 1 billion in India's Bharti Airtel Ltd. to push India's digital ecosystem.

- Amazon partnered with Airtel to sell Amazon Web Services (AWS) to its customers and intends to inject US\$ 1.6 billion into their two upcoming data centres in Hyderabad.
- In November 2021, Wipro partnered with TEOCO to build solutions for communication service providers (CSPs) to improve network automation, efficiency, flexibility, and reliability.
- In August 2021, Tata Consultancy Services was adjudged a leader in the NelsonHall NEAT for CX Services in Banking, Financial Services, and Insurance (BFSI).

## **GOVERNMENT INITIATIVES**

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

- In March 2024, The Cabinet approved an allocation of over US\$ 1.2 billion (Rs. 10,300 crore) for the IndiaAI Mission, marking a significant step towards bolstering India's AI ecosystem.
- Cabinet approved PLI Scheme – 2.0 for IT Hardware with a budgetary outlay of Rs. 17,000 crore (US\$ 2.06 billion).
- In September 2022, the new Telecommunications Bill 2022 was published for public consultation by the Ministry of Communications as a move toward creating a new telecom framework in India.
- In August 2022, the Indian Computer Emergency Response Team (CERT-In), in collaboration with the Cyber Security Agency of Singapore (CSA), successfully planned and carried out the "Synergy" Cyber Security Exercise for 13 countries to build network resilience against ransomware attacks.
- In June 2022, STPI Director General Mr. Arvind Kumar stated that exports through STPI units have increased from Rs. 17 crore (US\$ 2.14 million) in 1992 to Rs. 5.69 lakh crore (US\$ 71.65 billion) in 2022.
- In May 2022, it was announced that Indians can now avail of their DigiLocker services through WhatsApp to get easy access to their official documents.
- In April 2022, the Indian Computer Emergency Response Team (CERT-In) issued Directions to strengthen cybersecurity in the country.
- The government introduced the STP Scheme, which is a 100% export-oriented scheme for the development and export of computer software, including the export of professional services using communication links or physical media.
- In November 2021, the government launched the Internet Exchange in Uttarakhand to enhance the quality of internet services in the state.
- The Karnataka government signed three MoUs worth US\$ 13.4 million (Rs. 100.52 crore) to help the state's emerging technology sector.
- In September 2021, the Indian government announced a plan to build a cyber-lab for the 'Online Capacity Building Programme on Crime Investigation, Cyber Law, and Digital Forensics' to strengthen cyber security capabilities.
- In September 2021, the Ministry of Electronics, and Information Technology (MeitY) organised a workshop under the theme of 'Connecting all Indians' to promote public and private stakeholders' interest in the country and expand internet access to remote areas.
- In September 2021, the Indian government launched the Meghalaya Enterprise Architecture Project (MeghEA) to boost service delivery and governance in the state by leveraging digital technologies, to make Meghalaya a high-income state by 2030.
- In September 2021, the Indian government launched Phase II of the Visvesvaraya PhD Scheme to encourage research in 42 emerging technologies in information technology (IT), electronics system design & manufacturing (ESDM) and information technology-enabled services (ITES).
- In September 2021, the Indian government inaugurated five National Institute of Electronics & Information Technology (NIELIT) Centres in three Northeastern states to boost the availability of training centres and employment opportunities.
- On July 2, 2021, the Ministry of Heavy Industries and Public Enterprises launched six technology innovation platforms to develop technologies for globally competitive manufacturing in India. The six technology platforms have been developed by IIT Madras, Central Manufacturing Technology Institute (CMTI), International Centre for

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Automotive Technology (iCAT), Automotive Research Association of India (ARAI), BHEL, and HMT, in association with IISc Bangalore.

- The Department of Telecom, Government of India and Ministry of Communications, Government of Japan, signed an MoU to enhance cooperation in areas of 5G technologies, telecom security and submarine optical fibre cable systems.

### **ROAD AHEAD**

- India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India.
- The IT spending in India is estimated to record a double-digit growth of 11.1% in 2024, totalling US\$ 138.6 billion up from US\$ 124.7 billion last year.
- India's public cloud services market grew to US\$ 3.8 billion in 1H2023, expected to reach US\$ 17.8 billion by 2027
- By 2026, widespread cloud utilisation can provide employment opportunities to 14 million people and add US\$ 380 billion to India's GDP.
- As per a survey by Amazon Web Services (2021), India is expected to have nine times more digitally skilled workers by 2025.
- In November 2021, Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, lauded the Indian IT sector for excelling in its competitive strength with zero government interference. He further added that service exports from India have the potential to reach US\$ 1 trillion by 2030.

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

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## BUSINESS OVERVIEW

**The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Prospectus, including the information contained in the section titled “Risk Factors” on Page no. 28 of this Draft Red Herring Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “IWL” and “Our” refers to Our Company. Unless stated otherwise, the financial data in this section is as per our Restated financial statements prepared in accordance with Accounting Standard set forth in the Prospectus.**

Our Company was originally incorporated as ‘Goyani Infra Private Limited’ as a Private Limited Company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated July 28, 2017, issued by the Registrar of Companies, Central Registration Centre. Later on, vide Special Resolution passed by our Shareholders in the Annual General Meeting held on September 17, 2019, the name of our Company was changed from ‘Goyani Infra Private Limited’ to ‘Identixweb Private Limited’ and a Certificate of Incorporation pursuant to change of name dated September 27, 2019 was issued to our Company by the Registrar of Companies - Ahmedabad. Subsequently, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on December 4, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed from ‘Identixweb Private Limited’ to “Identixweb Limited” and a fresh certificate of incorporation dated December 21, 2023 was issued to our Company by the Registrar of Companies -Ahmedabad. The Corporate Identification Number of our Company is U72100GJ2017PLC098473. For details of change in registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page no. 111 of this Draft Red Herring Prospectus

Incorporated in 2017, Our company, as an IT firm, is involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development. The primary goal of our company is to deliver applications online, eliminating the need for installation and maintenance. This approach simplifies software management. Our products include more than 10 Shopify applications that are conversion-optimized and tailored made to meet customer needs. We provide our products and services worldwide across a wide range of sectors.

Our company leverages the extensive experience of our promoters, Mr. Priyankumar Jivarajbhai Savani and Mr. Ankur Jagdishbhai Lakhani. The Promoters, who has been with us since 2019, collectively bring over 13 years of expertise in Shopify application development. The significant contributions from our Board of Directors, Key Managerial Personnel, and Senior Management team have also played a crucial role in our company's growth.

Our company specializes in Shopify application development, which focuses on creating applications that enhance the functionality and performance of Shopify stores. These applications can range from tools that improve store management and customer engagement to features that optimize sales and streamline operations. Shopify is a leading e-commerce platform that powers over a million businesses worldwide. Its flexibility and scalability make it an ideal choice for businesses of all sizes. However, to truly maximize the potential of a Shopify store, merchants often need custom applications that cater to their specific needs. Our extensive experience and deep understanding of the Shopify platform enable us to deliver top-tier Shopify solutions. We are committed to ensure that all our services are executed with the highest level of precision and customer satisfaction. Our dedication to excellence has earned us a reputation for delivering innovative, reliable, and efficient Shopify solutions that help merchants achieve their business goals.

Our Company has 2 subsidiaries named Munim ERP Private Limited and Identixweb LLC\*. Munim ERP Private Limited, Subsidiary of Identixweb Limited, located in Surat, India, is a company specializing in accounting and GST compliance software, particularly focused on ERP (Enterprise Resource Planning) solutions for various industries. Established to transform business management through technology.

\* Our Company is under process of subscribing of equity shares of Identixweb LLC, U.S.A.(Delaware), for which consideration pertaining to subscribing of equity shares is under process.

Our Company provides the following services as below:

### **Shopify Application Development:**

Shopify application development focuses on creating software solutions that enhance the functionality and performance of Shopify stores. These apps can be either public, available to any Shopify merchant via the Shopify App Store, or custom, tailored to meet the specific needs of individual businesses. By leveraging Shopify apps, merchants can streamline their operations, improve customer experience, and boost sales. From inventory management to marketing automation, these applications empower merchants to optimize their online stores and succeed in the competitive e-

commerce landscape.

### **NODE Js Development:**

Node.js is a powerful engine that runs JavaScript code outside of a web browser, commonly used to build fast and efficient servers. It enables websites and applications to handle multiple tasks simultaneously, ensuring smooth and quick responses. This makes it an excellent tool for developers creating online services and applications.

### **PHP Development:**

PHP development involves using the PHP programming language to create websites and web applications. PHP is like a translator that sits on the server, taking requests from your browser and sending back the right web pages or data. It's popular because it's easy to learn, flexible, and works well with databases, which makes it ideal for building dynamic and interactive websites.

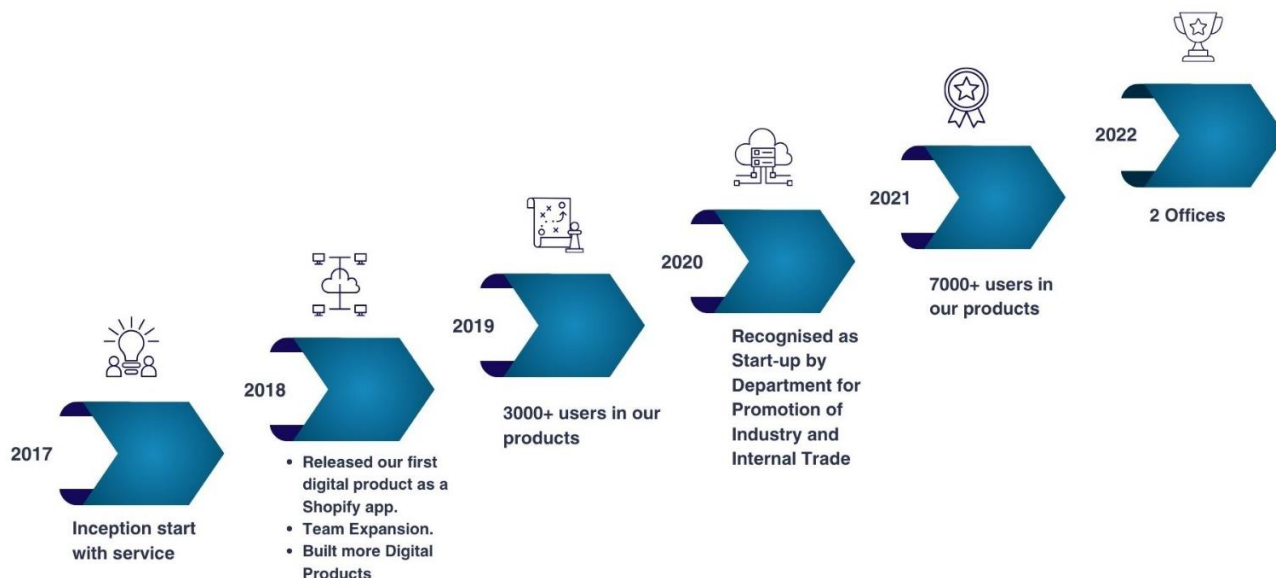
### **Web Application Development:**

Web application development is the process of creating interactive websites that do more than just show information. These web applications can perform tasks like online shopping, managing emails, social networking, and more. Developers use various programming languages and tools to build these applications so they can work on different devices, including computers, tablets, and smartphones. The goal is to make these web applications user-friendly, efficient, and accessible from anywhere with an internet connection.

### **React JS Development:**

React.js development involves using the React library to build user interfaces, especially for web applications. React.js makes it easy to create interactive and dynamic web pages by breaking them into small, reusable components. This approach helps developers manage complex interfaces efficiently and ensures that the web app runs smoothly and quickly. React.js is popular because it allows developers to build modern, responsive websites that provide a great user experience.

## **OUR JOURNEY**



## **LOCATIONAL PRESENCE**

### **REGISTERD OFFICE:**

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Surat, Gujarat – 395 006, India.

### **BUSINESS OFFICES**

17th Floor, A-1701, The Capital, Science City Road, Sola, Ahmedabad-380060.

## **AWARDS AND RECOGNITIONS**

With the Promoters involvement since 2019, the company was recognized as a startup by the Department for Promotion of Industry and Internal Trade in 2020.

## OUR BUSINESS MODEL

Our Business Domain Covers:



## FINANCIAL PERFORMANCE OF OUR COMPANY BASED ON STANDALONE FINANCIALS OF THE COMPANY

### Product/Service wise Bifurcation

(Amount in ₹ Lakhs)

| Particulars                          | As at           |                 |                 |
|--------------------------------------|-----------------|-----------------|-----------------|
|                                      | 31st March 2024 | 31st March 2023 | 31st March 2022 |
| <b>Revenue from Operations:</b>      |                 |                 |                 |
| <b>Sales of Product</b>              |                 |                 |                 |
| Domestic Sales                       | -               | -               | -               |
| Export Sales                         | 540.55          | 399.14          | 295.75          |
| <b>Sales of Services</b>             |                 |                 |                 |
| Export Sales                         | 53.12           | 222.96          | 304.34          |
| Domestic Sales                       | 39.23           | -               | -               |
| <b>Total Revenue from Operations</b> | <b>632.90</b>   | <b>622.11</b>   | <b>600.09</b>   |

### Geography wise Bifurcation

(Amount in ₹ Lakhs)

| Particulars                     | As at           |                 |                 |
|---------------------------------|-----------------|-----------------|-----------------|
|                                 | 31st March 2024 | 31st March 2023 | 31st March 2022 |
| <b>Revenue from Operations:</b> |                 |                 |                 |
| Export Sales                    | 39.23           | -               | -               |

| Particulars                          | As at           |                 |                 |
|--------------------------------------|-----------------|-----------------|-----------------|
|                                      | 31st March 2024 | 31st March 2023 | 31st March 2022 |
| Domestic Sales                       | 593.67          | 622.11          | 600.09          |
| <b>Total Revenue from Operations</b> | <b>632.90</b>   | <b>622.11</b>   | <b>600.09</b>   |

#### Statewise Revenue Bifurcation

(Amount in ₹ Lakhs)

| Particulars                          | As at           |                 |                 |
|--------------------------------------|-----------------|-----------------|-----------------|
|                                      | 31st March 2024 | 31st March 2023 | 31st March 2022 |
| <b>Revenue from Operations:</b>      |                 |                 |                 |
| Karnataka                            | 2.49            | -               | -               |
| Gujarat                              | 36.74           | -               | -               |
| <b>Total Revenue from Operations</b> | <b>39.23</b>    | <b>-</b>        | <b>-</b>        |

#### Country Revenue Bifurcation

(Amount in ₹ Lakhs)

| Particulars                          | As at           |                 |                 |
|--------------------------------------|-----------------|-----------------|-----------------|
|                                      | 31st March 2024 | 31st March 2023 | 31st March 2022 |
| <b>Revenue from Operations:</b>      |                 |                 |                 |
| Israel                               | -               | 209.75          | 304.34          |
| Canada                               | 555.77          | 399.14          | 295.75          |
| Singapore                            | 1.85            | 10.15           | -               |
| Malaysia                             | 2.51            | 3.07            | -               |
| USA                                  | 18.46           | -               | -               |
| Japan                                | 12.64           | -               | -               |
| Germany                              | 2.45            | -               | -               |
| <b>Total Revenue from Operations</b> | <b>593.67</b>   | <b>622.11</b>   | <b>600.09</b>   |

#### Financial Key Performance Indicators of our company

| Particulars                          | For the Year ended on March 31 |        |        |
|--------------------------------------|--------------------------------|--------|--------|
|                                      | 2024                           | 2023   | 2022   |
| Revenue from Operations (₹ in Lakhs) | 632.90                         | 622.11 | 600.09 |
| EBITDA (₹ in Lakhs)                  | 435.05                         | 215.09 | 92.27  |
| EBITDA Margin (%)                    | 68.74                          | 34.57  | 15.38  |
| Profit After Tax (₹ in Lakhs)        | 283.90                         | 137.67 | 75.30  |
| PAT Margin (%)                       | 44.86                          | 22.13  | 12.55  |
| RoE (%)                              | 37.70                          | 49.66  | 159.64 |
| RoCE (%)                             | 57.25                          | 62.56  | 87.68  |
| Operating Cash Flows (₹ in Lakhs)    | 345.70                         | 153.41 | 55.24  |
| Number of Employees                  | 60                             | 100    | 90     |

#### OUR COMPETITIVE STRENGTH

- 
- ✓ **Skilled Professional Team and Strong Leadership:** Our strength is rooted in our team of highly skilled professionals, including Developers, Designers, Digital Marketing, Support Staff and Quality Assurance. Each member brings extensive experience and expertise, ensuring we deliver high-quality, innovative solutions tailored to our clients' specific needs. Our leadership team, with their vast experience and strategic insight, guides the company towards sustained growth and success. Their vision and direction enable us to navigate industry challenges and seize emerging opportunities.

For further details regarding the educational qualifications and experience of our Board of Directors and our Key Managerial Personnel please refer to chapter titled “Our Management” beginning on page no. 144 of this Draft Red Herring Prospectus.

- ✓ **Tailored Solutions:** Our company possesses extensive experience and expertise in Shopify app development. Our team specializes in crafting custom web applications that enhance the functionality, performance, and user experience of online stores, helping merchants maximize their potential and streamline their operations.
- ✓ **Comprehensive Development Services:** Our company provides a wide range of development services beyond Shopify, through Node.js, PHP, and React.js development. This extensive array of services allows us to meet diverse client needs and deliver integrated solutions that drive business growth.
- ✓ **Client-Centric Approach:** The Company prioritizes its clients’ needs and success above all else. Our client-centric approach involves thoroughly understanding their business goals and challenges, enable us to deliver customized solutions that drive growth and efficiency. We are committed to building long-term relationships founded on trust, transparency, and mutual success.
- ✓ **Innovation and Adaptability:** In a rapidly evolving technology landscape, we stay ahead by continuously innovating and adapting to new trends and technologies. Our commitment to research and development ensures that we are always at the forefront of technological advancements, providing our clients with cutting-edge solutions.
- ✓ **Quality and Reliability:** Quality and reliability are the cornerstones of our service delivery. We adhere to the highest standards of quality assurance and project management, ensuring that our solutions are robust, secure, and scalable. Our reliable services help clients to achieve their business objectives efficiently and effectively.
- ✓ **Support and Maintenance:** We provide comprehensive support and maintenance services to ensure the smooth functioning of our solutions. Our dedicated support team is always available to address any issues, provide updates, and ensure that our clients' operations run seamlessly.

## **BUSINESS STRATEGY**

### **1. Broaden our Portfolio of Products and Services.**

To meet the evolving needs of our customers and remain competitive, we are dedicated to broadening our portfolio of products and services. By deeply understanding customer preferences through feedback and market research, we identify opportunities for new offerings that address diverse industry requirements. Our investment in research and development allows us to create innovative solutions leveraging the latest technologies and solutions, ensuring our products are cutting-edge and beneficial. This strategic expansion enhances our value proposition, enabling us to deliver comprehensive and effective solutions to our customers.

### **2. Acquire new accounts and deepen key account relationships**

Over the years, we have built long-lasting relationships with our customers. We invest considerable effort in understanding their behaviour, preferences, and trends through research and consultation. This process gives us a unique perspective in our engagements. Additionally, we conduct regular market scans to identify emerging technologies and solutions. With this approach, we aim to become an integral part of our customers' operating and growth strategies, enabling us to support them across multiple touchpoints and projects. We focus on expanding our relationships with existing customers by helping them solve new challenges and become more engaging, responsive, and efficient. Our track record demonstrates our ability to extend our work with customers beyond initial engagements.

### **3. Customer Satisfaction**

Our company is focused on being customer-oriented, always aiming to maintain strong relationships with our clients. Our marketing team regularly seeks feedback from existing customers, making product adjustments as needed based



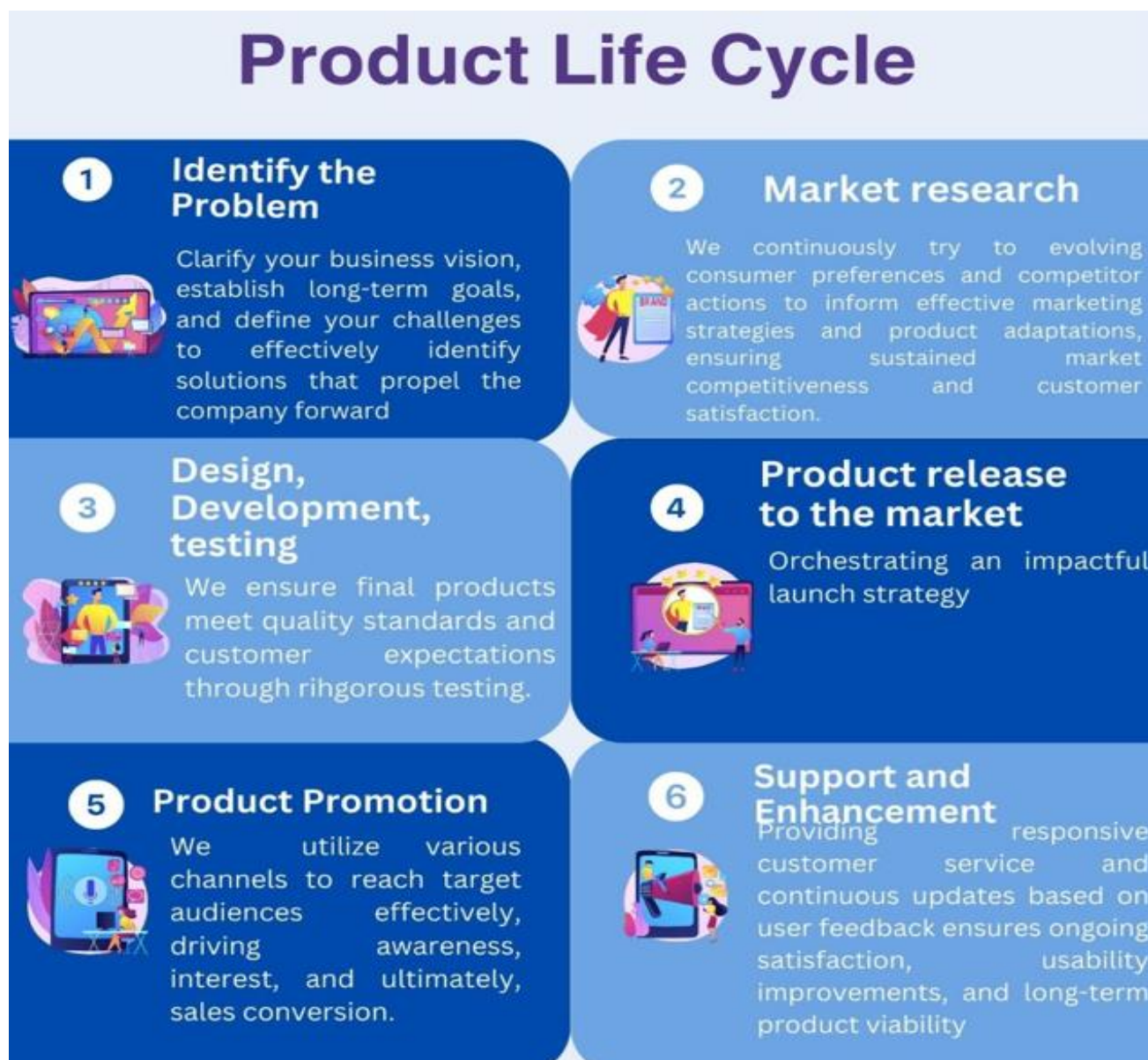
on their input. We are committed to providing high-quality products and conducting effective follow-ups to ensure customer satisfaction and address any concerns.

#### 4. Expand our operation in the geographies where we have presence and also in other geographies

We plan to leverage our existing business model to reach new customers within our current geographies and expand into new regions. To enhance our presence and to be closer to our customers, we have established a wholly owned subsidiary, Identixweb LLC, U.S.A., Delaware. Our goal is to increase business volume from clients with a global presence by enhancing our solution offering. We believe our deep technical and domain expertise positions us well to seize opportunities in this market.

#### OUR WORKFLOW PROCESS

In the dynamic world of business, establishing a strong foundation is crucial. Learn the fundamental steps to creating a thriving enterprise that not only survives but excels in today's competitive landscape. Our company follows these steps to find the perfect business solution:



# SERVICE LIFE CYCLE

1

## Find Customers

Finding customers in our field often requires targeted outreach through digital marketing strategies and networking within industry-specific events

2

## Understand Requirements

through consultations with stakeholders and meticulous analysis of business needs, we translate requirements into detailed specifications.

5

## Ongoing support and maintenance

We ensure system reliability and performance, coupled with responsive helpdesk services to promptly address user queries and technical issues

## Product handovers

Finally, after testing and approval, the project is transformed into the final product and delivered to the customer.

## Design, Development and testing

By Designing, developing, and testing software we make sure they work well, are safe, and can handle growth, all to meet business needs effectively.

4

3

## OUR PRODUCT PORTFOLIO

Brief details of our products are Provided below:

- 1. Stellar Delivery Date & Pickup:** Stellar Delivery Date & Pickup app is a solution for order delivery management. You can add a date picker on product page showing available date and time for local delivery and shipping. Users can pick desired delivery date and time. Show estimated delivery date and time and add available locations for store pickup. For Shopify Plus stores, delivery date picker can be shown on checkout page. This app works with POS and is best for food, florist shops to manage local delivery and store pickup.

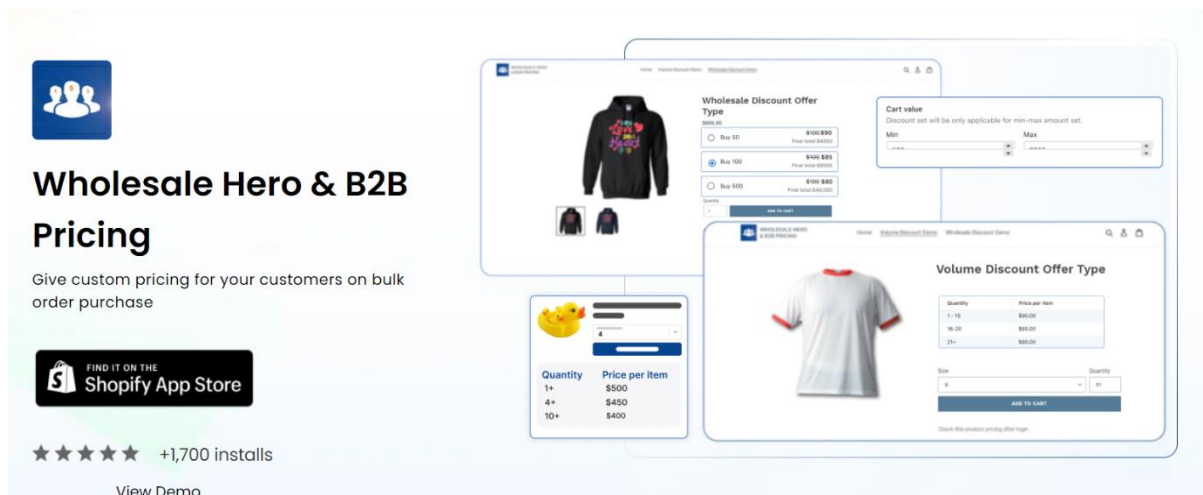
Active users: 2737 (June 30, 2024)  
 Total review: 739 (4.9 average out of 5.00)

- 2. iCart Cart Drawer Cart Upsell:** Grow your Shopify store's average order size with iCart's complete cart upsell & cart cross sell solution for growth-focused Shopify merchants. Easily add a cart drawer, slide cart, side cart and cart discounts to maximize your in-cart upsell. Show product recommendations, bundles, cart discounts, free gifts, delivery date picker and much more in cart drawer, cart popup and cart page. Grow revenues by encouraging customers to buy more with progress bar, free product, buy more save more.

Active users: 2346 (June 30, 2024)  
 Total review: 537 (4.8 average out of 5.00)

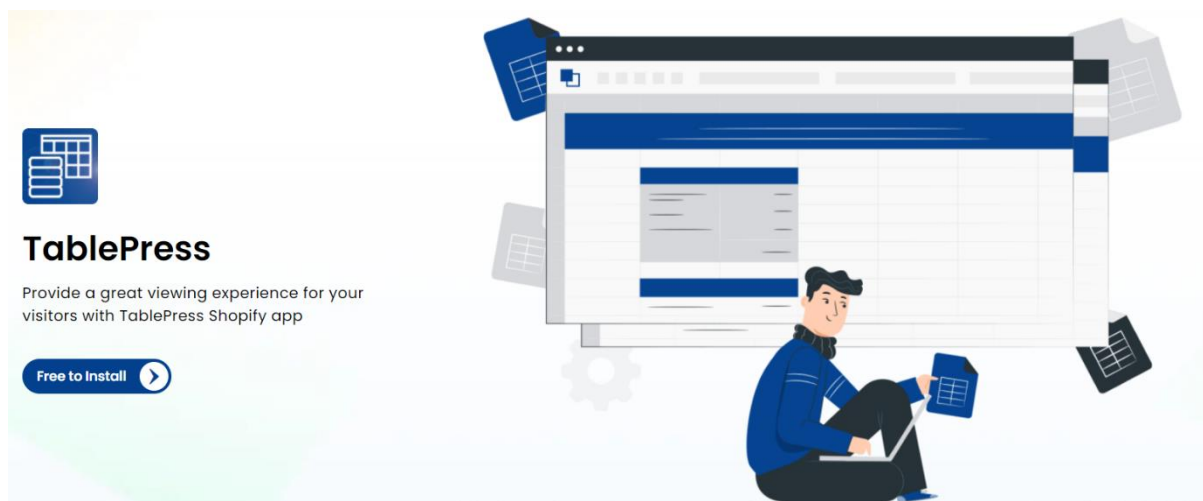


- Wholesale Hero & B2B Pricing:** Wholesale Hero & B2B Pricing app allows you to set tiered pricing on wholesale, volume discount, D2C & B2B discounts for your wholesalers and retailers on bulk purchase. Set different prices to maximize satisfaction of wholesalers and retailers. Set wholesale pricing discount, volume discount, B2B & D2C pricing based on different conditions for bulk purchases. Provide wholesale personalized pricing or custom pricing to increase profit margin of your store with Wholesale Hero & B2B Pricing app.



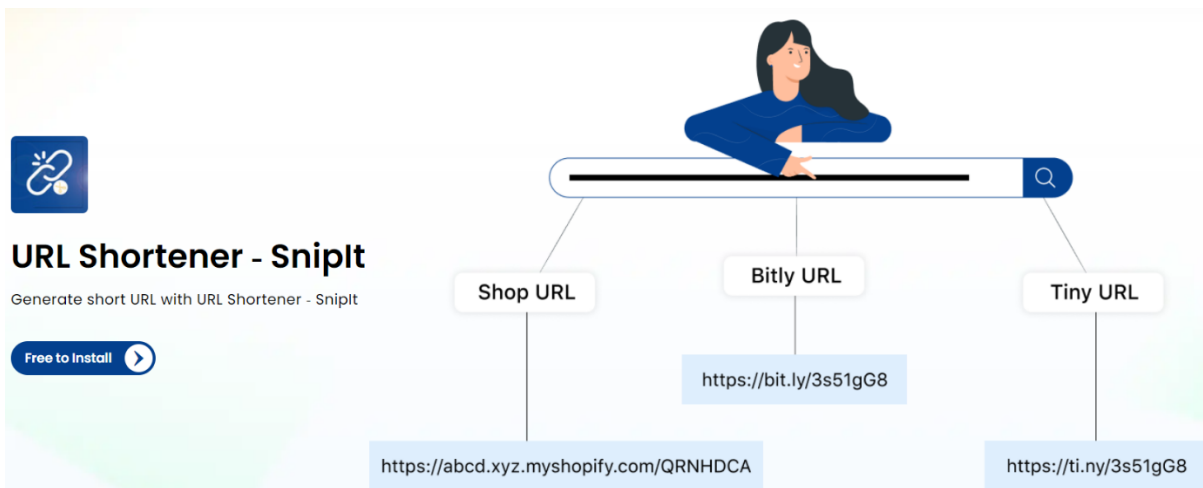
Active users: 345 (June 30, 2024)  
 Total review: 34 (3.8 average out of 5.00)

- TablePress - Data Tables:** TablePress allows you to create tables that can be embedded into blogs, pages, or text widgets with a simple shortcode. No coding is required as the table data can be edited in a spreadsheet. Save time by importing data instead of editing data manually. Create complex data tables with a search box, pagination, and filtering.



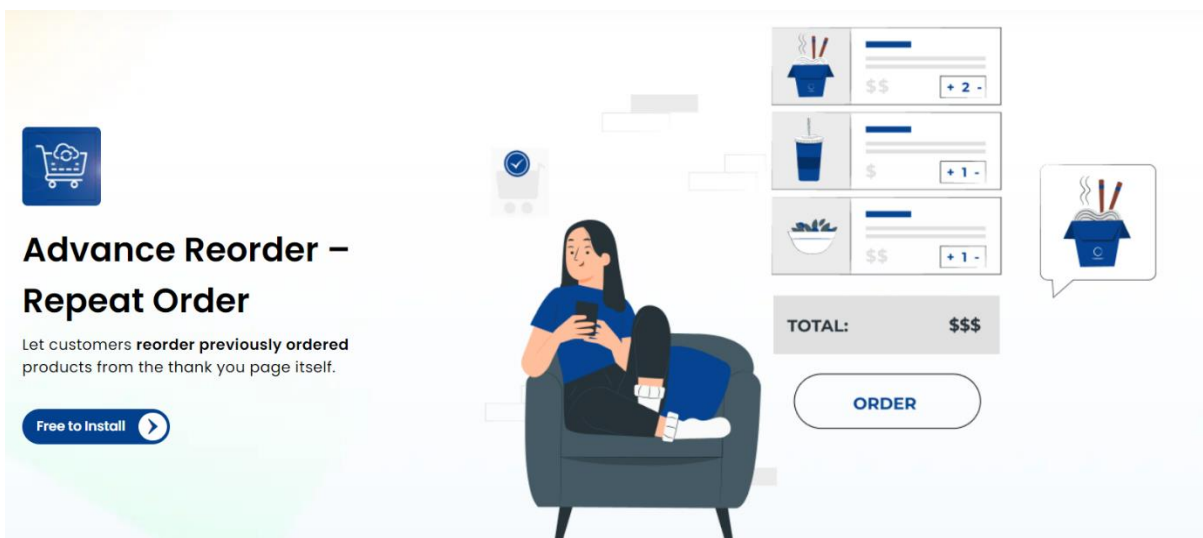
Active users: 710 (June 30, 2024)  
 Total review: 98 (4.8 average out of 5.00)

- URL Shortener – SnipIt:** Are you tired of long URLs and need short links? URL Short Link Generator is a URL shortener solution that helps you to convert long URLs in to short URLs or pretty links. The app will automatically import and show all product and shop pages. Shorten URLs for products to easily share them via social media by using the product URL maker app. Create custom URLs & short links like shop URLs, bitly URLs, and tiny URLs. Edit URL & track analytics of links and can create short link for discount pages.



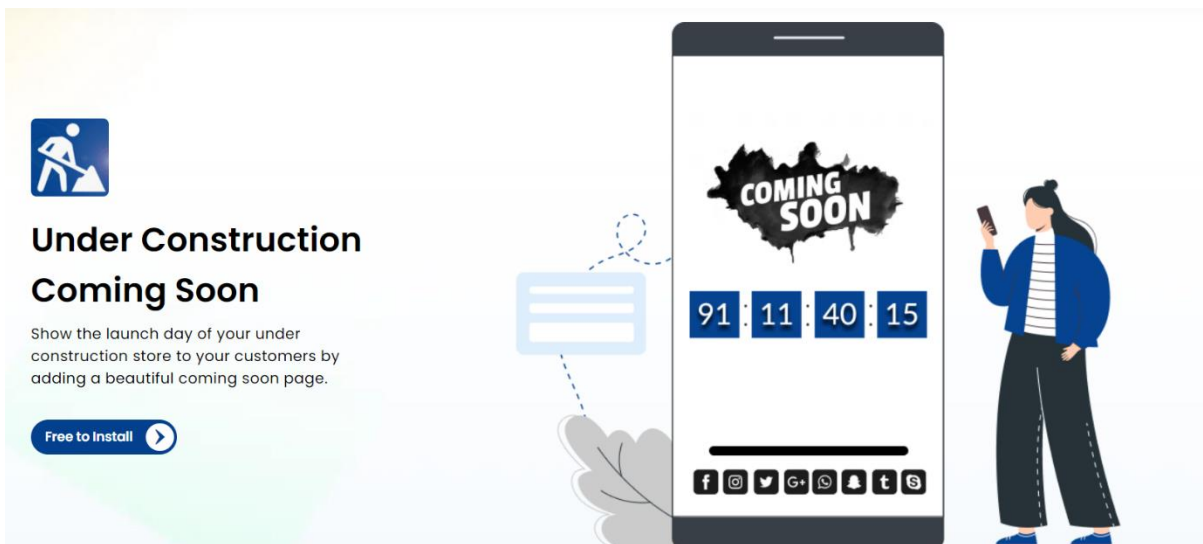
Active users: 1326 (June 30, 2024)  
 Total review: 45 (4.7 average out of 5.00)

- Advance Reorder - Repeat Order:** repeat order app allows you to give an option to re order or repeat orders placed previously by your customers. Customers can do quick reorder by one click reorder from the account page or thank you page itself. This will help you to improve customer acquisition. Advance reorder app provides a simple way for customers to view their past orders from the order history, select items they want to order again from the thank you page and complete the checkout process.



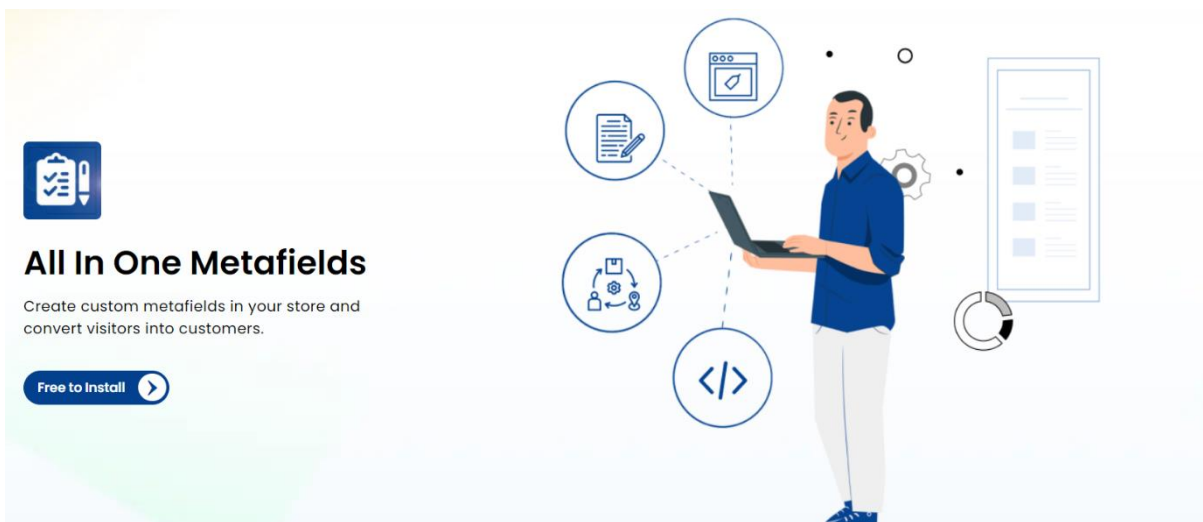
Active users: 567 (June 30, 2024)  
 Total review: 71 (5.0 out of 5.00)

- Under Construction Coming Soon:** Is your store under maintenance mode and worried about losing customers? Under Construction Coming Soon app is a landing page builder that lets you create a coming soon page. Under construction app notify your users that your store is under maintenance mode and will be opening soon by showing a coming soon timer on the landing page. Create password protected under construction coming soon page with age verification. Pre-built opening soon templates for your under-maintenance mode store.



Active users: 2447 (June 30, 2024)  
 Total review: 169 (4.6 average out of 5.00)

8. **All in One Metafields:** All in One Metafields allows you to create custom metafields and manage them easily. You can make your store stand out from the crowd and convert visitors into potential buyers. You will get access to endless possibilities with a wide range of field types that helps you to customize the custom fields. No coding is required as everything is straightforward with well-organized options.



Active users: 154 (June 30, 2024)  
 Total review: 13 (4.7 average out of 5.00)

9. **Rates by Zipcode iWeb:** Are you tired of struggling with fixed shipping rates? Rates by Zipcode will help you to add different shipping price to different zones based on the customer's cart total amount and cart total weight. Say bye to the traditional fixed shipping price. With this app, you can now add customizable shipping charges to different zip codes ensuring that both you and your customers benefit from a fair and transparent shipping policy.

Active users: 61 (June 30, 2024)  
 Total review: 0

**10. Hide Payment & Shipping iWeb:** Elevate your conversion rates by optimizing your payment methods and shipping methods based on your business needs. You can reorder payment methods, rename payment methods and hide payment methods based on different conditions like cart, location, specific product, collection, etc. Similarly, you can hide shipping method, rename shipping method and reorder shipping method. Arrange payment gateways and shipping methods in the order that makes the most sense for your business and your customers.

Active users: 153 (June 30, 2024)  
 Total review: 3 (5.0 average out of 5.00)

**11. Order Printer:** Print order invoice app is a powerful document printing solution for your business. Create order invoices, refund slips and packing slips and print them to PDFs. Get pre-built professional templates which you can customize based on your business needs. You can customize branding, supplier information, shipping details, etc. These order invoices, refund & packing slips will be emailed to customers automatically. The best part is that our app supports multilanguage.

**Order Printer PDF Invoice**

Create, manage and print order invoices, refund slips and packing slips to professional PDFs.

Free to Install

Active users: 32 (June 30, 2024)  
 Total review: 1 (5.0 average out of 5.00)

**OTHER PRODUCT**

The company has additional products, as listed below, which are scheduled for public marketing.

**1. Our WordPress Plugin**

Accelerate your online sales with an outstanding WooCommerce upsell plugin, driving more conversions and boosting your revenue effortlessly. Enhance customer experience and maximize profits with smart upselling techniques tailored to your store.

Accelerate your online sales with an outstanding WooCommerce upsell plugin.

**Best Upsell For WooCommerce**

- In Cart Upsell & Cross-Sell
- Multiple Checkout Buttons
- Product Exclusion by Tags
- Ready-made Cart Template
- Smart Product Upselling Offers
- Sticky Cart Bubble
- Advanced Analytics for each Widget

Get free version

**2. Our Slack Application:** Our Slack app celebrates your team members' birthdays and work anniversaries.

**Our Slack App**

Cherish birthday and work anniversary of your team members.

**Happy Dates Collector ~ Birthday**

- Customize and send unlimited birthday and work anniversary messages
- Opt-out option for both birthday and work anniversary
- Set birthday and work anniversary reminder
- Keep track of birthdays and work anniversaries of each member

Add To Slack

View details



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## PROPOSED PRODUCT UNDER DEVELOPMENT

### 1. Checkout Upsell

Checkout Upsell is the application which helps the Merchant to personalize its checkout page with Checkout Blocks, Custom Discounts, and a branding editor. Furthermore, application enables the Merchant to use our drag-and-drop editor to add widgets for upsells, free shipping, custom fields, recommendations, branding, trust badges and many more of such widgets.

Checkout Upsell, with our tools, enhances Customers' checkout experience and customers can have access to custom discounts powered by Shopify functions. Checkout Upsell is fully compatibility with Shopify B2B, Shopify Markets, multiple languages, multiple currencies, and third-party apps..

### 2. Loyalty and Rewards

Loyalty and Rewards is the application which helps the Merchant to create their own loyalty and rewards program to turn first-time customers into lifelong fans. This application helps to Merchant to increase sales, encourage repeat purchases, reduce acquisition costs, and strengthen their brand loyalty.

With this application, Merchant can set up their own loyalty program in just few minutes – since no coding is required. The application can be managed from a single, user-friendly dashboard and it supports multiple languages for cross-border selling, and offers real-time analytics.

## OUR SUBSIDIARY'S BUSINESS PORTFOLIO

Munim ERP Private Limited, Subsidiary of Identixweb Limited, located in Surat, India, is a company specializing in accounting and GST compliance software, particularly focused on ERP (Enterprise Resource Planning) solutions for various industries. Established to transform business management through technology, Munim ERP has become a market leader in the ERP software sector, especially in Surat and beyond.

The company aims to empower businesses of all sizes, from small enterprises to large corporations, with scalable and customizable ERP solutions that enhance productivity and decision-making. Munim ERP is known for its user-friendly interfaces, robust features, and dedicated customer support, making it a Unique choice for businesses looking to optimize their operations through technology.

Founded with a vision to provide comprehensive, integrated software solutions, Munim ERP strives to enhance operational efficiency, support informed decision-making, and promote growth. The company addresses the diverse needs of businesses, offering scalable ERP solutions tailored to specific industry requirements.

The product portfolio of our subsidiary is as follows:

### 1. Munim Accounting:

Munim Accounting is an accounting software primarily used in India, designed to manage financial transactions, accounts, and reporting for businesses. It offers features such as Invoicing & Billing, GST Tax Compliance, Bookkeeping, E-invoicing, E-Way Bill, Inventory Management, Accounts receivable and payable maintenance, balance sheet generation, income and expense tracking, tax calculation, and financial statement preparation. Munim aims to simplify accounting processes, ensure compliance with regulatory requirements, and provide insights into business finances through comprehensive reporting and analytics.

Key features of munim are as below

- I. Financial Reporting:** It provides tools for generating comprehensive financial reports such as balance sheets, profit and loss statements, trial balances. These reports help businesses gain insights into their financial health and make informed decisions.
- II. GST Compliance:** Munim is designed to comply with Goods and Services Tax (GST) regulations in India. It helps businesses manage GST invoicing, tax calculations, and preparation of GST returns.
- III. Inventory Management:** Inventory management features, allowing businesses to track stock levels, manage purchases and sales, and generate inventory reports.
- IV. Bank Reconciliation:** It facilitates the reconciliation of bank statements with accounting records, ensuring accuracy in financial data and identifying discrepancies.
- V. User Access Controls:** Munim typically provides role-based access controls, allowing businesses to restrict access to sensitive financial information based on user roles within the organization.
- VI. Audit Trail:** It maintains an audit trail of all financial transactions and activities, ensuring transparency and accountability in financial reporting.

- VII. **Integration Capabilities:** Munim may integrate with other business systems such as CRM software or e-commerce platforms to streamline data flow and improve operational efficiency.
- VIII. **E invoicing:** Munim create GST e-invoices effortlessly in the standard format to enhance GST compliance, reduce evasion and improve efficiency.
- IX. **E Way billing:** Munim Generate error-free e-way bills with just a click through our digital billing system. Streamline your logistics and compliance with our next-gen e-way billing.
- X. **Reports:** Munim Accounting Reports are integral tools within the Munim accounting software designed to provide businesses with comprehensive insights into their financial health and performance. These reports offer a wide range of functionalities and features tailored to meet the specific needs of businesses, particularly in India.



Digital Munim For Your Business

## India's Most Trusted GST Return Filing, Accounting & Billing Software

With Munim – India's most trusted accounting and billing software, you can easily maintain accounting records, manage inventory, generate invoices, and pay GST. The best thing about Munim is that it is highly cost-effective and it takes a few minutes to master.

Start now – it's free

Trusted by 10K+ Businesses Across India

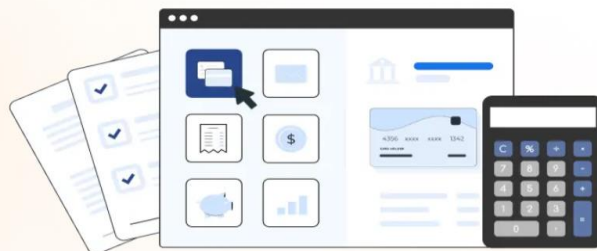


## Best Accounting Software in India

We deliver a one-stop solution for all your accounting, billing, and compliance needs. Streamline your workflow with the **best accounting software** in India! Our feature-rich accounting solution is your gateway to financial success.

Get Started for Free

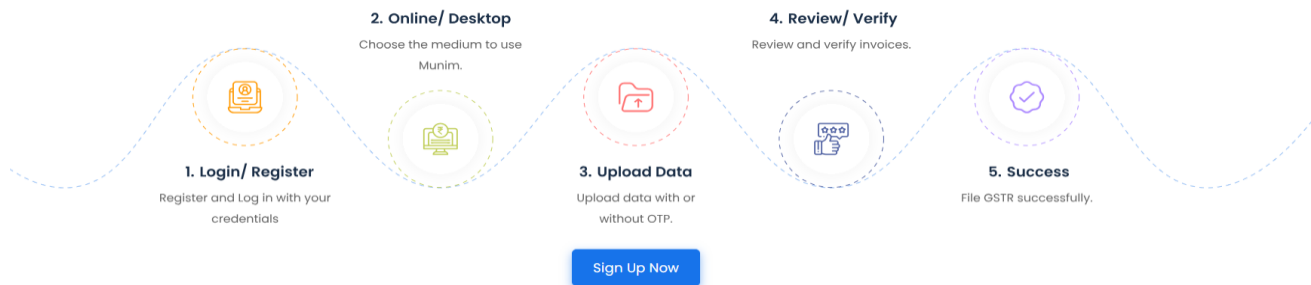
Explore Demo



Get the Best Accounting Software to Simplify Financial Management at Your Fingertips!

### How to Get Started with Munim GST Filing Software

Unleash the potential of our **free GST filing software** in one go! With zero cost registration, Munim becomes one of the most preferred tax filing software in India. Download our solution to your desktop or register online and get started with your tax filing journey right now.



## Munim- The Best Accounting Software Serves You with a Horizon of Features!

Munim serves industries of all sizes and provides endless features that every business can leverage. Get started with our free accounting software in India and enjoy unlimited access to every module.



### Invoicing and Billing

Create and manage invoices to monitor your payments in real time. Simplify your billing cycles with our comprehensive solution right away.



### GST Accounting Software

Stay compliant with GST regulations by filing accurate GSTR on time. Get regular updates about the changing GST laws and regulations with Munim.



### Bookkeeping Software

Seamlessly maintain records of business income and expenses to streamline financial management. Reduce the cost involved with file storage through our digital records.



### GST E-invoicing Software

Create GST e-invoices effortlessly in the standard format to enhance GST compliance, reduce evasion and improve efficiency.



### E-way billing

Generate error-free e-way bills with just a click through our digital billing system. Streamline your logistics and compliance with our next-gen e-way billing.



### Inventory Management

Munim not only manages your finances but takes care of your stocks, too. Get real-time alerts on your supplies and avoid mismanagement of inventory.



### Ledger Creation

Create digital ledgers effortlessly with Munim business accounting software. Track transactions, balances, and financial insights in an organized digital format.



### Quotation Maker

Create, customize, and confidentially send quotations through our in-built quotation maker. Avoid inaccuracies and errors while you create citations.



### Delivery Challan

Generate, record, and manage delivery challans to simplify your supply chain management. Quickly access all the details like delivery date, item listed, etc, at your fingertips.

[View All](#)

## 2. Munim GST:

Munim GST is a specialized software tailored for businesses in India to manage Goods and Services Tax (GST) compliance effectively. Introduced with the implementation of GST in 2017, Munim GST simplifies various aspects of GST administration and reporting. Here are the key features and functionalities of Munim GST:

- I. **GST Invoicing:** Munim GST enables businesses to create GST-compliant invoices effortlessly. It supports the inclusion of GSTIN (Goods and Services Tax Identification Number), HSN (Harmonized System of Nomenclature) codes for goods, and SAC (Services Accounting Code) for services.
- II. **Tax Calculation:** The software automates GST calculations based on the type of transaction (intra-state or inter-state) and the applicable GST rates (CGST, SGST, IGST). It ensures accurate tax computation in compliance with GST laws.
- III. **GST Return Filing:** Munim GST facilitates the preparation and filing of GST returns required by businesses. It generates GSTR-1 (outward supplies), GSTR-3B (summary return), and other necessary reports essential for GST compliance.

- IV. **Input Tax Credit (ITC) Management:** Businesses can manage and reconcile Input Tax Credit claimed on purchases made for business purposes. Munim GST helps in tracking ITC eligibility and ensuring correct utilization while filing GST returns.
- V. **Compliance Updates:** The module stays updated with changes in GST rules, notifications, and amendments issued by the GST Council and regulatory authorities. This ensures businesses adhere to the latest compliance requirements seamlessly.
- VI. **GST Reports and Analytics:** Munim GST provides a range of reports such as GSTR-1, GSTR-3B, reconciliation reports, and tax liability reports. These reports aid businesses in analyzing their GST transactions, maintaining accuracy, and preparing for audits.
- VII. **Integration with Accounting:** Munim GST integrates seamlessly with the core accounting functions of Munim software. This integration ensures that GST-related transactions are accurately recorded, reflected in financial statements, and comply with accounting standards.

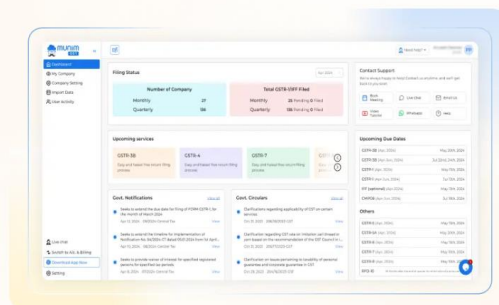
## File Taxes Easily with GST Filing Software

Get a smarter solution for a faster GST filing experience! Our GST Filing software simplifies the complexities of tax filing. Compute, record, and file taxes with the best tax management software in India.

- ✔ One-stop solution for GSTR Filing
- ✔ Error-free GSTR Filing
- ✔ Authenticate with Customers

[Start now - It's free](#)

[Schedule a demo](#)



Munim GST is designed to streamline GST compliance processes, reduce manual efforts, minimize errors, and enhance overall efficiency in managing GST obligations for businesses operating in India. It supports businesses in navigating the complexities of GST regulations while maintaining financial transparency and compliance.

Active users: 11267 (July 17, 2024)

Total review: 234 (4.8 average out of 5.00)

### SWOT ANALYSIS

| S   | W   | O   | T   |
|---|---|---|---|
| Strengths   | Weaknesses  | Opportunities   | Threats   |
| <ul style="list-style-type: none"> <li>• Expertise in Shopify App Development</li> <li>• Comprehensive Service Offerings</li> <li>• Skilled Professional Team</li> <li>• Client Centric Approach</li> <li>• Global Presence</li> <li>• Innovation and Adaptability</li> </ul> | <ul style="list-style-type: none"> <li>• Resource Allocation</li> <li>• Scalability Challenges</li> </ul> | <ul style="list-style-type: none"> <li>• Expansion into New Markets</li> <li>• Technological Advancement</li> <li>• Government Initiatives</li> <li>• Strategic Partnerships and collaborations</li> <li>• Robust demand for Ecommerce Solutions</li> </ul> | <ul style="list-style-type: none"> <li>• Intense Competition</li> <li>• Rapid Technological Change</li> <li>• Economic Fluctuations</li> <li>• Regulatory Changes</li> <li>• Cybersecurity Threats</li> </ul> |

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## **PLANT AND MACHINERIES**

As we are company engaged in service industry, the requirement of Plant and Machineries is not applicable to us except for computers and peripheral devices.

| <b>Particulars</b> | <b>Count</b> |
|--------------------|--------------|
| Desktop            | 124          |
| Laptops            | 49           |

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

Our Company has not entered into any collaboration, or performance guarantee or assistance for marketing with any Company.

## **MARKETING & DISTRIBUTION**

Our Company has continuously invested in paid marketing efforts to enhance our brand value and stickiness for our existing vendors and improve our ability to attract new vendors. Our Company has historically invested and continue to invest in marketing endeavours primarily focused on increasing the number of vendors on Shopify platform. In order to achieve the same, in the past, our Company has also run promotional activities across various advertising spaces including Shopify, Google and Meta. In addition to such online advertising, our company also have digital marketing team dedicated to boost the image of company through content writing and increasing SEOs (Search Engine Optimization) for our company.

To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of customers. We intend to expand our existing customer base by reaching out to other geographical areas and expanding our export operations in future. Company's marketing approach is a masterful blend of innovation, thought leadership, and customer-centricity.

## **END USERS**

Our end users are vendors who establish their own online shops on the Shopify platform. These vendors range from small businesses to large enterprises, all seeking to create a robust and efficient e-commerce presence

## **COMPETITION**

We operate in a competitive atmosphere. Some of our competitors may have greater resources than those available to us. While product quality, brand value, distribution network, etc. are key factors in client decisions among competitors, however, reliability and competitive pricing is the deciding factor in most cases. We face fair competition from both organized and unorganized players in the market. We believe that our experience, and reliability record with our customers will be key to overcome competition posed by such organized and unorganized players. Although, a competitive market, there are not enough number of competitors offering services similar to us. We believe that we are able to compete effectively in the market with our quality of services and our reputation. We believe that the principal factors affecting competition in our business include client relationships, reputation, and the relative quality and price of the services.

## **RAW MATERIAL**

As we are company engaged in service industry, the requirement of Raw Material is not applicable to that extent.

## **UTILITIES AND WATER**

### **POWER**

Our business does not have heavy electricity consumption, except to cater to normal requirements of the office. We sufficiently sanctioned consumption limits from Torrent Power Limited and State Electricity Board.

### **WATER**

Water is required only for drinking and sanitary purpose and adequate water resources are available at the existing premise through Municipality Department of City.

## **HUMAN RESOURCES**

Human resource is an asset to any industry. We believe that our employees are the key to the success of our business. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth.

As on March 31, 2024, we have the total 60 Employees. Department wise bifurcation is provided below:





| Department Name     | No. of Employees |
|---------------------|------------------|
| Executive Directors | 2                |
| Developer           | 34               |
| Quality Assurance   | 6                |
| Digital Marketing   | 7                |
| Support             | 5                |
| Designing           | 6                |
| HR                  | 1                |
| Network & Hardware  | 1                |
| <b>Total</b>        | <b>62</b>        |

#### EXPORTS & EXPORTS OBLIGATIONS

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

#### DETAILS OF INTELLECTUAL PROPERTY

Trademarks registered/Objected/Abandoned in the name of our company:

| Sr. No. | Brand Name/Logo Trademark   | Class | Registration / Application No. | Applicant                  | Date of Application | Current Status |
|---------|---|-------|--------------------------------|----------------------------|---------------------|----------------|
| 1.      | <p>“Device”</p>   | 42    | 5412199                        | Identixweb Private Limited | April 16,2022       | Registered     |
| 2.      | <p>“Device”</p>  | 42    | 5412197                        | Identixweb Private Limited | April 16,2022       | Registered     |
| 3.      | <p>Device</p>    | 42    | 5412198                        | Identixweb Private Limited | April 16,2022       | Registered     |
| 4       |                  | 9     | 5854976                        | Munim ERP Private Limited  | March 13, 2024      | Registered*    |

\*Intellectual Property registered in name of our Subsidiary (Munim ERP Private Limited)

#### Domain Name

| Sr. No. | Domain Name and ID | Sponsoring Registrar and ID | Term    |
|---------|--------------------|-----------------------------|---------|
| 1.      | IDENTIXWEB.COM     | Godaddy.com, LLC            | 5 years |

#### DETAILS OF IMMOVABLE PROPERTY

The Details of the Immovable property taken on lease basis is given here below:

| Sr. No. | Agreement Date   | Name of Lessor  | Name of Lessee             | Description of Property  | Usage Purpose            | Rent (In ₹)          | Tenure                                | Employee Strength |
|---------|------------------|---|----------------------------|--|--------------------------|----------------------|---------------------------------------|-------------------|
| 1.      | March 05, 2024   | 1. Priynakkumar Jivajbhai Savani<br>2. Dipali Priynakkumar Savani<br>3. Ankur Jagdishbhai Lakhani<br>4. Hiral Ankurbhai Lakhani | Identixweb Limited         | 1 <sup>st</sup> Floor, Plot No 240, T.P. No. 4, City Survey Ward No. 1730, Surat       | Registered Office        | ₹ 1,08,000 per month | March 01, 2024 to March 01, 2025      | 45                |
| 2.      | January 25, 2024 | Nisarg Satishkumar Patel  | Identixweb Private Limited | 17 <sup>th</sup> Floor, A-1701, The Capital, Science City Road, Sola, Ahmedabad-380060 | Business Activity Office | ₹ 73,500 per month   | February 01, 2024 to January 29, 2025 | 17                |

#### DETAILS OF INDEBTEDNESS

The Company has not availed any Long-Term and Short-Term Borrowings as on date of filling the Draft Red Herring Prospectus.

#### INSURANCE

We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance. We have comprehensive insurance to protect our company against various hazards, burglary, fire, earthquakes, flood and other force majeure events, explosions, including hazards that may cause loss of life, severe damage to and the destruction of property and equipment and environmental damage.

Our principal types of insurance coverage include burglary, fire for our registered office. Also see, refer to section titled “Risk Factors” for the risk relating to inadequate insurance coverage, beginning from page 28.

## HISTORY AND CORPORATE STRUCTURE

### COMPANY'S BACKGROUND

Our Company was originally incorporated as 'Goyani Infra Private Limited' as a Private Limited Company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated July 28, 2017, issued by the Registrar of Companies, Central Registration Centre. Later on, vide Special Resolution passed by our Shareholders in the Annual General Meeting held on September 17, 2019, the name of our Company was changed from 'Goyani Infra Private Limited' to 'Identixweb Private Limited' and a Certificate of Incorporation pursuant to change of name dated September 27, 2019 was issued to our Company by the Registrar of Companies - Ahmedabad. Subsequently, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on December 4, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed from 'Identixweb Private Limited' to "Identixweb Limited" and a fresh certificate of incorporation dated December 21, 2023 was issued to our Company by the Registrar of Companies -Ahmedabad. The Corporate Identification Number of our Company is U72100GJ2017PLC098473.

Incorporated in 2017, Our company, as an IT firm, is involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development. The primary goal of our company is to deliver applications online, eliminating the need for installation and maintenance. This approach simplifies software management. Our products include more than 10 Shopify applications that are conversion-optimized and tailored made to meet customer needs. We provide our products and services worldwide across a wide range of sectors.

### REGISTERED OFFICE:

Registered Office of the Company is presently situated at 1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SYNo. 46/2-A, TPS-4, Surat, Varachha Road, Surat, Gujarat – 395 006, India. The Registered office of our Company has been changed three times since incorporation, the details of which are given hereunder:

| Date of Change of Registered office | Registered Office  |   | Reason                      |
|-------------------------------------|--|---|-----------------------------|
| On Incorporation                    | Flat - 503, Shivanjali Hights, Building – A, Abrama Road, Mota Varachha, Surat, Gujarat – 394 101, India                                   |   | Not Applicable              |
|                                     | <b>Changed From</b>  | <b>Changed To</b>   |                             |
| September 23, 2019                  | Flat - 503, Shivanjali Hights, Building – A, Abrama Road, Mota Varachha, Surat, Gujarat – 394 101, India                                   | 2nd Floor, Vaibhav Chamber, Sadhna Society, Varachha Road, Surat, Gujarat – 395 006, India  | Due to change in Management |
| January 25, 2021                    | 2nd Floor, Vaibhav Chamber, Sadhna Society, Varachha Road, Surat, Gujarat – 395 006, India   | Shop-806, 8th Flr, R.J.D. Business Hub, Wing B, Nagina Wadi, Kasha Nagar Rd, Katargam, Sy. No. 3348, PL-12, Surat, Gujarat – 395 004, India | Administrative Convenience  |
| May 18, 2024                        | Shop-806,8th Flr, R.J.D. Business Hub, Wing B, Nagina Wadi, Kasha Nagar Rd, Katargam, Sy. No. 3348, PL-12, Surat, Gujarat – 395 004, India | 1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Surat, Gujarat – 395 006, India                     | Administrative Convenience  |

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

#### NAME CLAUSE

The Following changes have been made in Name Clause of our Company since its inception.

| Date of Approval of Shareholders | Particulars                              | Reason                                   |
|----------------------------------|--|--|
| On Incorporation                 | Goyani Infra Private Limited             | Not Applicable                           |
| September 17, 2019               | The name of our Company was changed from | Due to change in Management and having a |



| Date of Approval of Shareholders | Particulars   | Reason   |
|----------------------------------|---|--|
|                                  | 'Goyani Infra Private Limited' to 'Identixweb Private Limited'                                | name that reflect the activities of the Company.   |
| December 4, 2023                 | The name of our Company was changed from 'Identixweb Private Limited' to 'Identixweb Limited' | Business Expansion, planning to come up with an Initial Public Offer and conversion from private limited to public limited |

#### **AUTHORIZED SHARE CAPITAL**

The following changes have been made in the Authorized Share Capital of our Company since inception:

| Date of Amendment  | Particulars   |
|--------------------|---|
| On Incorporation   | Authorized Share Capital of ₹ 1.00 Lakhs divided into 10000 (Ten thousand) Equity Shares of ₹ 10/- each.  |
| March 14, 2022     | The Authorised Share capital increased from ₹ 1.00 Lakhs divided into 10000 (Ten thousand) Equity Shares of ₹ 10/- each to ₹ 100.00 Lakhs divided into 1000000 (Ten Lakh) Equity Shares of ₹ 10/- each.                         |
| September 30, 2023 | The Authorised Share capital increased from ₹ 100.00 Lakhs divided into 1000000 (Ten Lakh) Equity Shares of ₹ 10/- each to ₹ 1000.00 Lakhs consisting of 10000000 (One Crore) Equity Shares each of ₹ 10/- each.                |
| May 18, 2024       | The Authorised Share capital increased from ₹ 1000.00 Lakhs consisting of 10000000 (One Crore) Equity Shares each of ₹ 10/- each to ₹ 1100.00 Lakhs divided into 11000000 (One Crore and Ten Lakh) Equity Shares of ₹10/- each. |

#### **OBJECT CLAUSE**

| Date of Amendment | Particulars  |
|-------------------|--|
| On Incorporation  | To carry on the infrastructures business activities including technical and engineering consultancy in the field of telecom infrastructure, civil constructions, turnkey projects, installation of projects of electrical power, electronics, petrochemicals, plastics, paper, chemicals consumable and durable goods and to carry on all kinds of businesses of designer, operators, processors, assemblers, dealers, traders, distributors, importers, exporters, agent, consultants, system designers and contractors for erections and commissioning on turn-key basis for various infrastructure activities as engineers, structural, contractors, earthwork contractors, consulting engineers, contractors for repairs or to deal in any other manner and to make tenders, apply or bid for, acquire, transfer to operating companies in infrastructure facilities including but not limited to and to act as civil engineer, consultant, advisor, agent, broker, supervisor, administrate, contractor, sub-contractor, turn-key contractor and manager of all types of electrical, mechanical and developmental work in all its branches such as roads, ways, Townships, Special Economic Zone (SEZ), culverts, dams, bridges, railways, railway projects including railway engineering, tram-ways, water-tanks, reservoirs, canals, wharves, warehouses, factories, structures, land development, docks, marine, ship breaking, harbours, port development, piers, irrigation works, foundation works, flyovers, airports, runways, rock drilling, aquaducts, stadiums, hydraulic units, sanitary work, power supply works, power stations, hotels, holiday resorts, shopping cum residential complex, hospitals, multistoreys, shopping complexes, entertainment Resorts, amusement Park and execution and maintenance of infrastructure facilities of all types of pipelines and piping materials including Gas Pipelines, water supply projects, water treatment plants, irrigation projects, sanitation and sewerage system, water distribution and filtration systems including treatments and solid waste management and any other type of development contracts including government contracts in India or elsewhere outside India either alone or jointly with one or more person, government, local or other bodies, public-private partnership and/or ventures (PPP) the business to construct, build, alter, acquire, sale, lease, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, |

| Date of Amendment  | Particulars  |
|--------------------|--|
|                    | remodel, rebuild, undertake, contribute, assist, execute, work, manage, control, transfer on a build, operate and transfer (BOT) or build, own, operate and transfer (BOOT) or build, operate, lease and transfer (BOLT) basis or otherwise, make tenders, apply or bid for, acquire, transfer to operating companies in infrastructure facilities.”   |
| September 17, 2019 | <p>Substitution of following clauses in the Main Object of the company:</p> <p>To carry on the business of software and website designing, development, customization, implementation, maintenance, testing, hosting and benchmarking, designing, developing, testing and dealing in computer software including desktop software and solutions, mobile application, logo, word mark etc. and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on subcontracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment and to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque processing, data warehousing and database management and to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipment and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data center management and in providing consultancy services in all above mentioned areas and to provide consultancy, facility etc. in relations to internet marketing, domain registration, graphics &amp; UI Design.</p> <p>To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipment in India or elsewhere in the world.</p> |

#### MAJOR EVENTS

There are no major events in the company since its incorporation except as mentioned below.

| Year | Key Events/Milestone/ Achievement   |
|------|---|
| 2017 | Our Company was incorporated as a private limited company under the name “Goyani Infra Private Limited”                 |
| 2019 | Our Company was taken over by new Management  |
| 2019 | The name of our Company was changed from ‘Goyani Infra Private Limited’ to ‘Identixweb Private Limited’                 |
| 2019 | The Main Object of our Company was changed from Infrastructure Activities to Information Technology related Activities. |
| 2020 | Recognised as Start-up by Department for Promotion of Industry and Internal Trade                                       |
| 2023 | Conversion of our company from Private Limited to Public Limited Company.   |

#### OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled “*Business Overview*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page no. 111, 101 and 167 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on page nos. 144 and 55 respectively of this Draft Red Herring Prospectus.

#### **RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT**

For details regarding our capital raising activities through equity or debt, please see the section entitled “*Capital Structure*” and “*Restated Financial Information*” on page nos. 55 and 165 respectively of this Draft Red Herring Prospectus.

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS AND CONVERSION OF LOANS INTO EQUITY**

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares.

#### **HOLDINGS AND JOINT VENTURES OF THE COMPANY**

Our company does not have any Holdings and Joint Ventures as on date of filing Draft Red Herring Prospectus.

#### **SUBSIDIARIES OF THE COMPANY**

Except as mentioned below, our company does not have any subsidiaries as of the date of this Draft Red Herring Prospectus;

|   |  |                             |                         |                     |
|---|--|-----------------------------|-------------------------|---------------------|
| <b>Name of Subsidiary Company</b>   | Munim ERP Private Limited  |                             |                         |                     |
| <b>Date of Incorporation</b>  | June 8, 2022   |                             |                         |                     |
| <b>CIN / Registration Number</b>  | U72900GJ2022PTC132714  |                             |                         |                     |
| <b>Nature of Business</b>   | To carry on the business of software and website designing, development, customization, implementation, maintenance, testing, hosting and benchmarking, designing, developing, testing and dealing in computer software including desktop software and solutions, mobile application, logo, word mark etc. |                             |                         |                     |
| <b>Capital Structure as on date of this Draft Red Herring Prospectus</b>                                | <b>Sr. No.</b>   | <b>Name of Shareholders</b> | <b>Number of Shares</b> | <b>% of Holding</b> |
|   | 1.   | Identixweb Limited          | 5001                    | 50.01%              |
|   | 2.   | Ajaykumar Savani            | 4999                    | 49.99%              |
| <b>Share Holding of our company in Subsidiary Company</b>   | As on date of this Draft Red Herring Prospectus, our company holds 50.01% Shareholding of Munim ERP Private Limited.   |                             |                         |                     |
| <b>Amount of Accumulated profit or losses of the Subsidiary (ies) not accounted for by our company.</b> | There are no accumulated profits or losses of our Subsidiary that are not accounted for by our company.  |                             |                         |                     |

|                                   |  |
|-----------------------------------|--|
| <b>Name of Subsidiary Company</b> | Identixweb LLC   |
| <b>Date of Incorporation</b>      | January 31, 2023   |
| <b>CIN / Registration Number</b>  | 7268069  |
| <b>Nature of Business</b>         | Engaged into the business of development and marketing Software. |

Our Company is under process of subscribing of equity shares of Identixweb LLC, U.S.A.(Delaware), for which consideration pertaining to subscribing of equity shares is under process.

#### **INJUNCTION AND RESTRAINING ORDER**

Our company is not under any injunction or restraining order, as on date of filing of this Draft Red Herring Prospectus.

#### **MANAGERIAL COMPETENCE**

For managerial Competence, please refer to the section “*Our management*” on Page no. 144 of this Draft Red Herring Prospectus.

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## **MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS / REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS**

Except subsidiaries of the Company, there has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking since incorporation.

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

As on the date of filing of this Draft Red Herring Prospectus, the total numbers of equity shareholders are 34 (Seven). For more details on the shareholding of the members, please see the section titled “*Capital Structure*” at page no. 55 of this Draft Red Herring Prospectus.

## **MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

1. To carry on the business of software and website designing, development, customization, implementation, maintenance, testing, hosting and benchmarking, designing, developing, testing and dealing in computer software including desktop software and solutions, mobile application, logo, word mark etc. and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on subcontracting basis, offering services on-site/offsite or through development centers using owned /hired or third party infrastructure and equipment and to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque processing, data warehousing and database management and to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipment and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data center management and in providing consultancy services in all above mentioned areas and to provide consultancy, facility etc. in relations to internet marketing, domain registration, graphics & UI Design.
2. To develop, provide, undertake, design, import, export, distribute and deal in Systems and application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipment in India or elsewhere in the world.

## **SHAREHOLDERS AGREEMENTS**

Our Company has not entered into any shareholder’s agreement as on the date of filing this Draft Red Herring Prospectus.

## **OTHER AGREEMENTS**

As on the date of this Draft Red Herring Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered as on the date of this Draft Red Herring Prospectus.

## **JOINT VENTURE AGREEMENTS**

Our Company has not entered into any joint venture agreement as on the date of this Draft Red Herring Prospectus.

## **COLLABORATION AGREEMENTS**

Our Company has not entered into any collaboration agreement as on the date of this Draft Red Herring Prospectus.

## **STRATEGIC PARTNERS**

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Our Company is not having any strategic partner as on the date of filing this Draft Red Herring Prospectus.

#### **FINANCIAL PARTNERS**

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Draft Red Herring Prospectus.

#### **GUARANTEES GIVEN BY OUR PROMOTERS**

Our Promoters has not given any guarantee to any of our lenders.

#### **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGERIAL PERSONNEL, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEES**

Neither our Promoters, nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, 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 the dealings of the securities of our Company.

#### **REVALUATION OF ASSETS IN THE LAST 10 YEARS**

Our Company has not revalued its assets since inception.

#### **TIME OR COST OVERRUNS**

Our Company has not experienced any time or cost overruns in relation to any products as on date of this Draft Red Herring Prospectus.

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## KEY INDUSTRY REGULATIONS

*The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled "Government Approvals" on page 183 of this Draft Red Herring Prospectus.*

### THE COMPANIES ACT

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

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

### SEBI REGULATIONS:

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

### TAX RELATED REGULATIONS

#### Income Tax Act, 1961

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

#### Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the Central and State Governments. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST.

#### Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance

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## **BUSINESS/TRADE RELATED LAWS/REGULATIONS**

### **Information Technology Act, 2000 and Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011**

Since our Company is involved in the business of web hosting, software development, providing real time solutions at the place of the Clients and development of tailor made systems at the clients' place at their specifications using computer or computerized system. During the course of development of such products, we interchange sensitive information, data, records, functions, security procedures and like and hence our working is governed by Information Technology Act, 2000. This act governs and provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as —electronic commerce. It also gives legal recognition to Digital Signatures and facilitates storage of data. The Act is applicable to any offence or contravention committed outside India as well. If the conduct of person constituting the offence involves a computer or a computerized system or network located in India, then irrespective of his/her nationality, the person is punishable under the Act.

### **The Personal Data Protection Bill, 2022 (“Bill”)**

The Personal Data Protection Bill, 2022 was introduced in Lok Sabha on November 18, 2022. The Bill seeks to provide for protection of personal data of individuals, and establishes a Data Protection Authority for the same. Data Protection refers to the set of privacy laws, policies and procedures that aim to minimise intrusion into one's privacy caused by the collection, storage and dissemination of personal data. Personal data generally refers to the information or data which relate to a person who can be identified from that information or data whether collected by any Government or any private organization or an agency.

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

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

### **E-Waste (Management) Rules, 2022**

These rules have been enacted in suppression of E-Waste (Management) Rules, 2016 and have been notified on November 02, 2023 in the Gazette of India and have come into effect from April 01, 2023. These rules shall apply to every manufacturer, producer refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling and processing of e-waste or electrical and electronic equipment listed in Schedule I, including their components, consumables, parts and spares which make the product operational but does not apply to batteries as covered under the Battery Waste Management Rules, 2022; Packaging plastic as covered under the Plastic Waste Management Rules, 2016, micro enterprises as defined under MSME Act, 2006 and radioactive wastes as covered under the provisions of the Atomic Energy Act, 1962. According to these rules, entities covered under the rules are required to get themselves registered with the concerned state Pollution Control Board and to ensure that no damage is caused to the environment during the storage and transportation of e-waste. Further the Bulk consumers of electrical and electronic Equipments listed in Schedule I shall ensure that e-waste generated by them shall be handed over only to the registered producer, refurbisher/ recycler.

### **The Digital Personal Data Protection Act, 2023 (“DPDP Act”)**

The DPDP Act, 2023 received the assent of the President of India on August 11, 2023 and was accordingly notified in the Gazette of India. The Act is intended to outline the rights and obligations of 'digital nagriks' or citizens, as well as to lay out the methods and standard for data collecting when it comes to entities. The provisions of this Act apply to the processing of digital personal data within the territory of India where: (a) such personal data is collected from Data Principals online; and (b) such personal data collected offline, is digitized. (2) The provisions of this Act shall also apply to processing of digital personal data outside the territory of India, if such processing is in connection with any profiling of, or activity of offering goods or services to Data Principals within the territory of India.

Act underlines the role of significant data fiduciary (SDF), which the government will identify using the volume and sensitivity of personal data processed and risk associated. The specific obligations under this include appointing a data protection officer (DPO) based in India; appointing an independent data auditor; and conducting a data protection impact assessment.

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The Act will empower the citizens of the country as the data principal rights specifically allow: 1. Right to Information; 2. Right to Correction and erasure; 3. Right to Grievance Redressal; 4. Right to nominate. There are penalties for noncompliance of the provisions by data fiduciaries up to INR250 crore. Some of these are: \_Breach in observance of duty of data principal up to INR10,000; Failure to notify the data protection board and affected data principals in the event of a personal data breach is up to INR200 crore; Breach in observance of additional obligation in relation to children up to INR200 crore in the act, non-automated personal data, offline personal data and personal data in existence for at least 100 years have been excluded. The maximum limit of INR500 crore for penalties has been removed. At present, the provision for grievance redressal review is not included. The timeline of 72 hours within which a data breach is to be reported to authorities is excluded.

### **Payment and Settlements Systems Act, 2007**

The Payment and Settlement Systems Act 2007, set up by the Reserve Bank of India (RBI), provides for the regulation and supervision of payment systems in India and designates the apex institution (RBI) as the authority for that purpose and all related matters with the objectives of promoting safety and efficiency by monitoring existing and planned systems, assessing them against these objectives and, where necessary, inducing change. By overseeing payment and settlement systems, RBI helps to maintain systemic stability and reduce systemic risk, and to maintain public confidence in payment and settlement systems. The Payment and Settlement Systems Act, 2007 and the Payment and Settlement Systems Regulations, 2008 framed thereunder, provide the necessary statutory backing to the Reserve Bank of India for undertaking the oversight function over the payment and settlement systems in the country.

### **Indecent Representation of Women Act, 1986 (“IRWA”)**

The IRWA prohibits indecent representation of women through advertisements, publications, writings, paintings, figures or in any other manner. It states that no person shall publish or release any advertisements involving an obscene portrayal of women or agree to participate in the publication or show, in any form. The Indecent Representation of Women (Prohibition) Amendment Bill, 2012 (“IRW Amendment Bill”) was introduced in the Rajya Sabha in December, 2012 which referred the Bill to the department-related Parliament Standing Committee for consideration. Observations made by a Parliamentary Standing Committee and recommendations from the National Commission for Women (NCW) intend to widen the scope of the Act in order to include indecent representation of women on digital platforms, audiovisual and electronic communications media and to address the issue of female objectification. IRW Amendment Bill also enhances penalties for various offences. The IRW Amendment Bill is currently pending.

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

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

## **ENVIRONMENT LAWS:**

### **National Environmental Policy, 2006**

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy:—

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development



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- Efficiency in Environmental Resource Use
  - Environmental Governance
  - Enhancement of resources for Environmental Conservation

### **Environmental Legislations**

The Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”), Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”), aim to prevent, control and abate pollution. The Air Act stipulates that no person shall, without prior written consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area, as notified by the state pollution control board. The Water Act aims to prevent and control water pollution and to maintain or restore water purity and any person intending to establish any industry, operation or process or any treatment and disposal system which is likely to discharge sewage or other pollution into a water body is required to obtain prior consent of the relevant state pollution control board. The Forest (Conservation) Act, 1980 (“FCA”) read with Forest (Conservation) Rules, 2003 aim to preserve forest land and provide for restriction on the deforestation of forests or use of forest land for non-forest purpose and requires prior approval for use of forest land for any non-forest purpose. The Environment (Protection) Act, 1986 read with Environment (Protection) Rules, 1986 aim to protect and improve the environment and provide rules for prevention, control and abatement of environment pollution and impose obligation for proper handling, storage, treatment, transportation and disposal of hazardous wastes.,

### **Environment Impact Assessment Notification of 2006**

The Ministry of Environment, Forests and Climate Change has notified the Environment Impact Assessment Notification of 2006 in September 2006. The notification makes it mandatory for various projects to get environment clearance.

## **REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT**

### **The Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 (“FDI Policy 2020”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations

### **Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder.**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

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## **Ownership restrictions of FIIs**

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

## **Laws related to Overseas Investment by Indian Entities:**

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI have vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

## **Foreign Trade Policy 2023:**

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services.

## **LAWS RELATED TO EMPLOYMENT OF MANPOWER:**

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

### **The Industrial Relations Code, 2020 ("Industrial Code")**

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the Central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code further requires every establishment with twenty or more workers to have grievance redressal committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply, and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and

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closure of establishments and compensation provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

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

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### **Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")**

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

Certain other laws and regulations that may be applicable to our Company in India include the following:

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 ("MWA Rules")
- Industrial (Development and Regulation) Act, 1951 ("IDRA")
- Industrial Disputes Act, 1947 ("ID Act")
- Payment of Bonus Act, 1965 ("POB Act")
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")
- Equal Remuneration Act, 1976 ("ER Act")
- Contract Labour Regulation and Abolition Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 ("WCA")
- Maternity Benefit Act, 1961 ("Maternity Act")
- Industrial Employment Standing Orders Act, 1946
- Apprentices Act, 1961

## **LAWS RELATING TO INTELLECTUAL PROPERTY**

### **Copyright Act, 1957 ("Copyright Act")**

Artistic works and various rights including ownership and economic rights are conferred on the author and are protected under Copyright Act, 1957. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire.

### **Trademarks Act, 1999**

Under the Trademarks Act, 1999 ("Trademarks Act"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

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## **OTHER GENERAL RULES AND REGULATIONS:**

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

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

### **State Laws**

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

### **Municipality Laws**

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

### **Other regulations:**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

## **PROPERTY RELATED LAWS**

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

## OUR MANAGEMENT

In accordance with Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15. Our Company currently has 5 (Five) Directors on our Board, out of which 2 (Two) are Executive Directors, 1 (One) is Non-Executive Director and 2 (Two) are Independent Directors.

1. Mr. Priyankkumar Jivrajbhai Savani - Chairman and Managing Director
2. Mr. Ankur Jagdishbhai Lakhani - Whole Time Director
3. Mrs. Hiralben Ankurbhai Lakhani - Non-Executive Director
4. Mr. Niravkumar Dineshbhai Donda - Independent Director
5. Mrs. Archana Madhav Bhayani - Independent Director

The following table sets forth the details regarding our Board of Directors of our Company as on the date of filing of this Draft Red Herring Prospectus:

| Sr. No.   | Details of Director   |   | Other Directorships / Designated Partner  |
|---|---|---|---|
| 1.  | <b>Name</b>   | Mr. Priyankkumar Jivrajbhai Savani  | <ul style="list-style-type: none"> <li>• Munim ERP Private Limited</li> </ul>                                       |
|   | <b>DIN</b>  | 08562699  |   |
|   | <b>Father's Name</b>  | Mr. Javrajbhai Dhanjibhai Savani  |   |
|   | <b>Address</b>  | A-903, Raj Palace, Ambatalavadi, Surat City, Surat, Gujarat 395004, India   |   |
|   | <b>Date of Birth</b>  | June 2, 1990  |   |
|   | <b>Age</b>  | 34 years  |   |
|   | <b>Designation</b>  | Chairman and Managing Director  |   |
|   | <b>Occupation</b>   | Business  |   |
|   | <b>Experience</b>   | He has experience of more than 7 years in the field of Shopify Application and web development.   |   |
|   | <b>Qualifications</b>   | He holds degree in Bachelor of Computer Application from Bhavnagar University, and degree in Master of Computer Application from Gujarat Technological University.  |   |
|   | <b>Nationality</b>  | Indian  |   |
|   | <b>Date of Appointment</b>  | Originally, he was appointed as Additional Executive Director w.e.f. September 13, 2019, and his designation was changed to Executive Director w.e.f. September 17, 2019. Thereafter, pursuant to approval of Board and Members at their respective meetings held on May 17, 2024 and May 18, 2024, his designation was changed and he was appointed as Chairman and Managing Director of the Company for a period of 5 (five) years w.e.f. May 17, 2024. |   |
| <b>Term of Appointment and date of expiration of current term of office</b> | He holds office for the period of 5 (Five) years w.e.f. May 17, 2024. |   |   |
| 2.  | <b>Name</b>   | Mr. Ankur Jagdishbhai Lakhani   | <ul style="list-style-type: none"> <li>• Munim ERP Private Limited</li> <li>• Magikcoder Private Limited</li> </ul> |
|   | <b>DIN</b>  | 08562760  |   |
|   | <b>Father's Name</b>  | Mr. Jagdishbhai Hirabhai Lakhani  |   |
|   | <b>Address</b>  | C-1402, Tapi Enclave, Bharimata Road, Singanpore, Surat City, Surat – 395 004, Gujarat, India   |   |
|   | <b>Date of Birth</b>  | September 6, 1990   |   |
|   | <b>Age</b>  | 33 Years  |   |
|   | <b>Designation</b>  | Whole Time Director   |   |
|   | <b>Occupation</b>   | Business  |   |

| Sr. No. | Details of Director   |  | Other Directorships / Designated Partner  |
|---------|---|--|---|
|         | <b>Experience</b>   | He has over 6 years of experience in the field of Information Technology, web and application development.   |   |
|         | <b>Qualifications</b>   | He holds degree in Bachelor of Computer Application from Bhavnagar University and degree in Master of Computer Application from Gujarat Technological University.  |   |
|         | <b>Nationality</b>  | Indian   |   |
|         | <b>Date of Appointment</b>  | Originally, he was appointed as Additional Executive Director w.e.f. September 13, 2019, and his designation was changed to Executive Director w.e.f. September 17, 2019. Thereafter, pursuant to approval of Board and Members at their respective meetings held on May 17, 2024 and May 18, 2024, his designation was changed and he was appointed as Whole-Time Director of the Company for a period of 5 (five) years w.e.f. May 17, 2024. |   |
|         | <b>Term of Appointment and date of expiration of current term of office</b> | He holds office for the period of 5 (Five) years w.e.f. May 17, 2024, liable to retire by rotation   |   |
| 3.      | <b>Name</b>   | Mrs. Hiral Ankurbhai Lakhani   | <ul style="list-style-type: none"> <li>Magikcoder Private Limited</li> </ul>      |
|         | <b>DIN</b>  | 08920910   |   |
|         | <b>Father's Name</b>  | Mr. Ukabhai Shamjibhai Gabani  |   |
|         | <b>Address</b>  | C-1402, Tapi Enclave, Bharimata Road, Singanpore, Surat City, Surat – 395 004, Gujarat, India  |   |
|         | <b>Date of Birth</b>  | August 28, 1989  |   |
|         | <b>Age</b>  | 34 Years   |   |
|         | <b>Designation</b>  | Non-Executive Director   |   |
|         | <b>Occupation</b>   | Service  |   |
|         | <b>Experience</b>   | She has 3 years of experience in graphic and web design. She also has a background in HR and office administration, with good organizational and problem-solving skills.   |   |
|         | <b>Qualifications</b>   | She holds Bachelor degree of Arts from Bhavnagar University. She has also done Master of Arts (External) from Maharaja Krishnakumarsinhji Bhavnagar University.  |   |
|         | <b>Nationality</b>  | Indian   |   |
|         | <b>Date of Appointment</b>  | She is appointed as Non-Executive Director of the Company with effect from September 30, 2023, liable to retire by rotation.   |   |
|         | <b>Term of Appointment and date of expiration of current term of office</b> | -  |   |
| 4.      | <b>Name</b>   | Mr. Niravkumar Dineshbhai Donda  | <ul style="list-style-type: none"> <li>M/s. N D Donda &amp; Associates</li> </ul> |
|         | <b>DIN</b>  | 10627147   |   |
|         | <b>Fathers' Name</b>  | Mr. Dineshbhai Mohanbhai Donda   |   |
|         | <b>Address</b>  | BLD-H, Flat- 601, Sentosa Heights, Nr. Manish Gharnala, Utran, Surat – 394105, Gujarat, India  |   |
|         | <b>Date of Birth</b>  | November 13, 1996  |   |
|         | <b>Age</b>  | 27 years   |   |
|         | <b>Designation</b>  | Independent Director   |   |

| Sr. No. | Details of Director   |  | Other Directorships / Designated Partner  |
|---------|---|--|---|
|         | <b>Occupation</b>   | Professional - Self Employed   |   |
|         | <b>Experience</b>   | He has an experience of 1 year in fields of accounting, system & process implementation, finance, audit, corporate laws and taxation etc.  |   |
|         | <b>Qualifications</b>   | He holds degree of Bachelors of Commerce. He is Practicing Chartered Accountant by Profession  |   |
|         | <b>Nationality</b>  | Indian   |   |
|         | <b>Date of Appointment</b>  | Initially, he was appointed as an Additional Independent Director of the Company with effect from May 14, 2024. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on May 18, 2024, he was regularized and appointed as an Independent Director of the Company for a period of five years w.e.f. May 14, 2024.   |   |
|         | <b>Term of Appointment and date of expiration of current term of office</b> | He holds office for a period of five years w.e.f. May 14, 2024, not liable to retire by rotation.  |   |
| 5.      | <b>Name</b>   | Mrs. Archana Madhav Bhayani  | <ul style="list-style-type: none"> <li>• M/s. B M A D &amp; Co.</li> <li>• A D Dhameliya &amp; Com</li> <li>• Speciality Medicines Limited</li> </ul> |
|         | <b>DIN</b>  | 10627151   |   |
|         | <b>Fathers' Name</b>  | Mr. Damjibhai Muljibhai Dhameliya  |   |
|         | <b>Address</b>  | L-1304, Riverview Heights, Mota Varachha, Surat, Gujarat- 394101, India  |   |
|         | <b>Date of Birth</b>  | February 20, 1994  |   |
|         | <b>Age</b>  | 30 years   |   |
|         | <b>Designation</b>  | Independent Director   |   |
|         | <b>Occupation</b>   | Professional - Self Employed   |   |
|         | <b>Experience</b>   | She has overall experience of 3 years in the field of Accountancy & Auditing as well as Taxation field.  |   |
|         | <b>Qualifications</b>   | She holds degree of Bachelors of Commerce from Maharaja Krishnakumarsinhji Bhavnagar University. She is Practicing Chartered Accountant by Profession.   |   |
|         | <b>Nationality</b>  | Indian   |   |
|         | <b>Date of Appointment</b>  | Initially, she was appointed as an Additional Independent Director of the Company with effect from May 17, 2024. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on May 18, 2024, she was regularized and appointed as an Independent Director of the Company for a period of five years w.e.f. May 17, 2024. |   |
|         | <b>Term of Appointment and date of expiration of current term of office</b> | She holds office for a period of five years w.e.f. May 17, 2024, not liable to retire by rotation.   |   |

As on the date of the Draft Red Herring Prospectus;

- A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers
- B. None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoters, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

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- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filing of this Draft Red Herring Prospectus.
- E. None of Promoters or Directors of our Company are a fugitive economic offender.
- F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

### **BRIEF PROFILE OF OUR DIRECTORS**

#### **Mr. Priyankkumar Jivrajbhai Savani**

Mr. Priyankkumar Jivrajbhai Savani aged, 34 years is Promoter as well as Chairman and Managing Director of the Company. He holds degree in Bachelor of Computer Application from Bhavnagar University, and degree in Master of Computer Application from Gujarat Technological University. He has experience of more than 7 years in the field of Shopify Application and web development.

Originally, he was appointed as Additional Executive Director w.e.f. September 13, 2019, and his designation was changed to Executive Director w.e.f. September 17, 2019. Thereafter, pursuant to approval of Board and Members at their respective meetings held on May 17, 2024 and May 18, 2024, his designation was changed and he was appointed as Chairman and Managing Director of the Company for a period of 5 (five) years w.e.f. May 17, 2024.

#### **Mr. Ankur Jagdishbhai Lakhani**

Mr. Ankur Jagdishbhai Lakhani aged, 33 years is Promoter as well as Whole Time Director of the Company He holds degree in Bachelor of Computer Application from Bhavnagar University and degree in Master of Computer Application from Gujarat Technological University. He has over 6 years of experience in the field of Information Technology, web and application development.

Originally, he was appointed as Additional Executive Director w.e.f. September 13, 2019. Thereafter, pursuant to approval of Board and Members at their respective meetings held on May 17, 2024 and May 18, 2024, respectively, his designation was changed and he was appointed as Whole-Time Director of the Company for a period of 5 (five) years w.e.f. May 17, 2024.

#### **Mrs. Hiral Ankurbhai Lakhani**

Mrs. Hiral Ankurbhai Lakhani, aged 34 Years is Promoter as well as Non-Executive Director of the Company. She holds Bachelor degree of Arts from Bhavnagar University. She has also done Master of Arts (External) from Maharaja Krishnakumarsinhji Bhavnagar University. She has 3 years of experience in graphic and web design. She also has a background in HR and office administration, with good organizational and problem-solving skills.

She is appointed as Non-Executive Director of the Company with effect from September 30, 2023, liable to retire by rotation.

#### **Mr. Niravkumar Dineshbhai Donda**

Mr. Niravkumar Dineshbhai Donda, aged 27 years, is an Independent Director of our Company. He holds degree of Bachelors of Commerce. He is Practicing Chartered Accountant by Profession. He has an experience of 1 year in fields of accounting, business strategy, system & process implementation, finance, audit, corporate laws and taxation etc.

Initially, he was appointed as an Additional Independent Director of the Company with effect from May 14, 2024. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on May 18, 2024, he was regularized and appointed as an Independent Director of the Company for a period of five years w.e.f. May 14, 2024.

#### **Mrs. Archana Madhav Bhayani**

Mrs. Archana Madhav Bhayani, aged 30 years, is an Independent Director of our Company. She holds degree of Bachelors of Commerce from Maharaja Krishnakumarsinhji Bhavnagar University. She is Practicing Chartered Accountant. She has overall experience of 3 years in the field of Accountancy & Auditing as well as Taxation field.

Initially, she was appointed as an Additional Independent Director of the Company with effect from May 17, 2024. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on May 18, 2024, she was regularized and appointed as an Independent Director of the Company for a period of five years w.e.f. May 17, 2024.



## RELATIONSHIP BETWEEN THE DIRECTORS

Except as disclosed below, there is no relationship between any of the Directors of our Company as on date of filing of Draft Red Herring Prospectus:

| Name of Director                | Designation            | Relation  |
|---------------------------------|------------------------|---|
| Mr. Ankur Jagdishbhai Lakhani   | Whole Time Director    | He is Spouse of Mrs. Hiralben Ankurbhai Lakhani who is Non Executive Director of the Company. |
| Mrs. Hiralben Ankurbhai Lakhani | Non-Executive Director | She is Spouse of Mr. Ankur Jagdishbhai Lakhani who is Whole Time Director of the Company.     |

## ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above-mentioned Directors was selected as director or member of senior management.

## SERVICE CONTRACTS

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of employment.

## BORROWING POWERS OF THE BOARD OF DIRECTORS

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on May 18, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company are authorized to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from banks, financial institutions, corporates and other body corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rupees 100.00 Crore (Rupees One hundred crore only).

## COMPENSATION AND BENEFITS TO THE MANGING DIRECTOR AND WHOLE TIME DIRECTORS ARE AS FOLLOWS: -

| Name  | Mr. Priyankkumar Jivarajbhai Savani  | Mr. Ankur Jagdishbhai Lakhani   |
|---|--|---|
| Designation                                   | Chairman and Managing Director   | Whole Time Director   |
| Date of Appointment/<br>Change in Designation | Originally, he was appointed as Additional Executive Director w.e.f. September 13, 2019, and his designation was changed to Executive Director w.e.f. September 17, 2019. Thereafter, pursuant to approval of Board and Members at their respective meetings held on May 17, 2024 and May 18, 2024 respectively, his designation was changed and he was appointed as Chairman and Managing Director of the Company for a period of 5 (five) years w.e.f. May 17, 2024. | Originally, he was appointed as Additional Executive Director w.e.f. September 13, 2019, and his designation was changed to Executive Director w.e.f. September 17, 2019. Thereafter, pursuant to approval of Board and Members at their respective meetings held on May 17, 2024 and May 18, 2024 respectively, his designation was changed and he was appointed as Whole-Time Director of the Company for a period of 5 (five) years w.e.f. May 17, 2024. |
| Period  | He holds office for a period of 5 (five) years w.e.f. May 17, 2024.  | He holds office for a period of 5 (five) years w.e.f. May 17, 2024, liable to retire by rotation.   |
| Salary  | Up to ₹ 72.00 Lakh per annum including   | Up to ₹ 72.00 Lakh per annum including  |

| Name   | Mr. Priyankkumar Jivarajbhai Savani  | Mr. Ankur Jagdishbhai Lakhani  |
|--|--|--|
|  | salary, benefits, sitting fees, perquisites, allowances, commission, incentives. | salary, benefits, sitting fees, perquisites, allowances, commission, incentives. |
| <b>Bonus</b>   | -  | -  |
| <b>Perquisites/Benefits</b>                                    | As per Company's policy and rules  | As per Company's policy and rules  |
| <b>Compensation/ remuneration paid during the F.Y. 2023-24</b> | ₹ 48.00 lakhs  | ₹ 48.00 lakhs  |

#### SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Our Non-Executive Director and Independent Directors will be entitled to receive sitting fees for attending meetings of the Board and committee meetings pursuant to a resolution passed by the board of directors of our Company dated June 1, 2024 as follows:

| Nature of Meetings                        | Amount  |
|---|---|
| Board Meeting(s)                          | ₹ 10,000 per Meeting subject to maximum of ₹ 60,000 per annum |
| Independent Directors Meeting(s)          | ₹ 10,000 per Meeting subject to maximum of ₹ 10,000 per annum |
| All other Statutory Committees Meeting(s) | ₹ 5,000 per Meeting subject to maximum of ₹ 30,000 per annum  |

Further, our Non-Executive Directors of the Company shall be entitled for reimbursement of expenses incurred by them in connection with attending the Board Meetings, Board Committee Meetings, General Meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out of pocket expenses as permitted under the Companies Act and the SEBI Listing Regulations.

#### SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Draft Red Herring Prospectus are as follows:

| Sr. No | Name of Directors                  | No of Equity Shares held | Designation                    |
|--------|------------------------------------|--------------------------|--------------------------------|
| 1.     | Mr. Priyankkumar Jivrajbhai Savani | 3230000                  | Chairman and Managing Director |
| 2.     | Mr. Ankur Jagdishbhai Lakhani      | 3230000                  | Whole-Time Director            |
| 3.     | Mrs. Hiralben Ankurbhai Lakhani    | 9025                     | Non-Executive Director         |
| 4.     | Mr. Niravkumar Dineshbhai Donda    | Nil                      | Independent Director           |
| 5.     | Mrs. Archana Madhav Bhayani        | Nil                      | Independent Director           |

#### INTEREST OF DIRECTORS

All the non-executive directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Directors are interested to the extent of remuneration and rent paid to them for services rendered to the company.

Except as stated under "Annexure – X -Restated Related Party Transactions" under Chapter titled "Restated Financial Information" beginning on page 165 of the Draft Red Herring Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which our directors are interested directly or indirectly.

**CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS**

| Name of Director                   | Date of Event      | Nature of Event       | Reason for the changes in the board  |
|------------------------------------|--------------------|-----------------------|--|
| Mrs. Hiralben Ankurbhai Lakhani    | September 30, 2023 | Appointment           | She was appointed as Non-Executive Director of the Company w.e.f. September 30, 2023.    |
| Mr. Niravkumar Dineshbhai Donda    | May 14, 2024       | Appointment           | He was appointed as Additional Independent Director of the Company w.e.f. May 14, 2024.  |
| Mrs. Archana Madhav Bhayani        | May 17, 2024       | Appointment           | She was appointed as Additional Independent Director of the Company w.e.f. May 17, 2024. |
| Mr. Priyankkumar Jivrajbhai Savani | May 17, 2024       | Change in Designation | He was re-designated as Chairman and Managing Director of the Company.                   |
| Mr. Ankur Jagdishbhai Lakhani      | May 17, 2024       | Change in Designation | He was re-designated as Whole-Time Director of the Company.                              |
| Mr. Niravkumar Dineshbhai Donda    | May 18, 2024       | Change in Designation | He was regularised as Independent Director of the Company.                               |
| Mrs. Archana Madhav Bhayani        | May 18, 2024       | Change in Designation | She was regularised as Independent Director of the Company.                              |

**CORPORATE GOVERNANCE**

In addition to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our Company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Draft Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as amended from time to time, are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavours to comply with the good Corporate Governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

**Composition of Board of Directors**

Currently our Board is consisting of 5 (Five) Directors on our Board, out of which 2 (Two) are Executive Directors, 1 (One) is Non-Executive Director and 2 (Two) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

| Sr. No | Name of Directors                  | Designation                    | Status        | DIN      |
|--------|------------------------------------|--------------------------------|---------------|----------|
| 1.     | Mr. Priyankkumar Jivrajbhai Savani | Chairman and Managing Director | Executive     | 08562699 |
| 2.     | Mr. Ankur Jagdishbhai Lakhani      | Whole-Time Director            | Executive     | 08562760 |
| 3.     | Mrs. Hiralben Ankurbhai Lakhani    | Non-Executive Director         | Non-Executive | 08920910 |
| 4.     | Mr. Niravkumar Dineshbhai Donda    | Independent Director           | Non-Executive | 10627147 |
| 5.     | Mrs. Archana Madhav Bhayani        | Independent Director           | Non-Executive | 10627151 |

**Constitution of Committees:**

Our company has constituted the following Committees of the Board;

- Audit Committee**
- Stakeholders Relationship Committee**
- Nomination and Remuneration Committee**

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Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

### 1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on June 1, 2024 constituted Audit Committee.

The constitution of the Audit Committee is as follows:

| Name of the Directors             | Designation | Nature of Directorship |
|-----------------------------------|-------------|------------------------|
| Mr. Niravkumar Dineshbhai Donda   | Chairperson | Independent Director   |
| Mrs. Archana Madhav Bhayani       | Member      | Independent Director   |
| Mr. Priyankumar Jivrajbhai Savani | Member      | Executive Director     |

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

### Terms of Reference:

The Role and Responsibilities of Audit Committee:

- a) The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- b) Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- c) Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval, particularly with respect to;
  - a. Changes, if any, in accounting policies and practices and reasons for the same,
  - b. Major accounting entries involving estimates based on the exercise of judgment by management,
  - c. Significant adjustments made in the financial statements arising out of audit findings,
  - d. Compliance with listing and other legal requirements relating to financial statements,
  - e. Disclosure of any related party transactions,
  - f. Modified opinion(s) / Qualifications in the draft audit report.
- d) Approval or any subsequent modification of transactions of the Company with related party, subject following conditions;
  - a. The Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;
  - b. In case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;
  - c. In case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;
- e) Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus, and making appropriate recommendations to the Board to take up steps in this matter;
- f) Scrutiny of Inter-corporate loans and investments;
- g) Reviewing and discussing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- h) To review the functioning of the Whistle Blower mechanism, in case the same is existing;

- i) Valuation of undertakings or assets of the company, where ever it is necessary;
- j) Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
- k) 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;
- l) To monitor the end use of fund invested or given by the Company to Subsidiary Companies; and
- m) Carrying out any other function as assigned by the Board of Directors from time to time.

The Audit Committee shall mandatorily review the following information:

- a) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- c) Internal audit reports relating to internal control weaknesses; and
- d) The appointment, removal and terms of remuneration of the Internal Auditor.
- e) Quarterly / half yearly statement of deviation(s), submitted to stock exchange(s) in terms of Regulation 32(1);
- f) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus.

The Audit Committee has power;

- a) To investigate any activity within its terms of reference;
- b) To seek information from any employees;
- c) To obtain outside legal or other professional advice; and to secure attendance of outsiders with relevant expertise, if it considers necessary.
- d) Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
- e) To investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

### **Quorum & Frequency of Meeting**

The quorum of Meeting shall be one third of total members of the Audit Committee or Two, whichever is higher, subject to minimum two Independent Director shall be present at the meeting. The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.

### **2. Stakeholders Relationship Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on June 1, 2024 constituted Stakeholders Relationship Committee for considering and resolving the grievances of security holders of the Company.

The constitution of the Stakeholders Relationship Committee is as follows:

| <b>Name of the Directors</b>      | <b>Designation</b> | <b>Nature of Directorship</b> |
|-----------------------------------|--------------------|-------------------------------|
| Mrs. Archana Madhav Bhayani       | Chairperson        | Independent Director          |
| Mr. Niravkumar Dineshbhai Donda   | Member             | Independent Director          |
| Mr. Priyankumar Jivrajbhai Savani | Member             | Executive Director            |

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

### **Roles and Responsibilities:**

- a) Redressal of all securities 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, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc. and assisting with quarterly reporting of such complaints;

- b) Giving effect to all transfer/transmission of shares and debentures, dematerialization/ rematerialization 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;
- c) Overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services; and
- d) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or SEBI Listing Regulations, or by any other regulatory authority.

### **Quorum & Frequency of Meeting**

The quorum of the Stakeholders Relationship Committee shall be one third of total members of the Stakeholders Relationship Committee or Two, whichever is higher, subject to minimum one Independent Director. The Stakeholders Relationship Committee shall meet at least once in a financial year.

### **3. Nomination and Remuneration Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on June 1, 2024 constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

| <b>Name of the Directors</b>    | <b>Designation</b> | <b>Nature of Directorship</b> |
|---------------------------------|--------------------|-------------------------------|
| Mrs. Archana Madhav Bhayani     | Chairperson        | Independent Director          |
| Mr. Niravkumar Dineshbhai Donda | Member             | Independent Director          |
| Mrs. Hiralben Ankurbhai Lakhani | Member             | Non-Executive Director        |

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

### **Roles and Responsibilities:**

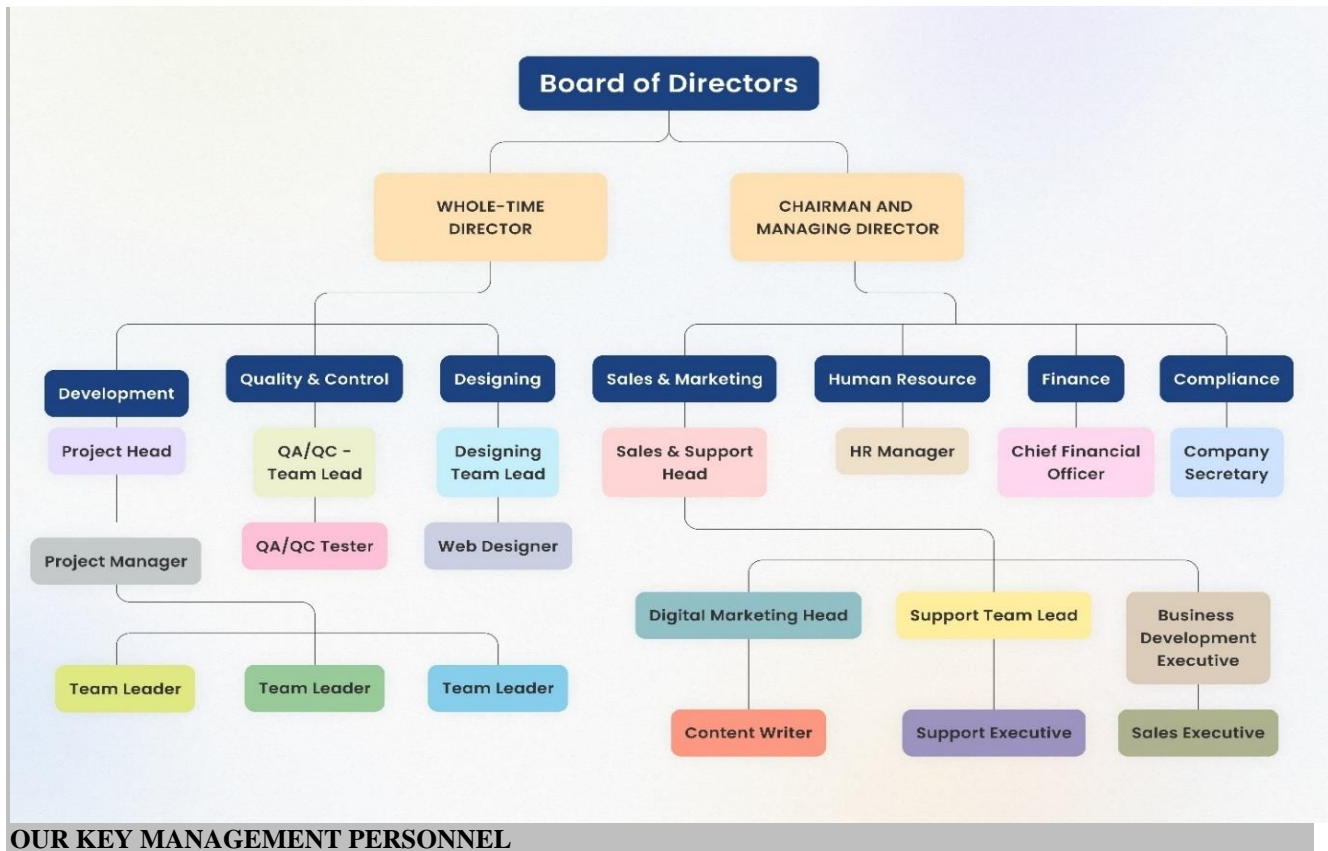
- a) To Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) To evaluate the balance of skills, knowledge and experience on the Board for every appointment of an independent director, and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- c) To formulate criteria for evaluation of performance of independent directors and the board of directors;
- d) To devise a policy on diversity of board of directors;
- e) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- f) To determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- g) To recommend to the board, all remuneration, in whatever form, payable to senior management.
- h) any other responsibility as may be assigned by the board from time to time;

### **Quorum & Frequency of Meeting**

The quorum of the Nomination and Remuneration Committee shall be one third of total members of the Nomination and Remuneration Committee or Two, whichever is higher, subject to minimum one Independent Director shall be present at the meeting. The Nomination and Remuneration Committee shall meet at least once in a financial year.


## MANAGEMENT ORGANIZATION STRUCTURE


The Management Organization Structure of the company as follows:



### OUR KEY MANAGEMENT PERSONNEL

The Key Managerial Personnel of our Company other than our Executive Directors are as follows:

|   |  |  |
|---|--|--|
|  | <b>Name</b>                              | Mrs. Pooja Rajat Shah  |
|   | <b>Designation</b>                       | Company Secretary and Compliance officer   |
|   | <b>Date of Appointment</b>               | June 01, 2024  |
|   | <b>Previous Employment</b>               | Amrapali Fincap Limited  |
|   | <b>Qualification</b>                     | Holds Degree of Company Secretary from Institute of Company Secretary of India and Master of Business Administration with Specialization in Marketing from Ahmedabad University. |
|   | <b>Overall Experience</b>                | She is having more than 5 years of experience in the field of secretarial compliances.   |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | NIL  |

|   |  |   |
|---|--|---|
|  | <b>Name</b>                              | Mr. Abhishek Amrutlal Nakrani   |
|   | <b>Designation</b>                       | Chief Financial officer   |
|   | <b>Date of Appointment</b>               | May 17, 2024  |
|   | <b>Previous Employment</b>               | Savani & Associates   |
|   | <b>Qualification</b>                     | Holds Degree of Bachelor of Commerce (Special) and Bachelor of Law (Special) from Veer Narmad South Gujarat University. |
|   | <b>Overall Experience</b>                | He is having more than two year of experience in strategic planning, Finance, taxations and accounts.                   |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | NIL   |


## OUR SENIOR MANAGEMENT PERSONNEL

The Senior Managerial Personnel of our Company are as follows:

|   |  |  |
|---|--|--|
|    | <b>Name</b>                              | Mr. Tejash Patel   |
|   | <b>Designation</b>                       | Project Manager Head   |
|   | <b>Date of Appointment</b>               | April 25, 2019   |
|   | <b>Previous Employment</b>               | Ddeveloper   |
|   | <b>Qualification</b>                     | Holds Degree of Master in Computer Application from Gujarat Technological University.  |
|   | <b>Overall Experience</b>                | He is having around six years of experience in PHP, Android, IOS and to develop Shopify applications.  |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | ₹ 10.40 Lakh   |
|    | <b>Name</b>                              | Mr. Jilesh Varma   |
|   | <b>Designation</b>                       | Digital Marketing Head   |
|   | <b>Date of Appointment</b>               | November 7, 2022   |
|   | <b>Previous Employment</b>               | FasTrax Infotech Private Limited   |
|   | <b>Qualification</b>                     | He has completed a Bachelor of Commerce degree from Gujarat University.  |
|   | <b>Overall Experience</b>                | He is having more than decade of experience in various marketing field like Search Engine Optimization (SEO), Pay Per Click (PPC), Social Media Optimization (SMO), YouTube Marketing, App Store Optimization (ASO), Online Reputation Management (ORM), Social Listening, Content Marketing, Email Marketing, Google Analytics, Website Analysis, Competitor Analysis, Keywords Research. |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | ₹ 11.21 Lakh   |
|  | <b>Name</b>                              | Mr. Manoj Prajapati  |
|   | <b>Designation</b>                       | Team Leader and Support Head   |
|   | <b>Date of Appointment</b>               | December 3, 2018   |
|   | <b>Previous Employment</b>               | FlickDevs  |
|   | <b>Qualification</b>                     | He has completed Bachelor of Computer Application from Veer Narmad South Gujarat University.   |
|   | <b>Overall Experience</b>                | He is having over 7+ years of expertise in delivering exceptional customer service, technical support for WordPress plugins, Shopify applications, and proficiency in HTML, CSS, and jQuery.   |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | ₹ 7.65 Lakh  |
|  | <b>Name</b>                              | Ms. Pujaben Savani   |
|   | <b>Designation</b>                       | Senior Software Engineer and Team Leader   |
|   | <b>Date of Appointment</b>               | May 1, 2019  |
|   | <b>Previous Employment</b>               | Not Applicable   |
|   | <b>Qualification</b>                     | She has completed Bachelor of Computer Application from Veer Narmad South Gujarat University.  |
|   | <b>Overall Experience</b>                | She is having over four years of expertise in various shopify applications.  |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | ₹ 10.37 Lakh   |



|   |  |   |
|---|--|---|
|    | <b>Name</b>                              | Ms. Priyanka Tala   |
|   | <b>Designation</b>                       | Senior Ui/UX Designer   |
|   | <b>Date of Appointment</b>               | March 2, 2020   |
|   | <b>Previous Employment</b>               | Cirkle Studio Pvt. Ltd.   |
|   | <b>Qualification</b>                     | Holds Degree of Masters of Commerce from Veer Narmad South Gujarat University. She has also completed certification course in Web Designing from Red & White Multimedia Education.  |
|   | <b>Overall Experience</b>                | She is having over six years of expertise in Wire framing & prototyping, UI/UX Design & Graphic Design.   |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | ₹ 6.32 Lakh   |
|    | <b>Name</b>                              | Mr. Dhaval Varsekar   |
|   | <b>Designation</b>                       | Project Manager – Non Technical   |
|   | <b>Date of Appointment</b>               | December 26, 2022   |
|   | <b>Previous Employment</b>               | HulkApps Pvt Ltd  |
|   | <b>Qualification</b>                     | Holds Degree of Bachelor of Engineering (Information Technology) from Veer Narmad South Gujarat University.   |
|   | <b>Overall Experience</b>                | He is having an experience of more than 9 years in Coordinating with customer, leading the team and developing various projects.  |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | ₹ 9.80 Lakh   |
|   | <b>Name</b>                              | Mr. Harshil H Shah  |
|   | <b>Designation</b>                       | Project Manager – Non Technical   |
|   | <b>Date of Appointment</b>               | April 10, 2023  |
|   | <b>Previous Employment</b>               | Kriit Technologies Private Limited  |
|   | <b>Qualification</b>                     | Holds Degree of Bachelor of Computer Application from Veer Narmad South Gujarat University.   |
|   | <b>Overall Experience</b>                | He is having having an experience of more than 9 in coordinating with customer, leading the team and developing various projects.   |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | ₹ 10.20 Lakh  |
|  | <b>Name</b>                              | Ms. Sajini Annie John   |
|   | <b>Designation</b>                       | Senior Content Writer   |
|   | <b>Date of Appointment</b>               | August 5, 2019  |
|   | <b>Previous Employment</b>               | Nexus Infotechno Inc  |
|   | <b>Qualification</b>                     | Holds Degree of Master of Computer Applications from Mahatma Gandhi University.   |
|   | <b>Overall Experience</b>                | She is having more than five year of experience in Content Writer. She is highly skilled at publishing creative content for websites, applications, social media marketing, blogs, video scripts & newsletters by complying with SEO guidelines |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | ₹ 5.85 Lakh   |
|  | <b>Name</b>                              | Mr. Hitesh C. Morabiya  |
|   | <b>Designation</b>                       | Senior Quality Assurance  |
|   | <b>Date of Appointment</b>               | February 22, 2021   |
|   | <b>Previous Employment</b>               | Classic Soft Web Technology   |
|   | <b>Qualification</b>                     | Holds Degree of Master of Computer Application from Gujarat Technological University.   |
|   | <b>Overall Experience</b>                | He is having around five years of experience in the field of Manual Software Testing, Website Testing, Web Application and Mobile Testing, Android and iOS Applications Testing.  |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | ₹ 4.52 Lakh   |

|   |  |  |
|---|--|--|
|  | <b>Name</b>                              | Ms. Nensi Ramani   |
|   | <b>Designation</b>                       | Senior HR Executive  |
|   | <b>Date of Appointment</b>               | May 2, 2022  |
|   | <b>Previous Employment</b>               | Hirva HR Solution Private Limited  |
|   | <b>Qualification</b>                     | Holds Degree of Bachelor of Business Administration from Veer Narmad South Gujarat University. |
|   | <b>Overall Experience</b>                | She is having more than 3 years of experience in the field of Human Resource Management.       |
|   | <b>Remuneration paid in F.Y. 2023-24</b> | ₹ 3.36 Lakh  |

**BONUS OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL**

Currently, Our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee / Board of Directors, depending upon the performance of the Key Managerial Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

**CHANGES IN THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

Except as mentioned below, there are no other changes in the Key Management Personnel other than directors in the last three years preceding the date of filing this Draft Red Herring Prospectus:

| Name of Key Managerial Personnel | Date of Event     | Nature of Event | Reason for the changes  |
|----------------------------------|-------------------|-----------------|---|
| Mrs. Pooja Rajat Shah            | June 1, 2024      | Appointments    | She was appointed as Company Secretary and Compliance Officer of the company w.e.f. June 1, 2024. |
| Mr. Abhishek Amrutlal Nakrani    | May 17, 2024      | Appointment     | He was appointed as Chief Financial Officer of the company w.e.f. May 17, 2024.                   |
| Mr. Harshil H Shah               | April 10, 2023    | Appointment     | He was appointed as Project Manager w.e.f. April 10, 2023.  |
| Mr. Dhaval Vansekar              | December 26, 2022 | Appointment     | He was appointed as Project Manager w.e.f. December 26, 2022.                                     |
| Mr. Jilesh Varma                 | November 7, 2022  | Appointment     | He was appointed as Digital Marketing Manager w.e.f. November 7, 2022.                            |
| Ms. Nensi Ramani                 | May 2, 2022       | Appointment     | She was appointed as Senior HR Executive w.e.f. May 2, 2022.                                      |

**EMPLOYEE STOCK OPTION SCHEME**

As on the date of filing of Draft Red Herring Prospectus, our company does not have any ESOP Scheme for its employees.

**RELATIONSHIP BETWEEN KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

There is no existing relationship between Key Managerial Personnel and Senior Managerial Personnel of the company as on date of filling Draft Red Herring Prospectus.

**PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)**

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

**Notes:**

- All the Key Managerial Personnel & Senior Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.

- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel & Senior Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.
- None of our Key Managerial Personnel & Senior Managerial Personnel has entered into any service contracts with our Company no benefits are granted upon their termination from employment other than statutory benefits provided by our company and further, our Company has appointed certain Key Managerial Personnel & Senior Managerial Personnel i.e. Chief Financial Officer and Company Secretary and Compliance officer for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

#### **SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL**

None of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

| <b>Sr. No.</b> | <b>Name of Key Management Personnel</b> | <b>No. Equity Shares held</b> | <b>Category/ Status</b>                  |
|----------------|---|-------------------------------|--|
| 1.             | Mr. Priyankumar Jivrajbhai Savani       | 3230000                       | Chairman and Managing Director           |
| 2.             | Mr. Ankur Jagdishbhai Lakhani           | 3230000                       | Whole-Time Director                      |
| 3.             | Mrs. Pooja Rajat Shah                   | Nil                           | Chief Financial Officer                  |
| 4.             | Mr. Abhishek Amrutlal Nakrani           | Nil                           | Company Secretary and Compliance Officer |

#### **SHAREHOLDING OF THE SENIOR MANAGEMENT PERSONNEL**

None of the Senior Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

| <b>Sr. No.</b> | <b>Name of Senior Management Personnel</b> | <b>No. Equity Shares held</b> | <b>Category/ Status</b>                  |
|----------------|--|-------------------------------|--|
| 1.             | Mr. Tejash Patel                           | Nil                           | Project Manager Head                     |
| 2.             | Mr. Jilesh Varma                           | Nil                           | Digital Marketing Head                   |
| 3.             | Mr. Manoj Prajapati                        | Nil                           | Team Leader and Support Head             |
| 4.             | Ms. Pujaben Savani                         | Nil                           | Senior Software Engineer and Team Leader |
| 5.             | Ms. Priyanka Tala                          | Nil                           | Senior Ui/UX Designer                    |
| 6.             | Mr. Dhaval Varsekar                        | Nil                           | Project Manager – Non Technical          |
| 7.             | Mr. Harshil H Shah                         | Nil                           | Project Manager – Non Technical          |
| 8.             | Ms. Sajini Annie John                      | Nil                           | Senior Content Writer                    |
| 9.             | Mr. Hitesh C. Morabiya                     | Nil                           | Senior Quality Assurance                 |


## OUR PROMOTERS AND PROMOTER GROUP


Promoters of our Company are

1. Mr. Priyankkumar Jivarajbhai Savani
2. Mr. Ankur Jagdishbhai Lakhani
3. Mrs. Hiral Ankurbhai Lakhani


For details of the Capital build-up of our Promoter in our Company, see chapter titled “*Capital Structure*” beginning on page no. 55 of this Draft Red Herring Prospectus.

The details of our Promoters are as follows:

|   |   |
|---|---|
|  | <b>MR. PRIYANKKUMAR JIVARAJBHAI SAVANI</b>  |
|   | <p>Mr. Priyankkumar Jivarajbhai Savani aged, 34 years is Promoter as well as Chairman and Managing Director of the Company. He holds degree in Bachelor of Computer Application from Bhavnagar University, and degree in Master of Computer Application from Gujarat Technological University. He has experience of more than 7 years in the field of Shopify Application and web development.</p> <p>Originally, he was appointed as Additional Executive Director w.e.f. September 13, 2019, and his designation was changed to Executive Director w.e.f. September 17, 2019. Thereafter, pursuant to approval of Board and Members at their respective meetings held on May 17, 2024 and May 18, 2024, his designation was changed and he was appointed as Chairman and Managing Director of the Company for a period of 5 (five) years w.e.f. May 17, 2024.</p> |
| <b>Date of Birth</b>  | June 2, 1990  |
| <b>PAN</b>  | BTVPS0576G  |
| <b>Age</b>  | 34 Years  |
| <b>Educational Qualification</b>  | He holds degree in Bachelor of Computer Application from Bhavnagar University, and degree in Master of Computer Application from Gujarat Technological University.  |
| <b>Experience in Business/Employment</b>  | He has experience of more than 7 years in the field of Shopify Application and web development.   |
| <b>Present Residential Address</b>  | A-903, Raj Palace, Ambatalavadi, Surat City, Surat, Gujarat – 395 004, India  |
| <b>Position/posts held in the past</b>  | Executive Director  |
| <b>Other Directorship held</b>  | Munim ERP Private Limited   |
| <b>Other Ventures</b>   | Priyankkumar Jivarajbhai Savani HUF   |

|   |   |
|---|---|
|  | <b>MR. ANKUR JAGDISHBHAI LAKHANI</b>  |
|   | <p>Mr. Ankur Jagdishbhai Lakhani aged, 33 years is Promoter as well as Whole Time Director of the Company He has over 6 years of experience in the field of Information Technology, web and application development. He holds degree in Bachelor of Computer Application from Bhavnagar University and degree in Master of Computer Application from Gujarat Technological University.</p> <p>Originally, he was appointed as Additional Executive Director w.e.f. September 13, 2019. Thereafter, pursuant to approval of Board and Members at their respective meetings held on May 17, 2024 and May 18, 2024, respectively, his designation was changed and he was appointed as Whole-Time Director of the Company for a period of 5 (five) years w.e.f. May 17, 2024.</p> |
| <b>Date of Birth</b>  | September 6, 1990   |

|  |   |
|--|---|
| <b>PAN</b>                               | AELPL5072J  |
| <b>Age</b>                               | 33 Years  |
| <b>Educational Qualification</b>         | He holds degree in Bachelor of Computer Application from Bhavnagar University and degree in Master of Computer Application from Gujarat Technological University. |
| <b>Experience Business/Employment</b> in | He has over 6 years of experience in the field of Information Technology, web and application development   |
| <b>Present Residential Address</b>       | C-1402, Tapi Enclave, Bharimata Road, Singanpore, Surat City, Surat – 395 004, Gujarat, India   |
| <b>Position/posts held in the past</b>   | Executive Director  |
| <b>Other Directorship held</b>           | Munim ERP Private Limited<br>Magikcoder Private Limited   |
| <b>Other Ventures</b>                    | Ankur Jagdishbhai Lakhani HUF   |

|   |  |
|---|--|
|   | <p><b>MRS. HIRAL ANKURBHAI LAKHANI</b></p> <p>Mrs. Hiral Ankurbhai Lakhani, aged 34 Years is Promoter as well as Non-Executive Director of the Company. She has 3 years of experience in graphic and web design. She also has a background in HR and office administration, with good organizational and problem-solving skills. She holds Bachelor degree of Arts from Bhavnagar University. She has also done Master of Arts (External) from Maharaja Krishnakumarsinhji Bhavnagar University.</p> <p>She is appointed as Non-Executive Director of the Company with effect from September 30, 2023, liable to retire by rotation.</p> |
|   | <p><b>Date of Birth</b></p> <p>August 28, 1989</p>   |
| <p><b>PAN</b></p> <p>APZPL6376G</p>   |  |
| <p><b>Age</b></p> <p>34 Years</p>   |  |
| <p><b>Educational Qualification</b></p> <p>She holds Bachelor degree of Arts from Bhavnagar University. She has also done Master of Arts (External) from Maharaja Krishnakumarsinhji Bhavnagar University</p>                   |  |
| <p><b>Experience Business/Employment</b> in</p> <p>She has 3 years of experience in graphic and web design. She also has a background in HR and office administration, with good organizational and problem-solving skills.</p> |  |
| <p><b>Present Residential Address</b></p> <p>C-1402, Tapi Enclave, Bharimata Road, Singanpore, Surat City, Surat – 395 004, Gujarat, India</p>  |  |
| <p><b>Position/posts held in the past</b></p> <p>-</p>  |  |
| <p><b>Other Directorship held</b></p> <p>Magikcoder Private Limited</p>   |  |
| <p><b>Other Ventures</b></p> <p>-</p>   |  |

#### DECLARATION

We declare and confirm that the details of the Permanent Account Numbers, Bank Account Numbers, Passport Numbers, Aadhar Card Numbers and Driving License Numbers of our Promoters are being submitted to the BSE (Stock Exchange) on which the specified securities are proposed to be listed along with filing of this Draft Red Herring Prospectus with the Stock Exchange.

#### CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has been change in control or management of the issuer in last five years.

| Name of old Directors and Shareholders | Reason for Disassociation | Date of Disassociation |
|--|---------------------------|------------------------|
| Mr. Parthkumar Babulal Goyani          | Selling of Shares         | 07/09/2019             |
| Mr. Sumeet Babulal Goyani              | Selling of Shares         | 07/09/2019             |

Further, there has been no change in control or management of the issuer in the last one year.

### **INTEREST OF OUR PROMOTERS**

- Except as stated in “Annexure X – Related Party Transactions” under section titled “Restated Financial Information” beginning on Page No. 165 of this Draft Red Herring Prospectus and to the extent of compensation, remuneration/sitting fees to be paid, Perquisites to be given, payment of lease rent, reimbursement of expenses to be made in accordance with their respective terms of appointment, Rent Agreement(s) and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoters do not have any other interest in our business.
- Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer “Annexure X – Related Party Transactions” under section titled “Restated Financial Information” beginning on Page No. 165 of this Draft Red Herring Prospectus.
- Except as disclosed in “Business Overview” under section titled “Details of Immovable Property” beginning on Page No. 165, our Promoters, Directors or Group Companies do not have any interest in any property acquired by our Company in the preceding three years before filing this Draft Red Herring Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Draft Red Herring Prospectus.
- Except as otherwise stated in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Draft Red Herring Prospectus in which Promoters is directly or indirectly interested.

### **PAYMENT OF BENEFITS TO OUR PROMOTERS**

Except as stated in the section “Annexure X – Related Party Transactions” under section titled “Restated Financial Information” beginning on Page No. 165 of this Draft Red Herring Prospectus, there has been no payment of benefits made to our Promoters in the two years preceding the date of filing of this Draft Red Herring Prospectus. Further, our Company may enter into transaction with or make payment of benefit to the Promoters, Directors or Promoters’ Group, towards remunerations as decided by Board of Directors.

### **CONFIRMATIONS**

Our Company and Promoters confirmed that they have not been declared as wilful defaulters or Fraudulent Borrowers or by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters, Promoters’ Group or Directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters, Promoters’ Group or Directors do not have direct or indirect relation with the companies, its Promoters and Whole Time Director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our Promoters or Directors are not a fugitive economic offender.

We and our Promoters, Group Entities and Companies promoted by the Promoters confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.
- The details of outstanding litigation including its nature and status are disclosed in the section titled “Outstanding Litigation and Material Developments” beginning on Page No. 178 of this Draft Red Herring Prospectus.

### **DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEARS**

Except as mentioned below, none of our Promoters have disassociated themselves from any Company or Firm during the last three years preceding the date of this Draft Red Herring Prospectus.

| <b>Name of Promoter</b>       | <b>Name of the Company / Firm</b> | <b>Date of Appointment</b> | <b>Date of Cessation</b> | <b>Reason for Disassociation</b> |
|-------------------------------|-----------------------------------|----------------------------|--------------------------|----------------------------------|
| Mr. Ankur Jagdishbhai Lakhani | APPSONRENT                        | January 31, 2019           | May 12, 2023             | Closure of Business              |



| Name of Promoter              | Name of the Company / Firm | Date of Appointment | Date of Cessation | Reason for Disassociation     |
|-------------------------------|----------------------------|---------------------|-------------------|-------------------------------|
| Mr. Ankur Jagdishbhai Lakhani | TECHWIND INSTITUTE LLP     | March 16, 2023      | May 31, 2024      | To focus on existing business |

#### RELATIONSHIP OF PROMOTERS WITH EACH OTHER AND WITH OUR DIRECTORS

Except as disclosed herein, none of our Promoter(s) are related to any of our Company's Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

| Name of Promoter              | Designation            | Relation  |
|-------------------------------|------------------------|---|
| Mr. Ankur Jagdishbhai Lakhani | Whole Time Director    | He is spouse of Mrs. Hiral Ankurbhai Lakhani, Non-Executive Director of the Company |
| Mrs. Hiral Ankurbhai Lakhani  | Non-Executive Director | She is spouse of Mr. Ankur Jagdishbhai Lakhani, Whole Time Director of the Company  |

#### OUR PROMOTERS' GROUP

In addition to our Promoters named above, the following individuals and entities form a part of the Promoters' Group:

##### A. Natural persons who are part of our Individual Promoter Group:

| Relationship Promoter | Mr. Priyankumar Jivarajbhai Savani       | Mr. Ankur Jagdishbhai Lakhani  | Mrs. Hiral Ankurbhai Lakhani   |
|-----------------------|--|--------------------------------|--------------------------------|
| Father                | Jivarajbhai Dhanjibhai Savani            | Jagdishbhai Hirabhai Lakhani   | Ukabhai Shamjibhai Gabani      |
| Mother                | Hansaben Jivarajbhai Savani              | Ranjanben Jagadishbhai Lakhani | Ashaben Ukabhai Gabani         |
| Spouse                | Dipali Priyankumar Savani                | Hiral Ankurbhai Lakhani        | Mr. Ankur Jagdishbhai Lakhani  |
| Brother(s)            | Nikunj Jivarajbhai Savani                | Paresh Jagdishbhai Lakhani     | Chiragkumar Ukabhai Gabani     |
|                       | -  | -                              | Divyesh Ukabhai Gabani         |
| Sister(s)             | -  | -                              | Jignasa S Dankhara             |
| Son(s)                | Jiyan Priyankumar Savani                 | -                              | -                              |
| Daughter(s)           | Niva Priyankumar Savani                  | Ananya Ankur Lakhani           | Ananya Ankur Lakhani           |
|                       | Jiya Priyankumar Savani                  | -                              | -                              |
| Spouse's Father       | Late Mansukhbhai Parshottambhai Moradiya | Ukabhai Shamjibhai Gabani      | Jagdishbhai Hirabhai Lakhani   |
| Spouse's Mother       | Kanakben Mansukhbhai Moradiya            | Ashaben Ukabhai Gabani         | Ranjanben Jagadishbhai Lakhani |
| Spouse's Brother(s)   | Kinchitkumar Mansukhbhai Moradiya        | Chiragkumar Ukabhai Gabani     | Paresh Jagdishbhai Lakhani     |
|                       | -  | Divyesh Ukabhai Gabani         | -                              |
| Spouse's Sister(s)    | Denisha Jenil Maniya                     | Jignasa S Dankhara             | -                              |

##### B. Companies related to our Promoter Company:

| Nature of Relationship  | Name of Entities |
|---|------------------|
| Subsidiary or holding company of Promoter Company.  | Not applicable   |
| Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoters (Body Corporate). | Not applicable   |

##### C. Companies, Proprietary concerns, HUF's related to our Promoters

| Nature of Relationship   | Name of Entities  |
|--|---|
| Any Body Corporate in which twenty percent or more of the equity share capital is held by promoters or an immediate relative of the promoters or a firm or HUF | <ul style="list-style-type: none"> <li>Magikcoder Private Limited</li> <li>Pramukh Recovery Solution Private Limited</li> </ul> |

| <b>Nature of Relationship</b>  | <b>Name of Entities</b>   |
|--|---|
| in which promoters or any one or more of his immediate relatives are a member.   |   |
| Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.                                       | Not Applicable  |
| Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoters and his immediate relatives is equal to or more than twenty percent. | <ul style="list-style-type: none"> <li>• Priyanka Textiles (Partnership Firm)</li> <li>• Priyankkumar Jivrajbhai Savani (HUF)</li> <li>• Ankur Jagdishbhai Lakhani (HUF)</li> <li>• Jivrajbhai Dhanjibhai Savani (HUF)</li> <li>• Jagdishbhai Hirabhai Lakhani (HUF)</li> <li>• Nikunjibhai Jivrajbhai Savani (HUF)</li> <li>• Pareshbhai Jagdishbhai Lakhani (HUF)</li> <li>• Shree Ram Enterprise (Proprietorship)</li> <li>• Varnipharma (Proprietorship)</li> <li>• Shri Hari (Proprietorship)</li> <li>• Jamie Sales (Proprietorship)</li> <li>• Varni Sales (Proprietorship)</li> <li>• Brigattes (Proprietorship)</li> </ul> |

**D. Person whose shareholding is aggregated under the heading “Shareholding of the Promoters Group”:**

| <b>Name of Entities / Person</b> | <b>No of Shares</b> |
|----------------------------------|---------------------|
| Nilam Nikunjibhai Savani         | 5985                |
| Jalpaben Pareshbhai Lakhani      | 7980                |

For further details on our Group Companies, please refer Chapter titled “*Information with respect to Group Companies*” beginning on Page No. 187 of this Draft Red Herring Prospectus.



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## DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

For details of risks in relation to our capability to pay dividend, see “*Risk Factors*” – Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid / declared dividend in last three years and during stub period from date of this Draft Red Herring Prospectus.

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**SECTION IX – FINANCIAL STATEMENTS**

**RESTATED FINANCIAL INFORMATION**

| <b>Sr. No</b> | <b>Particulars</b>                          | <b>Page Nos.</b> |
|---------------|---|------------------|
| 1.            | Restated Standalone Financial Information   | SF- 1 to SF- 38  |
| 2.            | Restated Consolidated Financial Information | CF- 1 to CF- 36  |

**INDEPENDENT AUDITOR’S REPORT ON RESTATED FINANCIAL STATEMENTS  
OF  
M/S. IDENTIXWEB LIMITED**

**To,  
The Board of Directors,  
IDENTIXWEB LIMITED**

Dear Sirs,

We have examined the attached Restated Standalone Financial Information of **IDENTIXWEB LIMITED**, comprising the Restated Standalone Assets and Liabilities as at March 31 2024, March 31 2023 and March 31 2022, the Restated Standalone Statements of Profit and Loss (including other comprehensive income), the Restated Standalone Statement of changes in Equity, the Restated Cash Flow Statement for the year / period ended March 31 2024, March 31 2023 and March 31 2022, the Summary statement of Significant Accounting Policies and other explanatory information (Collectively the Restated Financial Information as approved by the Board of Directors of the Company for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus, prepared by the company in connection with its proposed Initial Public Offer of equity shares (IPO) prepared in terms of the requirements of

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("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).

**Management’s Responsibility for the Restated Standalone Financial Statements**

The Company’s Board of Directors are responsible for the preparation of Restated Standalone Financial Information for the purpose of inclusion in the DRHP / RHP / Prospectus to be filled with NSE and Registrar of Companies. Gujarat in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the company on the basis of preparation stated in notes to the Restated Financial Information. Management’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. Management also responsible for identifying and ensuring that the Company complies with the Companies Act, ICDR Regulations and the Guidance Note.

**Auditors’ Responsibilities**

We have examined such Restated Standalone Financial Information taking into consideration:

- a) The terms of reference and terms of **our** engagement agreed upon with the company in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI; and
- c) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

- d) These Restated Standalone Financial Information have been compiled by the management from the Audited Financial Statements of the company for the financial years / period ended on March 31 2024, March 31 2023 and March 31 2022 which have been approved by Board of directors.

### **Restated Financial Statement**

In accordance with the requirements of Act, SEBI ICDR Regulations, Guidance Note on the reports in Company Prospectus (Revised) issued by ICAI and the terms of our Engagement Letter, we further report that:

The “Restated Statement of Standalone Assets and Liabilities” as set out in Annexure I to this report, of the Company as at March 31 2024, March 31 2023 and March 31 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.

The “Restated Statement of Standalone Profit and Loss” as set out in Annexure II to this report, of the Company for financial year/ period ended on March 31 2024, March 31 2023 and March 31 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.

The “Restated Statement of Standalone Cash Flow” as set out in Annexure III to this report, of the Company for financial year / period ended on March 31 2024, March 31 2023 and March 31 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure IV to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and auditor’s report thereon which have been prepared by Statutory Auditor of the Company for the financial year / period ended on March 31 2024, March 31 2023 and March 31 2022, we are of the opinion that The Restated Financial Statements or Restated Summary Statements have been made after incorporating:

Adjustments for the changes in accounting policies retrospectively in respective financial period / years to reflect the same accounting treatment as per the changed accounting policy for all reporting period if any;

Adjustment for any material amounts in the respective financial years / period have been made to which they relate;

They do not contain any extra-ordinary items that needs to be disclosed separately except as shown in the Restated Financial Information;

There are no revaluation reserves, which needs to be disclosed separately in the Restated Financial Statement.

There are no qualifications in the Audit Report issued by us for the financial year / period ended on March 31 2024, March 31 2023 and March 31 2022, which would require adjustments in this Restated Financial Statement of the Company.

The Company has not paid dividend on its equity shares during the reporting period.

We have also examined the following Restated financial information of the Company set out in the Annexure as prepared by the management and approved by the Board of Directors on of the company for the financial

year / period ended March 31 2024, March 31 2023 and March 31 2022 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”) for the proposed IPO:

Annexure – IV: Significant Accounting Policies and Notes to Accounts as restated

Annexure – IV(a): Reconciliation of Restated Profit & Audit Profit

Annexure – IV(b): Reconciliation of Restated Equity / Net-worth

Annexure – I.1: Restated Statement of Share Capital

Annexure - I.2: Restated Statement of Reserves & Surplus

Annexure - I.3: Restated Statement of Long-term Borrowings

Annexure - I.3: Restated Statement of Short-term Borrowings

Annexure - I.4: Restated Statement of Deferred Tax Asset (Net)

Annexure - I.5: Restated Statement of Trade Payables

Annexure - I.6: Restated Statement of Other Current Liabilities

Annexure - I.7: Restated Statement of Short-Term Provisions

Annexure - I.8: Restated Statement of Property, Plant and Equipment

Annexure – I.9: Restated Statement of Non-Current Investment

Annexure – I.10: Restated Statement of Other Non-Current Assets

Annexure - I.11: Restated Statement of Inventories

Annexure - I.12: Restated Statement of Trade Receivables

Annexure - I.13: Restated Statement of Cash and Cash Equivalents

Annexure - I.14: Restated Statement of Short-term loans and advances

Annexure – I.15: Restated Statement of Other Current Assets

Annexure – II.1: Restated Statement of Revenue from Operations

Annexure - II.2: Restated Statement of Other Income

Annexure - II.3: Restated Statement of Cost of Material Consumed

Annexure - II.4: Restated Statement of Changes in Inventories of Finished Goods, Work-in-Progress.

Annexure - II.5: Restated Statement of Employee Benefit Expenses

Annexure - II.6: Restated Statement of Finance Cost

Annexure - II.7: Restated Statement of Other Expenses

Annexure - I.8: Restated Statement of Exceptional Items

Annexure – II.9: Restated Statement of Earning Per Share

Annexure – V(A): Restated Statement of Contingent Liabilities

Annexure – V(B): Restated Statement of Segment Reporting

Annexure – V(C): Restated Statement of Expenditure in Foreign Currency

Annexure – V(D): Restated Statement of Earning in foreign Currency

Annexure – V(E)(v): Restated Statement of Employee Benefits

Annexure – V(F): Corporate Social Responsibility

Annexure - VI: Restated Statement of Accounting & Other Ratios

Annexure - VII: Restated Statement of Analytical Ratios

Annexure - VIII: Restated Statement of Capitalization

Annexure - IX: Restated Statement Tax Shelter

Annexure - X: Restated Statement of Related Party Transactions

Annexure - XI: Restated Statement of Dividends

Annexure - XII: Restated Statement of Significant changes in Accounting Policy

This report should not in any way be construed as re-issuance or re-dating of any of the previous audit reports issued by us or any other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.

In our opinion, the above financial information contained in Annexure 1 to XII and read along with the Restated Statement of Significant Accounting Polices and Notes as set out in Annexure 4(A) are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI ICDR Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (“ICAI”) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

We, **SHAH TEELANI & ASSOCIATES**, Chartered Accountants have been subjected to peer review process of the Institute of Chartered Accountant of India (ICAI) and hold a valid peer review **certificate No.-015110 dated 27/03/2023** issued by the “Peer Review Board” of the ICAI.

Our report is intended solely for use of the management for inclusion in the offer document to be filed with National Stock Exchange of India (NSE Emerge) in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

**For SHAH TEELANI & ASSOCIATES**

**Chartered Accountants**

**Firm's Registration No: 0133549W**

**JINESH SHAH**

**PARTNER**

**M No. 141079**

**UDIN: 24141079BKBMLN5122**

**DATE : 10/07/2024**

**PLACE : AHMEDABAD**

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

**ANNEXURE - I**  
**STANDALONE STATEMENT OF ASSETS & LIABILITIES AS RESTATED**

(₹ in Lakhs)

|            | Particulars   | NOTE        | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|------------|---|-------------|-------------------------|-------------------------|-------------------------|
| <b>I.</b>  | <b>Equity and liabilities</b>                           |             |                         |                         |                         |
|            | <b>1. Shareholders' funds</b>                           |             |                         |                         |                         |
|            | (a) Share capital                                       | <b>I.1</b>  | 736.16                  | 7.15                    | 1.00                    |
|            | (b) Reserves and surplus                                | <b>I.2</b>  | 300.29                  | 462.43                  | 83.82                   |
|            |   |             | <b>1,036.45</b>         | <b>469.58</b>           | <b>84.82</b>            |
|            | <b>2. Non-current liabilities</b>                       |             |                         |                         |                         |
|            | (a) Long-term borrowings                                | <b>I.3</b>  | -                       | 45.76                   | 10.23                   |
|            | (b) Deferred tax liabilities (net)                      | <b>I.4</b>  | -                       | -                       | -                       |
|            | (c) Long-term provisions                                | <b>I.7</b>  | 12.35                   | 13.16                   | 8.77                    |
|            |   |             | <b>12.35</b>            | <b>58.92</b>            | <b>19.00</b>            |
|            | <b>3. Current liabilities</b>                           |             |                         |                         |                         |
|            | (a) Short-term borrowings                               | <b>I.3</b>  | -                       | 4.24                    | 5.21                    |
|            | (b) Trade payables                                      | <b>I.5</b>  |                         |                         |                         |
|            | i) Due to MSME  |             | -                       | -                       | 8.42                    |
|            | ii) Due to Others                                       |             | 0.89                    | -                       | -                       |
|            | (c) Other current liabilities                           | <b>I.6</b>  | 0.53                    | -                       | -                       |
|            | (d) Short-term provisions                               | <b>I.7</b>  | 149.65                  | 82.77                   | 10.70                   |
|            |   |             | <b>151.07</b>           | <b>87.01</b>            | <b>24.33</b>            |
|            | <b>Total</b>  |             | <b>1,199.87</b>         | <b>615.51</b>           | <b>128.15</b>           |
| <b>II.</b> | <b>Assets</b>   |             |                         |                         |                         |
|            | <b>1. Non-current assets</b>                            |             |                         |                         |                         |
|            | (a) Property, plant and equipment and Intangible Assets | <b>I.8</b>  |                         |                         |                         |
|            | (i) Property, Plant and Equipment                       |             | 174.70                  | 149.41                  | 39.53                   |
|            | (ii) Intangible assets                                  |             | 3.77                    | 10.24                   | -                       |
|            | (iii) Capital work-in-progress                          |             | -                       | -                       | -                       |
|            | (iv) Intangible Assets under Development                |             | 293.41                  | -                       | -                       |
|            | (b) Non-current investments                             | <b>I.9</b>  | 0.50                    | 150.40                  | -                       |
|            | (c) Deferred tax assets (net)                           | <b>I.4</b>  | 9.14                    | 0.41                    | 1.49                    |
|            | (d) Long-term loans and advances                        | <b>I.14</b> | 308.59                  | 1.15                    | -                       |
|            | (e) Other Non Current Assets                            |             | -                       | -                       | -                       |
|            |   |             | <b>790.11</b>           | <b>311.61</b>           | <b>41.02</b>            |
|            | (a) Inventories   | <b>I.11</b> | -                       | -                       | -                       |
|            | (b) Trade receivables                                   | <b>I.12</b> | 49.59                   | -                       | -                       |
|            | (c) Cash and cash equivalents                           | <b>I.13</b> | 321.80                  | 196.87                  | 59.50                   |
|            | (d) Short-term loans and advances                       | <b>I.14</b> | 5.74                    | 85.91                   | 3.16                    |
|            | (e) Other current assets                                | <b>I.15</b> | 32.63                   | 21.12                   | 24.47                   |
|            |   |             | <b>409.76</b>           | <b>303.90</b>           | <b>87.13</b>            |
|            | <b>Total</b>  |             | <b>1,199.87</b>         | <b>615.51</b>           | <b>128.15</b>           |

Note: The above statement should be read with the Significant Accounting Policies and Notes to the Financial Information appearing in Annexure IV & V respectively.

As per our report of even date attached

For and on behalf of the Board of Directors

For SHAH TEELANI & ASSOCIATES

PRIYANK SAVANI

ANKUR LAKHANI

Chartered Accountants

Chairman and Managing Director

Whole Time Director

Firm's Registration No: 0133549W

DIN: 08562699

DIN: 08562760

JINESH SHAH

POOJA RAJAT SHAH

ABHISHEK AMRUTLAL NAKRANI

Partner

Company Secretary and Compliance officer

Chief Financial officer

M No. 141079

UDIN: 24141079BKBMLN5122

Place: Ahmedabad

Place: Ahmedabad

Date : 10-07-2024

SF -5

Date : 10-07-2024

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

**ANNEXURE - II**  
**STANDALONE STATEMENT OF PROFIT & LOSS AS RESTATED**

(₹ in Lakhs)

|      | Particulars   | NOTE | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|------|---|------|--------------------------------------|--------------------------------------|--------------------------------------|
| I    | Revenue from operations   | II.1 | 632.90                               | 622.11                               | 600.09                               |
| II   | Other income  | II.2 | 26.80                                | 4.46                                 | 7.66                                 |
| III  | <b>Total Income (I+II)</b>  |      | <b>659.70</b>                        | <b>626.57</b>                        | <b>607.75</b>                        |
|      | <b>Expenses:</b>  |      |                                      |                                      |                                      |
|      | (a) Cost of materials consumed  | II.3 | -                                    | -                                    | -                                    |
|      | (b) Changes in inventories of finished goods and WIP  | II.4 | -                                    | -                                    | -                                    |
|      | (c) Employee benefits expense   | II.5 | 172.68                               | 350.48                               | 438.50                               |
|      | (d) Finance costs   | II.6 | 5.43                                 | 5.46                                 | 1.60                                 |
|      | (e) Depreciation and amortisation expense   | I.8  | 80.35                                | 25.01                                | 17.24                                |
|      | (f) Other expenses  | II.7 | 100.18                               | 56.54                                | 69.32                                |
| IV   | <b>Total expenses</b>   |      | <b>358.64</b>                        | <b>437.49</b>                        | <b>526.66</b>                        |
| V    | <b>Profit /(Loss) before tax and Exceptional Items (III-IV)</b>   |      | <b>301.05</b>                        | <b>189.08</b>                        | <b>81.09</b>                         |
| VI   | <b>Exceptional Items</b>  | II.8 | 75.00                                | -                                    | -                                    |
| VII  | <b>Profit /(Loss) before tax (V+VI)</b>   |      | <b>376.05</b>                        | <b>189.08</b>                        | <b>81.09</b>                         |
| VIII | <b>Tax expense</b>  |      |                                      |                                      |                                      |
|      | Current tax   |      | 100.89                               | 50.32                                | 6.50                                 |
|      | Previous Year Tax   |      | -                                    | -                                    | -                                    |
|      | Deferred tax (credit)/charge  |      | (8.74)                               | 1.09                                 | (0.70)                               |
|      |   |      | <b>92.15</b>                         | <b>51.41</b>                         | <b>5.80</b>                          |
| IX   | <b>Profit after tax for the year (VII-VIII)</b>   |      | <b>283.90</b>                        | <b>137.67</b>                        | <b>75.30</b>                         |
|      | <b>Earnings per share (face value of ₹ 10/- each):</b>  | II.9 |                                      |                                      |                                      |
|      | (a) Basic (in ₹)  |      | 378.71                               | 208.77                               | 752.97                               |
|      | (b) Diluted (in ₹)  |      | 378.71                               | 208.77                               | 752.97                               |
|      | <b>Earnings per share (face value of ₹ 10/- each):<br/>(Considering Bonus effect with retrospective effect)</b> |      |                                      |                                      |                                      |
|      | (a) Basic (in ₹)  |      | 3.86                                 | 2.20                                 | 7.93                                 |
|      | (b) Diluted (in ₹)  |      | 3.86                                 | 2.20                                 | 7.93                                 |

Note: The above statement should be read with the Significant Accounting Policies and Notes to the Financial Information appearing in Annexure IV & V respectively.

As per our report of even date attached

For and on behalf of the Board of Directors

For SHAH TEELANI & ASSOCIATES  
Chartered Accountants  
Firm's Registration No: 0133549W

PRIYANK SAVANI  
Chairman and Managing Director  
DIN: 08562699

ANKUR LAKHANI  
Whole Time Director  
DIN: 08562760

JINESH SHAH

POOJA RAJAT SHAH

ABHISHEK AMRUTLAL NAKRANI

Partner  
M No. 141079  
UDIN: 24141079BKMLN5122

Company Secretary and Compliance  
officer

Chief Financial officer

Place: Ahmedabad  
Date : 10-07-2024

Place: Ahmedabad  
Date : 10-07-2024



ANNEXURE - III  
STANDALONE STATEMENT OF CASH FLOW AS RESTATED

(₹ in Lakhs)

| Particulars   | For the period ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|---|--|--------------------------------------|--------------------------------------|
| <b>A. Cash flow from operating activities</b>                               |  |                                      |                                      |
| Profit before tax, as restated  | 376.05                                 | 189.08                               | 81.09                                |
| <b>Add Adjustments for :</b>  |  |                                      |                                      |
| Depreciation and amortisation expense                                       | 80.35                                  | 25.01                                | 17.24                                |
| Gratuity Expense  | (0.83)                                 | 4.47                                 | 3.91                                 |
| Financial Cost  | 5.43                                   | 5.46                                 | 1.60                                 |
| <b>Less Adjustments for :</b>   |  |                                      |                                      |
| Interest on FD  | (7.43)                                 | (4.46)                               | (7.62)                               |
| Interest on Loan & Advances   | (19.37)                                | -                                    | -                                    |
| Profit on sale of investment  | (75.00)                                | -                                    | -                                    |
| <b>Operating profit before working capital changes</b>                      | <b>359.20</b>                          | <b>219.56</b>                        | <b>96.22</b>                         |
| <b>Changes in working capital:</b>  |  |                                      |                                      |
| <b>Adjustment for :</b>   |  |                                      |                                      |
| (Increase) / decrease in Trade receivables                                  | (49.59)                                | -                                    | -                                    |
| (Increase) / decrease in short term loans and advances                      | 80.17                                  | (82.75)                              | (1.25)                               |
| (Increase) / decrease in Other current assets                               | (11.52)                                | 3.35                                 | (20.03)                              |
| Increase / (decrease) in Trade payables                                     | 0.89                                   | (8.42)                               | (12.60)                              |
| Increase / (decrease) in Other current liabilities                          | 0.53                                   | -                                    | (5.40)                               |
| Increase / (decrease) in Short Term Provisions                              | 66.89                                  | 72.00                                | 4.80                                 |
| <b>CASH GENERATED FROM OPERATIONS</b>                                       | <b>446.58</b>                          | <b>203.74</b>                        | <b>61.74</b>                         |
| <b>Less : Direct Taxes paid</b>   | <b>100.89</b>                          | <b>50.32</b>                         | <b>6.50</b>                          |
| <b>Net cash flow generated from/(utilised in) operating activities (A)</b>  | <b>345.69</b>                          | <b>153.42</b>                        | <b>55.24</b>                         |
| <b>B. Cash flow from investing activities</b>                               |  |                                      |                                      |
| Purchase of Property, Plant and Equipment                                   | (392.58)                               | (145.13)                             | (10.62)                              |
| (Increase)/ Decrease in Non Current Investment                              | 149.90                                 | (150.40)                             | -                                    |
| (Increase)/ Decrease in Long Term Loan & Advances                           | (307.44)                               | (1.15)                               | -                                    |
| Interest on FD  | 7.43                                   | 4.46                                 | 7.62                                 |
| Interest on Loan & Advances   | 19.37                                  | -                                    | -                                    |
| Profit on sale of investment  | 75.00                                  | -                                    | -                                    |
| <b>Net cash flow utilised in investing activities (B)</b>                   | <b>(448.32)</b>                        | <b>(292.22)</b>                      | <b>(3.00)</b>                        |
| <b>C. Cash flow from financing activities</b>                               |  |                                      |                                      |
| Proceeds from Issue of Share Capital  | 0.60                                   | 6.15                                 | -                                    |
| Proceeds from Security Premium  | 282.36                                 | 240.93                               | -                                    |
| Proceeds/(Repayment) from Long Term Borrowings                              | (45.76)                                | 35.53                                | (6.74)                               |
| Proceeds/(Repayment) from Short Term Borrowings                             | (4.24)                                 | (0.97)                               | (40.66)                              |
| Finance Cost  | (5.43)                                 | (5.46)                               | (1.60)                               |
| <b>Net cash flow generated from/ (utilised in) financing activities (C)</b> | <b>227.52</b>                          | <b>276.17</b>                        | <b>(48.99)</b>                       |
| <b>Net (decrease)/ increase in cash &amp; cash equivalents (A+B+C)</b>      | <b>124.93</b>                          | <b>137.37</b>                        | <b>3.24</b>                          |
| Cash and cash equivalents at the beginning of the period/ year              | 196.87                                 | 59.50                                | 56.26                                |
| <b>Cash and cash equivalents at the end of the period/ year</b>             | <b>321.80</b>                          | <b>196.87</b>                        | <b>59.50</b>                         |
| <b>Cash and cash equivalents comprise:</b>                                  |  |                                      |                                      |
| Cash on hand  | 9.02                                   | 1.00                                 | 4.88                                 |
| Balances with banks in current accounts                                     | 98.58                                  | 183.19                               | 17.83                                |
| In Fixed Deposits with Bank   | 214.20                                 | 12.68                                | 36.79                                |
| <b>Total</b>  | <b>321.80</b>                          | <b>196.87</b>                        | <b>59.50</b>                         |

As per our report of even date attached

For SHAH TEELANI & ASSOCIATES

Chartered Accountants

Firm's Registration No: 0133549W

JINESH SHAH

Partner

M No. 141079

UDIN: 24141079BKMLN5122

Place: Ahmedabad

Date : 10-07-2024

For and on behalf of the Board of Directors

PRIYANK SAVANI

Chairman and  
Managing Director

DIN: 08562699

POOJA RAJAT SHAH

Company Secretary  
and Compliance officer

ANKUR LAKHANI

Whole Time Director

DIN: 08562760

ABHISHEK  
AMRUTLAL  
NAKRANI

Chief Financial officer

Place: Ahmedabad

Date : 10-07-2024

**M/S. IDENTIXWEB LIMITED**

CIN: U72100GJ2017PLC098473

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

**Annexure IV: Statement of Notes to Restated Financial Information**

**A. Background of the Company**

Identixweb Limited was incorporated on 28th July, 2017, under the provisions of the Companies Act, 2013. The company is engaged in the business of providing internet web-based applications, services and solutions, value added products and other business applications for export outside India

**B. Summary of significant accounting policies**

- (a) The financial statements has been prepared and presented under the historical cost convention on an accrual basis of accounting and comply with accounting standards prescribed under section 133 of Companies Act, 2013.

All assets and liabilities have been classified as current or non current as per company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of operations and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities

**(b) Basis of preparation of financial statements**

The company is a small and medium sized enterprise (SMC) as defined in Companies (Accounting Standards) Amendment Rules, 2021. Accordingly, Company has complied with the Accounting Standards in so far as they are applicable to a Small and Medium sized company. The Financial Statements are presented in Indian Rupees and all values are in Lakhs

**(c) Use of Estimates:**

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Estimates and underlying assumptions are reviewed on an ongoing basis.

**(d) Property, Plant and Equipment and Tangible Assets**

All the Property Plant and Equipment along with Tangible Assets are stated at their original cost, less accumulated depreciation and impairments, if any. Cost includes expenditure directly attributable to the acquisition and installation of the asset. Borrowing cost directly attributable to the construction or acquisition of qualifying the assets is capitalized. The cost of assets not ready to be put to use before the year- end is disclosed under capital work in progress.

**(e) Depreciation:**

Depreciation is provided on written down value method at the rate and in the manner prescribed in Schedule II to the Companies Act, 2013.

**(f) Investments:**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at the lower of cost and fair value. Long-term investments are carried at cost and provisions are recorded to recognize any decline, other than temporary, in the carrying value of each investment.

**M/S. IDENTIXWEB LIMITED**

CIN: U72100GJ2017PLC098473

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

**Annexure IV: Statement of Notes to Restated Financial Information**

**(g) Revenue recognition**

Revenue is recognized when consideration can be reasonably measured and there exists reasonable certainty of its recovery.

a.) Revenue from sale is recognized when the substantial risks and rewards of ownership are transferred to the buyer under the terms of the contract.

b.) Interest Income is recognized using the time-proportion method, based on rates implicit in the transaction.

**(h) Foreign Currency Transactions:**

1) Transactions in foreign currency are recorded at the original rates of exchange in force at the time transactions are effected.

2) Foreign currency denominated assets and liabilities are reported as follows:

a.) Monetary items are translated into rupees at the exchange rates prevailing at the balance sheet date. Non-Monetary items are carried at their historical rupee value.

b.) Any gain or loss on account of exchange difference either on settlement or on restatement is recognized in the Profit and Loss account.

**(i) Inventories**

Inventories are valued at cost or net realizable value, whichever is lower. Cost of Raw Material and Stores and Spares includes all cost incurred in bringing the inventory to the present location.

Cost of Finished/Semi Finished goods includes all cost incurred for conversion of raw material to finished goods.

**(j) Accounting For Taxes on Income:**

Income Tax:

Income taxes are accrued at the same period in which the related revenue and expenses arise. A provision is made for income tax annually based on the tax liability computed after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to is allowances or other matters is probable.

Deferred Tax:

Deferred Tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted. as on the Balance Sheet date.

**(k) Provision, Contingent Liabilities and Contingent Assets**

Provision/Contingent Liabilities is recognized if, as a result of a past event, the company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets neither recognized nor disclosed in the books of accounts.

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat  
395006

**Annexure IV: Statement of Notes to the Restated Financial Information**

**C. Restatement adjustments, Material regroupings and Non-adjusting items**

**(a) Impact of restatement adjustments**

Below mentioned is the summary of results of restatement adjustments made to the audited financial statements of the respective period/years and its impact on profits.

(₹ in Lakhs)

| Particulars  | As at          |                |                |
|--|----------------|----------------|----------------|
|  | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Profit after tax as per audited financial statements                 | 270.90         | 143.23         | 78.50          |
| <b>Adjustments to net profit as per audited financial statements</b> |                |                |                |
| Provision for Gratuity   | 13.41          | (4.47)         | (3.91)         |
| Provision for tax  | -              | -              | -              |
| Depreciation   | -              | -              | -              |
| Deferred Tax Expense   | (0.41)         | (1.09)         | 0.70           |
| <b>Total adjustments</b>   | <b>13.00</b>   | <b>(5.56)</b>  | <b>(3.21)</b>  |
| <b>Restated profit after tax for the period/ years</b>               | <b>283.90</b>  | <b>137.67</b>  | <b>75.30</b>   |

**Material Regrouping**

(₹ in Lakhs)

| Particulars   | As at           |                |                |
|---|-----------------|----------------|----------------|
|   | March 31, 2024  | March 31, 2023 | March 31, 2022 |
| <b>Reserve &amp; Surplus as per Books of Accounts</b> | 300.28          | 475.43         | 91.26          |
| Adjustment in Profit & Loss Accounts                  | 13.00           | (5.56)         | (3.21)         |
| Adjustment in opening Balance                         | (13.01)         | (7.45)         | (4.22)         |
| <b>Reserve &amp; Surplus as per Restated</b>          | <b>300.28</b>   | <b>462.43</b>  | <b>83.83</b>   |
| <b>Net Worth as per Books of Accounts</b>             | <b>1,036.45</b> | <b>482.59</b>  | <b>92.25</b>   |
| Adjustment in Profit & Loss Accounts                  | 13.00           | (5.56)         | (3.21)         |
| Adjustment in opening Balance                         | (13.01)         | (7.45)         | (4.22)         |
| <b>Net worth as per Restated</b>                      | <b>1,036.44</b> | <b>469.58</b>  | <b>84.82</b>   |

**Note:**

A positive figures represents addition and negative figures represents deletion in the corresponding head in the audited financial statements for respective reporting periods to arrive at the restated numbers.

**(b) Explanatory notes for the restatement adjustments**

- (i) In the audited financial statements for the year ended 31 March 2024, 31 March 2023 and 31 March 2022, the Company had not accounted for any transactions as prior period items. And accordingly, in the preparation of the Restated Financial Information, adjustment to the results of the respective year/s / period/s in respect of the the effect of prior period items do not arise / considered.

**(c) Material regrouping**

- i. With effect from April 1 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and presentation of its financial statements. Revised Schedule VI notified under the Companies Act, 1956 became applicable to the Company from April 1, 2012, for preparation and presentation of its financial statements. The adoption of Schedule III / Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. Further, there is no significant impact on the presentation and disclosures made in the financial statements on adoption of Schedule III as compared to Revised Schedule VI.
- ii. Appropriate adjustments have been made in the Restated Financial Information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company as at and for the year ended on 31 March 2024, 31 March 2023 and 31 March 2022 prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended).

- (d) There are no modifications in the auditor's report and statements/comments included in the Annexures to the Audit Report on the audited financial statements of the Company for the year ended on 31 March 2024, 31 March 2023 and 31 March 2022, which do not require any corrective adjustments in the Restated Standalone Financial Information.**

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

**Annexure - I.1**

**Restated Statement of Share Capital**

| Particulars                                 | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|---|-------------------------|-------------------------|-------------------------|
| <b>Authorised share capital</b>             |                         |                         |                         |
| Equity shares of ₹ 10 each                  |                         |                         |                         |
| - Number of shares                          | 10,000,000              | 1,000,000               | 10,000                  |
| - Amount in ₹ Lacs                          | 1,000.00                | 100.00                  | 1.00                    |
| <b>Issued, subscribed and fully paid up</b> |                         |                         |                         |
| Equity shares of ₹ 10 each issues at Par    |                         |                         |                         |
| - Number of shares                          | 7,361,550               | 71,523                  | 10,000                  |
| - Amount in ₹ Lacs                          | 736.16                  | 7.15                    | 1.00                    |
| <b>Total</b>                                | <b>736.16</b>           | <b>7.15</b>             | <b>1.00</b>             |

**Note: Terms & Conditions**

- The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.
- In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, After distribution of all preferential allotment.
- Authorised capital of the company was increased to Rs. 100 Lakhs during FY 2022-23 which was further increased to Rs. 1000.00 Lakhs during FY 2023-24
- Company has made preferential allotment of 3523 shares and 5967 shares during FY 2022-23 and FY 2023-24 respectively

**a) Reconciliation of equity share capital**

| Particulars  | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|--|-------------------------|-------------------------|-------------------------|
| <b>Balance at the beginning of the period/ year</b>            |                         |                         |                         |
| - Number of shares   | 71,523                  | 10,000                  | 10,000                  |
| - Amount INR in Lakh   | 7.15                    | 1.00                    | 1.00                    |
| <b>Add: Preferential Shares issued during the period/ year</b> |                         |                         |                         |
| - Number of shares   | 5,967                   | 3,523                   | -                       |
| - Amount INR in Lakh   | 0.60                    | 0.35                    | -                       |
| <b>Add: Right Shares issued during the period/ year</b>        |                         |                         |                         |
| - Number of shares   | -                       | 58,000                  | -                       |
| - Amount INR in Lakh   | -                       | 5.80                    | -                       |
| <b>Add: Bonus issued during the period/ year</b>               |                         |                         |                         |
| - Number of shares   | 7,284,060               | -                       | -                       |
| - Amount INR in Lakh   | 728.41                  | -                       | -                       |
| <b>Balance at the end of the period/ year</b>                  |                         |                         |                         |
| - Number of shares   | 7,361,550               | 71,523                  | 10,000                  |
| - Amount INR in Lakh   | 736.16                  | 7.15                    | 1.00                    |

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

**b) Shareholders holding more than 5% of the shares of the Company**

| Particulars                       | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|-----------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Equity shares of ₹ 10 each</b> |                         |                         |                         |
| Priyankumar Savani                |                         |                         |                         |
| - Number of shares                | 3,230,000               | 34,000                  | 5,000                   |
| - Percentage holding (%)          | 43.88%                  | 47.54%                  | 50.00%                  |
| Ankur Lakhani                     |                         |                         |                         |
| - Number of shares                | 3,230,000               | 34,000                  | 5,000                   |
| - Percentage holding (%)          | 43.88%                  | 47.54%                  | 50.00%                  |

**c) Shareholders holding Promoters of the Company**

| Particulars                                   | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|---|-------------------------|-------------------------|-------------------------|
| <b>Equity shares of ₹ 10 each</b>             |                         |                         |                         |
| Priyankumar Savani (Promoter)                 |                         |                         |                         |
| - Number of shares                            | 3,230,000               | 34,000                  | 5,000                   |
| - Percentage holding (%)                      | 43.88%                  | 47.54%                  | 50.00%                  |
| Hiral Ankurbhai Lakhani (Promoter)            |                         |                         |                         |
| - Number of shares                            | 9,025                   | -                       | -                       |
| - Percentage holding (%)                      | 0.12%                   | 0.00%                   | 0.00%                   |
| Ankur Lakhani (Promoter)                      |                         |                         |                         |
| - Number of shares                            | 3,230,000               | 34,000                  | 5,000                   |
| - Percentage holding (%)                      | 43.88%                  | 47.54%                  | 50.00%                  |
| Jivrajbhai Dhanjibhai Savani (Promoter Group) |                         |                         |                         |
| - Number of shares                            | 7,980                   | -                       | -                       |
| - Percentage holding (%)                      | 0.11%                   | 0.00%                   | 0.00%                   |
| Hansaben Jivrajbhai Savani (Promoter Group)   |                         |                         |                         |
| - Number of shares                            | 7,980                   | -                       | -                       |
| - Percentage holding (%)                      | 0.11%                   | 0.00%                   | 0.00%                   |
| Jagdishbhai Hirabhai Lakhani (Promoter Group) |                         |                         |                         |
| - Number of shares                            | 7,980                   | -                       | -                       |
| - Percentage holding (%)                      | 0.11%                   | 0.00%                   | 0.00%                   |
| Nikunjbhai Jivrajbhai Savani (Promoter Group) |                         |                         |                         |
| - Number of shares                            | 10,070                  | -                       | -                       |
| - Percentage holding (%)                      | 0.14%                   | 0.00%                   | 0.00%                   |
| Dipali Priyankumar Savani (Promoter Group)    |                         |                         |                         |
| - Number of shares                            | 9,975                   | -                       | -                       |
| - Percentage holding (%)                      | 0.14%                   | 0.00%                   | 0.00%                   |
| Jalpaben Pareshbhai Lakhani (Promoter Group)  |                         |                         |                         |
| - Number of shares                            | 7,980                   | -                       | -                       |
| - Percentage holding (%)                      | 0.11%                   | 0.00%                   | 0.00%                   |
| Nilam Nikunjbhai Savani (Promoter Group)      |                         |                         |                         |
| - Number of shares                            | 5,985                   | -                       | -                       |
| - Percentage holding (%)                      | 0.08%                   | 0.00%                   | 0.00%                   |

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|   |        |       |       |
|---|--------|-------|-------|
| Pareshbhai Jagdishbhai Lakhani (Promoter Group)     |        |       |       |
| - Number of shares                                  | 10,070 | -     | -     |
| - Percentage holding (%)                            | 0.14%  | 0.00% | 0.00% |
| Jivrajbhai Dhanjibhai Savani HUF (Promoter Group)   |        |       |       |
| - Number of shares                                  | 5,985  | -     | -     |
| - Percentage holding (%)                            | 0.08%  | 0.00% | 0.00% |
| Jagdishbhai Hirabhai Lakhani HUF (Promoter Group)   |        |       |       |
| - Number of shares                                  | 5,985  | -     | -     |
| - Percentage holding (%)                            | 0.08%  | 0.00% | 0.00% |
| Ankur Jagdishbhai Lakhani HUF (Promoter Group)      |        |       |       |
| - Number of shares                                  | 7,980  | -     | -     |
| - Percentage holding (%)                            | 0.11%  | 0.00% | 0.00% |
| Nikunjibhai Jivrajbhai Savani HUF (Promoter Group)  |        |       |       |
| - Number of shares                                  | 5,985  | -     | -     |
| - Percentage holding (%)                            | 0.08%  | 0.00% | 0.00% |
| Pareshbhai Jagdishbhai Lakhani HUF (Promoter Group) |        |       |       |
| - Number of shares                                  | 5,985  | -     | -     |
| - Percentage holding (%)                            | 0.08%  | 0.00% | 0.00% |
| Priyankumar Jivrajbhai Savani HUF (Promoter Group)  |        |       |       |
| - Number of shares                                  | 7,980  | -     | -     |
| - Percentage holding (%)                            | 0.11%  | 0.00% | 0.00% |

**% Change during the period:** During the period there is (10.66%) change in Promoter's share holding.

**d) Rights, preferences and restrictions attached to equity shares**

- Board of directors of the company have approved in their meeting held on April 13, 2022 issuance of 58000 right shares @ Rs. 138. All right shares were subscribed by the existing shareholders.

**e) Bonus Shares/Buy Back/Shares for consideration other than cash issues during the past five years**

- Board of directors of the company have approved in their meeting held on October 09, 2023 issuance of 72,84,060 bonus shares in ratio of 94:1 i.e. for every 1 equity share held, 94 bonus equity share will be issued. This Bonus Issue was already been approved by members of company in the annual general meeting held on September 30, 2023

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**Annexure - I.2**

**Restated Statement of Reserves And Surplus**

(₹ in Lakhs)

| Particulars                    | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|--------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Reserve and Surplus</b>     |                         |                         |                         |
| <b>Security Premium</b>        |                         |                         |                         |
| Opening Balance                | 240.94                  | -                       | -                       |
| Adding during the year         | 282.36                  | 240.94                  | -                       |
| Less : Bonus Issue             | 523.30                  | -                       | -                       |
|                                | -                       | <b>240.94</b>           | -                       |
| <b>Profit and Loss Account</b> |                         |                         |                         |
| Opening Balance                | 221.49                  | 83.82                   | 8.52                    |
| Add : Profit for the Year      | 283.90                  | 137.67                  | 75.30                   |
| Less : Bonus Issue             | 205.10                  | -                       | -                       |
| <b>Closing Balance</b>         | <b>300.29</b>           | <b>221.49</b>           | <b>83.82</b>            |
| <b>Total</b>                   | <b>300.29</b>           | <b>462.43</b>           | <b>83.82</b>            |



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**Annexure - I.3****Restated Statement of Long Term & Short term Borrowings****(₹ in Lakhs)**

| Particulars                                    | As At<br>March 31, 2024 |            | As at<br>March 31, 2023 |             | As at<br>March 31, 2022 |             |
|--|-------------------------|------------|-------------------------|-------------|-------------------------|-------------|
|  | Long-term               | Short-term | Long-term               | Short-term  | Long-term               | Short-term  |
| <b><u>Secured</u></b>                          |                         |            |                         |             |                         |             |
| (a) Term loans                                 |                         |            |                         |             |                         |             |
| Vehicle Loans from Bank/Financial Institutions | -                       | -          | 5.76                    | -           | 10.23                   | -           |
| Current Maturity of Long Term Debt             | -                       | -          | -                       | 4.24        | -                       | 5.21        |
| (b) Loans Repayable on demand                  |                         |            |                         |             |                         |             |
|  | -                       | -          | 5.76                    | 4.24        | 10.23                   | 5.21        |
| <b><u>Unsecured</u></b>                        |                         |            |                         |             |                         |             |
| (a) Loans from Directors                       |                         |            |                         |             |                         |             |
|  | -                       | -          | 40.00                   | -           | -                       | -           |
|  | -                       | -          | 40.00                   | -           | -                       | -           |
| <b>TOTAL</b>                                   | <b>-</b>                | <b>-</b>   | <b>45.76</b>            | <b>4.24</b> | <b>10.23</b>            | <b>5.21</b> |

**Note I.3.1 Additional information to secured Long term Borrowings**

The Non-current portion of term loans are shown under long term borrowings and the current maturities of the long term borrowings are shown under other current liabilities as per disclosure requirements of the schedule III of the companies Act, 2013

**Term loan from Bank:**

| Lender                                      | Nature of Loan | Sanctioned Amount<br>(Rs. In Lakhs) | Outstanding as on<br>31/03/2024 (Rs. In<br>Lakhs) | Rate of Interest | Period of Repayment | Collateral Security |
|---|----------------|-------------------------------------|---|------------------|---------------------|---------------------|
| <b><u>Secured - Long Term Borrowing</u></b> |                |                                     |   |                  |                     |                     |
| BOB Car Loan                                | Term Loan      | 11.50                               | -   | 7.65%            | 66 months           | -                   |
| ICICI Car Loan                              | Term Loan      | 14.57                               | -   | 8.21%            | 60 months           | -                   |
| <b>Total</b>                                |                | 26.07                               | -   |                  |                     |                     |

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**Annexure - I.4**

**Restated Statement of Deferred Tax Liability**

(₹ in Lakhs)

| Particulars  | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|--|-------------------------|-------------------------|-------------------------|
| Timing Difference existing as at the beginning of the year                     | 1.46                    | 5.37                    | 2.83                    |
| <b><u>D.T. L. on Account of</u></b>  |                         |                         |                         |
| > Extra depreciation claimed under income tax act as compared to companies act | -                       | -                       | -                       |
| <b><u>D.T. A. on Account of</u></b>  |                         |                         |                         |
| > Less depreciation claimed under income tax act as compared to companies act  | (0.41)                  | (1.49)                  | (0.79)                  |
| Timing Difference existing as at the end Of the year                           | 32.86                   | 1.46                    | 5.37                    |
| <b>Total DTL/ (DTA) as at year end</b>   | <b>(9.14)</b>           | <b>(0.41)</b>           | <b>(1.49)</b>           |
| Less: Already existing   | (0.41)                  | (1.49)                  | (0.79)                  |
| <b>Extra provision to be made during the year</b>                              | <b>(8.74)</b>           | <b>1.09</b>             | <b>(0.70)</b>           |

**Annexure - I.5**

**Restated Statement of Trade Payable**

(₹ in Lakhs)

| Particulars  | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|--|-------------------------|-------------------------|-------------------------|
| Dues of micro and small enterprises (refer note below) | -                       | -                       | 8.42                    |
| Dues other than micro and small enterprises            | 0.89                    | -                       | -                       |
| <b>Total</b>   | <b>0.89</b>             | <b>-</b>                | <b>8.42</b>             |

Note: Under the Micro, Small & Medium Enterprises Development Act, 2006 which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small & Medium Enterprises. The Company is in the process of compiling relevant information from its customers about their coverage under the said Act. Since the relevant information is not readily available, no disclosures have been made in the accounts. This has been relied upon by the auditors. Management believes that the figures for disclosures, if any, will not be significant.

**(a) Ageing schedule:**

**Balance as at 31st March, 2024**

(₹ in Lakhs)

| Particulars                 | Not Due /<br>Less than 1 year | 1-2 years | 2-3 years |
|-----------------------------|-------------------------------|-----------|-----------|
| (i) MSME                    | -                             | -         | -         |
| (ii) Others                 | 0.89                          | -         | -         |
| (iii) Disputed dues - MSME  | -                             | -         | -         |
| (iv) Disputed dues - Others | -                             | -         | -         |
| <b>Total</b>                | <b>0.89</b>                   | <b>-</b>  | <b>-</b>  |

**Balance as at 31st March, 2023**

(₹ in Lakhs)

| Particulars                 | Not Due /<br>Less than 1 year | 1-2 years | 2-3 years |
|-----------------------------|-------------------------------|-----------|-----------|
| (i) MSME                    | -                             | -         | -         |
| (ii) Others                 | -                             | -         | -         |
| (iii) Disputed dues - MSME  | -                             | -         | -         |
| (iv) Disputed dues - Others | -                             | -         | -         |
| <b>Total</b>                | <b>-</b>                      | <b>-</b>  | <b>-</b>  |

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**Balance as at 31st March, 2022**

**(₹ in Lakhs)**

| Particulars                 | Not Due /<br>Less than 1 year | 1-2 years | 2-3 years |
|-----------------------------|-------------------------------|-----------|-----------|
| (i) MSME                    | 8.42                          | -         | -         |
| (ii) Others                 | -                             | -         | -         |
| (iii) Disputed dues - MSME  | -                             | -         | -         |
| (iv) Disputed dues - Others | -                             | -         | -         |
| <b>Total</b>                | <b>8.42</b>                   | <b>-</b>  | <b>-</b>  |

**(b) Dues payable to Micro and Small Enterprises:**

**(₹ in Lakhs)**

| Particulars   | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|---|-------------------------|-------------------------|-------------------------|
| Principal amount remaining unpaid to any supplier as at the year end  | -                       | -                       | 8.42                    |
| Interest due on the above mention principal amount remaining unpaid to any supplier as at the year end  | -                       | -                       | -                       |
| Amount of the interest paid by the Company in terms of Section 16 of MSMED Act, 2006  | -                       | -                       | -                       |
| Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act  | -                       | -                       | -                       |
| Amount of interest accrued and remainig unpaid at the end of the accounting year  | -                       | -                       | -                       |
| Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006. | -                       | -                       | -                       |

**Annexure - I.6**

**Restated Statement of Other Current Liabilities**

**(₹ in Lakhs)**

| Particulars            | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|------------------------|-------------------------|-------------------------|-------------------------|
| Advance from customers | 0.53                    | -                       | -                       |
| <b>Total</b>           | <b>0.53</b>             | <b>-</b>                | <b>-</b>                |

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**Annexure - I.7**

**Restated Statement of Provisions**

**(₹ in Lakhs)**

| Particulars                      | As At<br>March 31, 2024 |               | As At<br>March 31, 2023 |              | As At<br>March 31, 2022 |              |
|----------------------------------|-------------------------|---------------|-------------------------|--------------|-------------------------|--------------|
|                                  | Long-term               | Short-term    | Long-term               | Short-term   | Long-term               | Short-term   |
| Provision for Gratuity           | 12.35                   | 0.23          | 13.16                   | 0.25         | 8.77                    | 0.16         |
| Provision for Wages and Salaries | -                       | 30.06         | -                       | 31.35        | -                       | 3.00         |
| Provision for PF                 | -                       | 1.13          | -                       | -            | -                       | -            |
| Professional Charges Payable     | -                       | 0.60          | -                       | -            | -                       | -            |
| TDS Payable                      | -                       | 16.00         | -                       | 0.47         | -                       | 0.18         |
| Interest on TDS Payable          | -                       | 0.06          | -                       | -            | -                       | -            |
| Income Tax Payable               | -                       | 100.89        | -                       | 50.32        | -                       | 6.50         |
| Professional Tax Payable         | -                       | 0.10          | -                       | 0.14         | -                       | 0.10         |
| ESIC Payable                     | -                       | 0.08          | -                       | -            | -                       | -            |
| Provision for Audit Fees         | -                       | 0.50          | -                       | 0.25         | -                       | 0.75         |
| <b>Total</b>                     | <b>12.35</b>            | <b>149.65</b> | <b>13.16</b>            | <b>82.77</b> | <b>8.77</b>             | <b>10.70</b> |

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Annexure - I.8

Restated Statement of Property Plant & Equipment

(₹ in Lakhs)

| Tangible assets (Owned for own use)           | GROSS BLOCK                 |               |          |                              | DEPRECIATION / AMORTISATION |                                  |  |                              | NET BLOCK                    |                             |
|---|-----------------------------|---------------|----------|------------------------------|-----------------------------|----------------------------------|--|------------------------------|------------------------------|-----------------------------|
|   | Balance as at April 1, 2023 | Addition      | Disposal | Balance as at March 31, 2024 | Balance as at April 1, 2023 | Eliminated On Disposal Of Assets | Depriciation /Amortisation Expenditure Of The Period | Balance as at March 31, 2024 | Balance as at March 31, 2024 | Balance as at March31, 2023 |
| <b>i) Tangible Assets</b>                     |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Computer & Peripherals                        | 89.10                       | 16.54         | -        | 105.64                       | 20.93                       | -                                | 51.23  | 72.16                        | 33.48                        | 68.17                       |
| Air Conditioner                               | 6.86                        | -             | -        | 6.86                         | 2.43                        | -                                | 1.15   | 3.58                         | 3.28                         | 4.43                        |
| Furniture & Fixtures                          | 67.13                       | 77.42         | -        | 144.55                       | 8.01                        | -                                | 16.01  | 24.02                        | 120.54                       | 59.13                       |
| CCTV Camera                                   | 3.66                        | -             | -        | 3.66                         | 0.82                        | -                                | 0.74   | 1.56                         | 2.11                         | 2.85                        |
| Vehicles                                      | 33.00                       | -             | -        | 33.00                        | 20.13                       | -                                | 4.02   | 24.15                        | 8.85                         | 12.87                       |
| Mobile  | 1.70                        | -             | -        | 1.70                         | 0.77                        | -                                | 0.24   | 1.01                         | 0.69                         | 0.93                        |
| Office equipment                              | 1.49                        | 5.21          | -        | 6.70                         | 0.45                        | -                                | 0.49   | 0.94                         | 5.75                         | 1.04                        |
| <b>Sub Total (A)</b>                          | <b>202.94</b>               | <b>99.17</b>  | <b>-</b> | <b>302.11</b>                | <b>53.53</b>                | <b>-</b>                         | <b>73.88</b>   | <b>127.41</b>                | <b>174.70</b>                | <b>149.41</b>               |
| <b>ii) Intangible Assets</b>                  |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Computer Software                             | 12.13                       | -             | -        | 12.13                        | 1.89                        | -                                | 6.47   | 8.36                         | 3.77                         | 10.24                       |
| <b>Sub Total (B)</b>                          | <b>12.13</b>                | <b>-</b>      | <b>-</b> | <b>12.13</b>                 | <b>1.89</b>                 | <b>-</b>                         | <b>6.47</b>  | <b>8.36</b>                  | <b>3.77</b>                  | <b>10.24</b>                |
| <b>iii) Capital Work in Progress</b>          |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
|   | -                           | -             | -        | -                            | -                           | -                                | -  | -                            | -                            | -                           |
| <b>Sub Total (C)</b>                          | <b>-</b>                    | <b>-</b>      | <b>-</b> | <b>-</b>                     | <b>-</b>                    | <b>-</b>                         | <b>-</b>   | <b>-</b>                     | <b>-</b>                     | <b>-</b>                    |
| <b>iv) Intangible Asset under Development</b> |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Rate by Zipcode                               | -                           | 106.01        | -        | 106.01                       | -                           | -                                | -  | -                            | 106.01                       | -                           |
| Order Printer PDF                             | -                           | 98.23         | -        | 98.23                        | -                           | -                                | -  | -                            | 98.23                        | -                           |
| Hide Payment & Shipping Iweb                  | -                           | 89.17         | -        | 89.17                        | -                           | -                                | -  | -                            | 89.17                        | -                           |
| <b>Sub Total (D)</b>                          | <b>-</b>                    | <b>293.41</b> | <b>-</b> | <b>293.41</b>                | <b>-</b>                    | <b>-</b>                         | <b>-</b>   | <b>-</b>                     | <b>293.41</b>                | <b>-</b>                    |
| <b>Total (A + B + C + D)</b>                  | <b>215.07</b>               | <b>392.58</b> | <b>-</b> | <b>607.65</b>                | <b>55.42</b>                | <b>-</b>                         | <b>80.35</b>   | <b>135.77</b>                | <b>471.88</b>                | <b>159.65</b>               |
| <b>Previous Year Total</b>                    | <b>69.94</b>                | <b>145.13</b> | <b>-</b> | <b>215.07</b>                | <b>30.41</b>                | <b>-</b>                         | <b>25.01</b>   | <b>55.42</b>                 | <b>159.65</b>                | <b>39.53</b>                |

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(₹ in Lakhs)

| Tangible assets (Owned for own use)  | GROSS BLOCK                 |               |          |                              | DEPRECIATION / AMORTISATION |                                  |  |                              | NET BLOCK                    |                             |
|--------------------------------------|-----------------------------|---------------|----------|------------------------------|-----------------------------|----------------------------------|--|------------------------------|------------------------------|-----------------------------|
|                                      | Balance as at April 1, 2022 | Addition      | Disposal | Balance as at March 31, 2023 | Balance as at April 1, 2022 | Eliminated On Disposal Of Assets | Depreciation /Amortisation Expenditure Of The Period | Balance as at March 31, 2023 | Balance as at March 31, 2023 | Balance as at March31, 2022 |
| <b>i) Tangible Assets</b>            |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Computer & Peripherals               | 17.13                       | 71.97         | -        | 89.10                        | 9.37                        | -                                | 11.56  | 20.93                        | 68.17                        | 7.76                        |
| Air Conditioner                      | 4.74                        | 2.12          | -        | 6.86                         | 1.38                        | -                                | 1.05   | 2.43                         | 4.43                         | 3.36                        |
| Furniture & Fixtures                 | 9.88                        | 57.25         | -        | 67.13                        | 2.83                        | -                                | 5.17   | 8.01                         | 59.13                        | 7.05                        |
| CCTV Camera                          | 2.00                        | 1.66          | -        | 3.66                         | 0.59                        | -                                | 0.23   | 0.82                         | 2.85                         | 1.41                        |
| Vehicles                             | 33.00                       | -             | -        | 33.00                        | 15.57                       | -                                | 4.56   | 20.13                        | 12.87                        | 17.43                       |
| Mobile                               | 1.70                        | -             | -        | 1.70                         | 0.51                        | -                                | 0.26   | 0.77                         | 0.93                         | 1.19                        |
| Office equipment                     | 1.49                        | -             | -        | 1.49                         | 0.16                        | -                                | 0.29   | 0.45                         | 1.04                         | 1.33                        |
| <b>Sub Total (A)</b>                 | <b>69.94</b>                | <b>133.00</b> | <b>-</b> | <b>202.94</b>                | <b>30.41</b>                | <b>-</b>                         | <b>23.12</b>   | <b>53.53</b>                 | <b>149.41</b>                | <b>39.53</b>                |
| <b>ii) Intangible Assets</b>         |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Computer Software                    | -                           | 12.13         | -        | 12.13                        | -                           | -                                | 1.89   | 1.89                         | 10.24                        | -                           |
| <b>Sub Total (B)</b>                 | <b>-</b>                    | <b>12.13</b>  | <b>-</b> | <b>12.13</b>                 | <b>-</b>                    | <b>-</b>                         | <b>1.89</b>  | <b>1.89</b>                  | <b>10.24</b>                 | <b>-</b>                    |
| <b>iii) Capital Work in Progress</b> |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Building                             | -                           | -             | -        | -                            | -                           | -                                | -  | -                            | -                            | -                           |
| Plant & Machinery                    | -                           | -             | -        | -                            | -                           | -                                | -  | -                            | -                            | -                           |
| <b>Sub Total (C)</b>                 | <b>-</b>                    | <b>-</b>      | <b>-</b> | <b>-</b>                     | <b>-</b>                    | <b>-</b>                         | <b>-</b>   | <b>-</b>                     | <b>-</b>                     | <b>-</b>                    |
| <b>Total (A + B + C)</b>             | <b>69.94</b>                | <b>145.13</b> | <b>-</b> | <b>215.07</b>                | <b>30.41</b>                | <b>-</b>                         | <b>25.01</b>   | <b>55.42</b>                 | <b>159.65</b>                | <b>39.53</b>                |
| <b>Previous Year Total</b>           | <b>59.32</b>                | <b>10.62</b>  | <b>-</b> | <b>69.94</b>                 | <b>13.17</b>                | <b>-</b>                         | <b>17.24</b>   | <b>30.41</b>                 | <b>39.53</b>                 | <b>46.15</b>                |

M/S. IDENTIXWEB LIMITED

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(₹ in Lakhs)

| Tangible assets (Owned for own use)  | GROSS BLOCK                 |              |          | DEPRECIATION / AMORTISATION  |                             |                                  |  | NET BLOCK                    |                             |                             |
|--------------------------------------|-----------------------------|--------------|----------|------------------------------|-----------------------------|----------------------------------|--|------------------------------|-----------------------------|-----------------------------|
|                                      | Balance as at April 1, 2021 | Addition     | Disposal | Balance as at March 31, 2022 | Balance as at April 1, 2021 | Eliminated On Disposal Of Assets | Depriciation /Amortisation Expenditure Of The Period | Balance as at March 31, 2022 | Balance as at March31, 2022 | Balance as at March31, 2021 |
| <b>i) Tangible Assets</b>            |                             |              |          |                              |                             |                                  |  |                              |                             |                             |
| Computer & Peripherals               | 9.63                        | 7.50         | -        | 17.13                        | 4.43                        | -                                | 4.94   | 9.37                         | 7.76                        | 5.20                        |
| Air Conditioner                      | 3.87                        | 0.87         | -        | 4.74                         | 0.33                        | -                                | 1.05   | 1.38                         | 3.36                        | 3.54                        |
| Furniture & Fixtures                 | 9.12                        | 0.76         | -        | 9.88                         | 0.56                        | -                                | 2.27   | 2.83                         | 7.05                        | 8.56                        |
| CCTV Camera                          | 2.00                        | -            | -        | 2.00                         | 0.09                        | -                                | 0.49   | 0.59                         | 1.41                        | 1.91                        |
| Vehicles                             | 33.00                       | -            | -        | 33.00                        | 7.65                        | -                                | 7.92   | 15.57                        | 17.43                       | 25.35                       |
| Mobile                               | 1.70                        | -            | -        | 1.70                         | 0.10                        | -                                | 0.41   | 0.51                         | 1.19                        | 1.60                        |
| Office Equipment                     | -                           | 1.49         | -        | 1.49                         | -                           | -                                | 0.16   | 0.16                         | 1.33                        | -                           |
| <b>Sub Total (A)</b>                 | <b>59.32</b>                | <b>10.62</b> | <b>-</b> | <b>69.94</b>                 | <b>13.17</b>                | <b>-</b>                         | <b>17.24</b>   | <b>30.41</b>                 | <b>39.53</b>                | <b>46.15</b>                |
| <b>ii) Intangible Assets</b>         |                             |              |          |                              |                             |                                  |  |                              |                             |                             |
| Computer Software                    |                             |              |          |                              |                             |                                  |  |                              |                             |                             |
| <b>Sub Total (B)</b>                 | <b>-</b>                    | <b>-</b>     | <b>-</b> | <b>-</b>                     | <b>-</b>                    | <b>-</b>                         | <b>-</b>   | <b>-</b>                     | <b>-</b>                    | <b>-</b>                    |
| <b>iii) Capital Work in Progress</b> |                             |              |          |                              |                             |                                  |  |                              |                             |                             |
| Building                             | -                           | -            | -        | -                            | -                           | -                                | -  | -                            | -                           | -                           |
| Plant & Machinery                    | -                           | -            | -        | -                            | -                           | -                                | -  | -                            | -                           | -                           |
| <b>Sub Total (C)</b>                 | <b>-</b>                    | <b>-</b>     | <b>-</b> | <b>-</b>                     | <b>-</b>                    | <b>-</b>                         | <b>-</b>   | <b>-</b>                     | <b>-</b>                    | <b>-</b>                    |
| <b>Total (A + B + C)</b>             | <b>59.32</b>                | <b>10.62</b> | <b>-</b> | <b>69.94</b>                 | <b>13.17</b>                | <b>-</b>                         | <b>17.24</b>   | <b>30.41</b>                 | <b>39.53</b>                | <b>46.15</b>                |
| <b>Previous Year Total</b>           | <b>5.05</b>                 | <b>54.26</b> | <b>-</b> | <b>59.32</b>                 | <b>0.64</b>                 |                                  | <b>12.53</b>   | <b>13.17</b>                 | <b>46.15</b>                | <b>4.41</b>                 |

**M/S. IDENTIXWEB LIMITED**  
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**Annexure - I.9**

**Restated Statement of Non-Current Investments**

(₹ in Lakhs)

| Particulars   | As At<br>March 31, 2024 |            | As At<br>March 31, 2023 |            | As At<br>March 31, 2022 |            |
|---|-------------------------|------------|-------------------------|------------|-------------------------|------------|
|   | Long-term               | Short-term | Long-term               | Short-term | Long-term               | Short-term |
| <b>Unquoted Investments:</b>  |                         |            |                         |            |                         |            |
| <b>Investments in Equity Instruments of private company</b>   |                         |            |                         |            |                         |            |
| 5001 Equity Shares of Munim Erp Private Limited -(Fully Paidup) of Rs 10 each (earlier 4000 shares) | 0.50                    | -          | 0.40                    | -          | -                       | -          |
| <b>Investment in Others</b>   |                         |            |                         |            |                         |            |
| 30000 Complusory Convertible Debenture of Speciality Medicines Private Limited of Rs 500 each       | -                       | -          | 150.00                  | -          | -                       | -          |
| <b>Total</b>  | <b>0.50</b>             | <b>-</b>   | <b>150.40</b>           | <b>-</b>   | <b>-</b>                | <b>-</b>   |

**Investment in Munim ERP Private Limited**

- The company M/s. Munim ERP Private Limited was incorporated on 08/06/2022 (FY 2022-23) with the share capital of 10,000 shares with face value of Rs. 10/- each. Out of which 4000 shares (40% stake) were acquired by M/s. Identixweb Limited. And remaining 6000 shares were subscribed by Mr. Ajay Savani.

- The company further acquired 1001 shares (stake increased to 50.01%) in FY 2023-24 in Munim ERP Private Limited from Mr. Ajay Savani. The acquisition has been made at the face value of the shares, and no consideration has been given to the shareholders at market value or the fair value of the shares at the time of acquisition. This approach is consistent with the company's policy on investments in subsidiaries.

**Investment in Identixweb LLC**

- The company has incorporated M/s. Identixweb LLC, being a wholly owned subsidiary in Delaware, USA. In this case, the subsidiary has been incorporated without any cash transaction. The control has been achieved through other means, such as contractual agreements or other arrangements that confer control to the company.

| Particulars                              | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|--|-------------------------|-------------------------|-------------------------|
| Aggregate Amount of quoted investments   | -                       | -                       | -                       |
| Market Value of quoted investments       | -                       | -                       | -                       |
| Aggregate Amount of unquoted investments | 0.50                    | 150.40                  | -                       |
| Market Value of quoted investments       | -                       | -                       | -                       |

**Annexure - I.10**

**Restated Statement of Non Current Asset**

(₹ in Lakhs)

| Particulars  | As At<br>March 31, 2024 |          | As At<br>March 31, 2023 |          | As At<br>March 31, 2022 |          |
|--------------|-------------------------|----------|-------------------------|----------|-------------------------|----------|
|              | Amt                     | Amt      | Amt                     | Amt      | Amt                     | Amt      |
|              | -                       | -        | -                       | -        | -                       | -        |
| <b>Total</b> | <b>-</b>                | <b>-</b> | <b>-</b>                | <b>-</b> | <b>-</b>                | <b>-</b> |

**Annexure - I.11**

**Restated Statement of Inventories (Valued at Cost or NRV which ever is lower)**

(₹ in Lakhs)

| Particulars  | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|--------------|-------------------------|-------------------------|-------------------------|
|              | Amt                     | Amt                     | Amt                     |
|              | -                       | -                       | -                       |
| <b>Total</b> | <b>-</b>                | <b>-</b>                | <b>-</b>                |

**Annexure - I.12**

**Restated Statement of Trade receivables**

(₹ in Lakhs)

| Particulars   | As At<br>March 31, 2024 | As At<br>March 31, 2023 | As At<br>March 31, 2022 |
|---|-------------------------|-------------------------|-------------------------|
|   | Amt                     | Amt                     | Amt                     |
| (i) Undisputed Trade receivables — considered good      | 49.59                   | -                       | -                       |
| (ii) Undisputed Trade Receivables — considered doubtful | -                       | -                       | -                       |
| (iii) Disputed Trade Receivables considered good        | -                       | -                       | -                       |
| (iv) Disputed Trade Receivables considered doubtful     | -                       | -                       | -                       |
| <b>Total</b>  | <b>49.59</b>            | <b>-</b>                | <b>-</b>                |

**Annexure 12.1: Restated Statement of Ageing Schedule**

**Trade receivables as March 31,2024**

(₹ in Lakhs)

| Particulars   | Outstanding for following periods from due date of payment |                  |           |           |                   | Total |
|---|--|------------------|-----------|-----------|-------------------|-------|
|   | Less than 6 months   | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years |       |
| (i) Undisputed Trade receivables — considered good      | -  | 49.59            | -         | -         | -                 | 49.59 |
| (ii) Undisputed Trade Receivables — considered doubtful | -  | -                | -         | -         | -                 | -     |
| (iii) Disputed Trade Receivables considered good        | -  | -                | -         | -         | -                 | -     |
| (iv) Disputed Trade Receivables considered doubtful     | -  | -                | -         | -         | -                 | -     |

**Trade receivables as March 31, 2023**

(₹ in Lakhs)

| Particulars   | Outstanding for following periods from due date of payment |                  |           |           |                   | Total |
|---|--|------------------|-----------|-----------|-------------------|-------|
|   | Less than 6 months   | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years |       |
| (i) Undisputed Trade receivables — considered good      | -  | -                | -         | -         | -                 | -     |
| (ii) Undisputed Trade Receivables — considered doubtful | -  | -                | -         | -         | -                 | -     |
| (iii) Disputed Trade Receivables considered good        | -  | -                | -         | -         | -                 | -     |
| (iv) Disputed Trade Receivables considered doubtful     | -  | -                | -         | -         | -                 | -     |

**Trade receivables as March 31, 2022**

(₹ in Lakhs)

| Outstanding for following periods from due date of payment |  |  |  |  |  |  |
|--|--|--|--|--|--|--|
|--|--|--|--|--|--|--|



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| Particulars   | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|--------------------|------------------|-----------|-----------|-------------------|-------|
| (i) Undisputed Trade receivables — considered good      | -                  | -                | -         | -         | -                 | -     |
| (ii) Undisputed Trade Receivables — considered doubtful | -                  | -                | -         | -         | -                 | -     |
| (iii) Disputed Trade Receivables considered good        | -                  | -                | -         | -         | -                 | -     |
| (iv) Disputed Trade Receivables considered doubtful     | -                  | -                | -         | -         | -                 | -     |

**M/S. IDENTIXWEB LIMITED**

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**Annexure - I.13**

**Restated Statement of Cash and Bank Balance**

(₹ in Lakhs)

| Particulars                      | As At<br>March 31, 2024 |               | As At<br>March 31, 2023 |               | As At<br>March 31, 2022 |              |
|----------------------------------|-------------------------|---------------|-------------------------|---------------|-------------------------|--------------|
|                                  | Amt                     |               | Amt                     |               | Amt                     |              |
| <b>Cash and cash equivalents</b> |                         |               |                         |               |                         |              |
| Cash on hand                     |                         | 9.02          |                         | 1.00          |                         | 4.88         |
| <b>Balances with banks</b>       |                         |               |                         |               |                         |              |
| - in current accounts            |                         | 98.58         |                         | 183.19        |                         | 17.83        |
| - in Fixed Deposits with Bank    |                         | 214.20        |                         | 12.68         |                         | 36.79        |
| more than 3 upto 12 months       |                         |               |                         |               |                         |              |
| more than 12 months              |                         |               |                         |               |                         |              |
| held against BGs                 |                         |               |                         |               |                         |              |
| <b>Total</b>                     |                         | <b>321.80</b> |                         | <b>196.87</b> |                         | <b>59.50</b> |

**Annexure - I.14**

**Restated Statement of Loans And Advances**

(₹ in Lakhs)

| Particulars                      | As At<br>March 31, 2024 |             | As At<br>March 31, 2023 |              | As At<br>March 31, 2022 |             |
|----------------------------------|-------------------------|-------------|-------------------------|--------------|-------------------------|-------------|
|                                  | Long-term               | Short-term  | Long-term               | Short-term   | Long-term               | Short-term  |
| <b>Unsecured Considered Good</b> |                         |             |                         |              |                         |             |
| Loans to Employees               | -                       | 3.02        | -                       | 2.00         | -                       | 2.95        |
| Loans to Others                  | -                       | 2.72        | -                       | 0.21         | -                       | 0.21        |
| Loan to Subsidiary               | 296.64                  | -           | -                       | 83.70        | -                       | -           |
| Office Deposit                   | 11.95                   | -           | 1.15                    | -            | -                       | -           |
| <b>Total</b>                     | <b>308.59</b>           | <b>5.74</b> | <b>1.15</b>             | <b>85.91</b> | <b>-</b>                | <b>3.16</b> |

**Annexure - I.15**

**Restated Statement of Other current assets**

(₹ in Lakhs)

| Particulars   | As At<br>March 31, 2024 |              | As At<br>March 31, 2023 |              | As At<br>March 31, 2022 |              |
|---|-------------------------|--------------|-------------------------|--------------|-------------------------|--------------|
|   | Long-term               | Short-term   | Long-term               | Short-term   | Long-term               | Short-term   |
| <b>Unsecured, considered good (unless otherwise stated)</b> |                         |              |                         |              |                         |              |
| Balance with Revenue Authorities                            | -                       | 32.63        | -                       | 21.12        | -                       | 22.25        |
| Accrued Income  | -                       | -            | -                       | -            | -                       | 2.22         |
| <b>Total</b>  | <b>-</b>                | <b>32.63</b> | <b>-</b>                | <b>21.12</b> | <b>-</b>                | <b>24.47</b> |

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**Annexure - II.1**

**Restated Statement of Revenue from operations**

(₹ in Lakhs)

| Particulars              | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|--------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| <b>Sales of Product</b>  |                                      |                                      |                                      |
| Domestic Sales           | -                                    | -                                    | -                                    |
| Export Sales             | 540.55                               | 399.14                               | 295.75                               |
| <b>Sales of Services</b> |                                      |                                      |                                      |
| Export Sales             | 53.12                                | 222.96                               | 304.34                               |
| Domestic Sales           | 39.23                                | -                                    | -                                    |
| <b>Total Revenue</b>     | <b>632.90</b>                        | <b>622.11</b>                        | <b>600.09</b>                        |

**\*Note Geographical Revenue Bifurcation**

(₹ in Lakhs)

| Particulars  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|--------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Domestic     | 39.23                                | -                                    | -                                    |
| Exports      | 593.67                               | 622.11                               | 600.09                               |
| <b>Total</b> | <b>632.90</b>                        | <b>622.11</b>                        | <b>600.09</b>                        |

**\*Note Statewise Revenue Bifurcation**

(₹ in Lakhs)

| Particulars  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|--------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Karnataka    | 2.49                                 | -                                    | -                                    |
| Gujarat      | 36.74                                | -                                    | -                                    |
| <b>Total</b> | <b>39.23</b>                         | <b>-</b>                             | <b>-</b>                             |

**\*Note Country-wise revenue Bifurcation**

(₹ in Lakhs)

| Particulars  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|--------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Israel       | -                                    | 209.75                               | 304.34                               |
| Canada       | 555.77                               | 399.14                               | 295.75                               |
| Singapore    | 1.85                                 | 10.15                                | -                                    |
| Malaysia     | 2.51                                 | 3.07                                 | -                                    |
| USA          | 18.46                                | -                                    | -                                    |
| Japan        | 12.64                                | -                                    | -                                    |
| Germany      | 2.45                                 | -                                    | -                                    |
| <b>Total</b> | <b>593.67</b>                        | <b>622.11</b>                        | <b>600.09</b>                        |

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**Annexure - II.2**

**Restated Statement of Other income**

(₹ in Lakhs)

| Particulars                 | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|-----------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Interest on FD              | 7.43                                 | 4.46                                 | 7.62                                 |
| Interest on Loan & Advances | 19.37                                | -                                    | -                                    |
| Comission Income            | -                                    | -                                    | 0.04                                 |
| <b>Total</b>                | <b>26.80</b>                         | <b>4.46</b>                          | <b>7.66</b>                          |

**Note:**

(a) All the items of other income are related to business activities. Further, out of all the items of other income only interest income from deposits and gain on foreign currency translations and transactions are recurring and the remaining are non-recurring in nature.

**Annexure - II.3**

**Restated Statement of Cost of materials consumed**

(₹ in Lakhs)

| Particulars                         | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|-------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Opening Stock of Raw Material       |                                      |                                      |                                      |
| Add. Purchases of Raw Material      | -                                    | -                                    | -                                    |
| Less. Closing Stock of Raw material | -                                    | -                                    | -                                    |
| <b>Total</b>                        | <b>-</b>                             | <b>-</b>                             | <b>-</b>                             |

**Annexure - II.4**

**Restated Statement of Changes in inventories of finished goods and work-in-progress**

(₹ in Lakhs)

| Particulars                     | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|---------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Opening Stock of Finished Goods | -                                    | -                                    | -                                    |
| Closing Stock of Finished Goods | -                                    | -                                    | -                                    |
| <b>Total</b>                    | <b>-</b>                             | <b>-</b>                             | <b>-</b>                             |

**Annexure - II.5**

**Restated Statement of Employee benefits expense**

(₹ in Lakhs)

| Particulars               | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|---------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Salaries and wages        | 89.51                                | 245.37                               | 324.92                               |
| Gratuity Expense          | (0.83)                               | 4.47                                 | 3.91                                 |
| Bonus                     | -                                    | 4.63                                 | 7.67                                 |
| Remuneration to Directors | 84.00                                | 96.00                                | 102.00                               |
| <b>Total</b>              | <b>172.68</b>                        | <b>350.48</b>                        | <b>438.50</b>                        |

**Annexure - II.6**

**Restated Statement of Finance costs**

(₹ in Lakhs)

| Particulars             | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|-------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| <b>Interest expense</b> |                                      |                                      |                                      |
| ~On Borrowings          |                                      |                                      |                                      |
| 1)Interest to Bank Loan | 4.59                                 | 4.31                                 | 0.36                                 |
| 2)Interest on Car Loan  | 0.76                                 | 1.16                                 | 1.24                                 |
| 3)Interest on Other     | 0.08                                 | -                                    | -                                    |
| <b>Total</b>            | <b>5.43</b>                          | <b>5.46</b>                          | <b>1.60</b>                          |

**M/S. IDENTIXWEB LIMITED**  
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**Annexure - II.7**

**Restated Statement of Other expenses**

(₹ in Lakhs)

| Particulars   | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Accounting Charges                                  | 3.60                                 | 2.50                                 | 3.00                                 |
| Audit Fees  | 0.25                                 | 0.25                                 | 0.25                                 |
| Bank Charges  | 1.43                                 | 0.45                                 | 0.02                                 |
| Capital Increase and Preferential allotment Charges | 0.18                                 | -                                    | -                                    |
| Demat Charges                                       | 0.06                                 | -                                    | -                                    |
| Electricity Expense                                 | 8.16                                 | 4.21                                 | 2.46                                 |
| Rent  | 10.48                                | 3.08                                 | 1.78                                 |
| Office Expense & Other Expense                      | 1.28                                 | 1.31                                 | 0.38                                 |
| Internet Expenses                                   | 0.57                                 | 0.98                                 | 0.80                                 |
| Tea & Refreshment Expenses                          | 0.43                                 | 0.38                                 | 0.44                                 |
| Subcription Charges                                 | -                                    | 0.19                                 | 0.01                                 |
| Server Maintanace Charges                           | 0.81                                 | 0.38                                 | 0.42                                 |
| Repairs and Maintainance Expenses                   | 4.01                                 | 4.71                                 | 4.06                                 |
| Advertisement and Marketing Expenses                | 24.87                                | 2.73                                 | 0.55                                 |
| Software Expenses                                   | 0.86                                 | 2.14                                 | 0.57                                 |
| Technical Expenses                                  | 0.21                                 | 0.30                                 | 0.30                                 |
| Cloud Space Expenses                                | 0.87                                 | 3.40                                 | 3.08                                 |
| Donation Expenses                                   | 0.21                                 | 0.25                                 | 5.20                                 |
| Legal & Professional Charges                        | 19.82                                | 7.55                                 | 39.83                                |
| Insurance Expenses                                  | -                                    | -                                    | 0.17                                 |
| Travelling Expenses                                 | 7.07                                 | 2.98                                 | 4.53                                 |
| Petrol Expenses                                     | 0.12                                 | 0.13                                 | 0.14                                 |
| Professional Tax                                    | 1.22                                 | 0.86                                 | 1.13                                 |
| Property Tax  | 0.31                                 | 0.21                                 | 0.19                                 |
| Commission Exp                                      | -                                    | 0.07                                 | -                                    |
| Custodian Fees                                      | 0.25                                 | 0.00                                 | -                                    |
| Domain Charges                                      | 0.06                                 | 0.10                                 | -                                    |
| Hosting Exp   | -                                    | 0.49                                 | -                                    |
| Registration Fees                                   | -                                    | 1.64                                 | -                                    |
| Processing Fees                                     | -                                    | -                                    | -                                    |
| Issuer Admission Processing Fees                    | -                                    | 0.15                                 | -                                    |
| Joining Fees  | -                                    | 0.15                                 | -                                    |
| Marketing Expenses                                  | -                                    | 6.89                                 | -                                    |
| ROC Charges   | 11.34                                | 2.55                                 | -                                    |
| Tour & Food Expenses                                | 1.72                                 | 5.18                                 | -                                    |
| Trademark Charges                                   | -                                    | 0.30                                 | -                                    |
| <b>TOTAL</b>  | <b>100.18</b>                        | <b>56.54</b>                         | <b>69.32</b>                         |

**Annexure - II.8**

**Restated Statement of Exceptional Items**

(₹ in Lakhs)

| Particulars  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|--|--------------------------------------|--------------------------------------|--------------------------------------|
| <b>Long Term Gain on Debentures (One time exceptional gain )</b> | <b>75.00</b>                         | <b>-</b>                             | <b>-</b>                             |
| (Sale Date 12/03/2024 & Purchase Date 02/05/2022 )               | -                                    | -                                    | -                                    |
| <b>TOTAL</b>   | <b>75.00</b>                         | <b>-</b>                             | <b>-</b>                             |

**Annexure - II.9**

**Restated Statement of Earning Per Equity Share**

| Particulars   | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|---|--------------------------------------|--------------------------------------|--------------------------------------|
| 1.Net Profit attributable to Equity Shareholders (Rs. in Lakhs) | 283.90                               | 137.67                               | 75.30                                |
| 2. Weighted Average number of equity shares (Pre Bonus Effect)  | 74,964                               | 65,944                               | 10,000                               |
| 3. Basic and Diluted Earning Per Share (Pre Bonus Effect)       | <b>378.71</b>                        | <b>208.77</b>                        | <b>752.97</b>                        |
| 4. Weighted Average number of equity shares (Post Bonus Effect) | 7,359,024                            | 6,264,670                            | 950,000                              |
| 5. Basic and Diluted Earning Per Share (Post Bonus Effect)      | <b>3.86</b>                          | <b>2.20</b>                          | <b>7.93</b>                          |

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**ANNEXURE – V**

**Notes to the Restated Financial Information**

**A. Contingent Liabilities & Commitment**

**(i) Contingent Liabilities**

It has been informed that during the year under consideration, management has not identified any contingent liability which will arise and have material effect over financial statement in subsequent period

**(ii) Commitments**

As informed, no capital commitments to be fulfilled by the company.

**B. Segment reporting**

There are no reportable segments and therefore nothing to report under segmental reporting.

**C. Expenditure in foreign currency on accrual basis**

**(₹ in Lakhs)**

| Particulars     | As at          |                |                |
|-----------------|----------------|----------------|----------------|
|                 | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Import Purchase | -              | -              | -              |

**D. Earning in foreign currency on accrual basis**

**(₹ in Lakhs)**

| Particulars        | As at          |                |                |
|--------------------|----------------|----------------|----------------|
|                    | March 31, 2024 | March 31, 2023 | March 31, 2022 |
| Export of Services | 593.67         | 622.11         | 600.09         |

**E. Other Additional Information:**

- (i) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- (ii) The quarterly returns and statement of current assets filled by the company with Banks are generally in agreement with the books of account.
- (iii) The company have not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (iv) The company have 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 company (Ultimate Beneficiaries) or
  - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

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(v) **Disclosure under AS - 15 Employee Benefits**

The benefits payable under this plan are governed by "Gratuity Act 1972". Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefit provided depends on the member's length of services and salary at retirement age.

The following tables summarise the components of net benefit expense recognised in the summary statement of profit or loss and the funded status and amounts recognised in the statement of assets and liabilities for the respective plans:

**1. The disclosure in respect of the defined Gratuity Plan are given below:**

| Particulars                            | For the Period Ended                     |  |  |
|--|--|--|--|
|  | 3/31/2024                                | 3/31/2023                                | 3/31/2022                                |
| <b>Assumptions - Economic</b>          |  |  |  |
| Discount Rate                          | 7.10%                                    | 7.40%                                    | 6.80%                                    |
| Rate of increase in Compensation Level | 7.00%                                    | 7.00%                                    | 7%                                       |
|  |  |  |  |
| <b>Assumptions - Demographic</b>       |  |  |  |
| Retirement Age                         | 60                                       | 60                                       | 60                                       |
| Attrition Rate                         | 5% to 1%                                 | 5% to 1%                                 | 5% to 1%                                 |
| Mortality Rate                         | Indian Assured Lives Mortality (2012-14) | Indian Assured Lives Mortality (2012-14) | Indian Assured Lives Mortality (2012-14) |
| Rate of Return on Plan Assets          | NA                                       | NA                                       | NA                                       |

**2. Change in the Present value of Defined Benefit obligations (Unfunded)**

(₹ in Lakhs)

| Particulars  | For the Period Ended |              |             |
|--|----------------------|--------------|-------------|
|  | 3/31/2024            | 3/31/2023    | 3/31/2022   |
| Present value of obligation as at the beginning of the year:         | 13.41                | 8.94         | 5.03        |
| Acquisition adjustment   | -                    | -            | -           |
| Interest Cost  | 0.95                 | 0.66         | 0.34        |
| Past service cost  | -                    | -            | -           |
| Current service cost   | 5.87                 | 5.50         | 3.59        |
| Curtailment Cost/(Credit)  | -                    | -            | -           |
| Settlement Cost/(Credit)   | -                    | -            | -           |
| Benefits paid  | -                    | -            | -           |
| Actuarial (gain)/loss on obligations                                 | (7.65)               | (1.69)       | (0.02)      |
| <b>Present value of Benefit Obligations at the end of the period</b> | <b>12.58</b>         | <b>13.41</b> | <b>8.94</b> |
| Current Liability  | 0.23                 | 0.25         | 0.17        |
| Non-Current Liability  | 12.35                | 13.16        | 8.77        |

**3. Change in the Fair Value of Plan Assets**

(₹ in Lakhs)

| Particulars   | For the Period Ended |           |           |
|---|----------------------|-----------|-----------|
|   | 3/31/2024            | 3/31/2023 | 3/31/2022 |
| <b>Fair Value of Plan Assets as at the beginning of the year:</b> | -                    | -         | -         |
| Acquisition Adjustment  | -                    | -         | -         |
| Expected Return on Plan Assets                                    | -                    | -         | -         |
| Employer's Contribution   | -                    | -         | -         |
| Benefits Paid   | -                    | -         | -         |
| Actuarial Gains/(Losses) on Plan Assets                           | -                    | -         | -         |
| <b>Fair Value of Plan Assets as at the End of the year</b>        | -                    | -         | -         |

**4. Actuarial Gain/Loss Recognised**

(₹ in Lakhs)

| Particulars   | For the Period Ended |               |               |
|---|----------------------|---------------|---------------|
|   | 3/31/2024            | 3/31/2023     | 3/31/2022     |
| Actuarial gain/(loss) for the year - Obligation                     | (7.65)               | (1.69)        | (0.02)        |
| Actuarial gain/(loss) for the year - Plan Assets                    | -                    | -             | -             |
| Total (gain) / loss for the year                                    | <b>(7.65)</b>        | <b>(1.69)</b> | <b>(0.02)</b> |
| Actuarial (gain)/loss recognised in the year                        | (7.65)               | (1.69)        | (0.02)        |
| <b>Unrecognised actuarial (gains)/losses at the end of the year</b> | -                    | -             | -             |

**5. Amount recognised in Balance Sheet & Statement of Profit & Loss**

(₹ in Lakhs)

| Particulars  | For the Period Ended |              |             |
|--|----------------------|--------------|-------------|
|  | 3/31/2024            | 3/31/2023    | 3/31/2022   |
| Present Value of Benefit Obligation at the end of the Year                           | 12.58                | 13.41        | 8.94        |
| Fair Value of Plan Assets at the end of the Period                                   | -                    | -            | -           |
| Funded Status  | -                    | -            | -           |
| Unrecognised Actuarial (gains)/losses  | -                    | -            | -           |
| <b>Net (Liability)/Asset Recognized in the Balance Sheet &amp; Profit &amp; Loss</b> | <b>12.58</b>         | <b>13.41</b> | <b>8.94</b> |

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**6. Expenses recognized in Profit and loss**

**(₹ in Lakhs)**

| Particulars  | For the Period Ended |             |             |
|--|----------------------|-------------|-------------|
|  | 3/31/2024            | 3/31/2023   | 3/31/2022   |
| Current Service Cost   | 5.87                 | 5.50        | 3.59        |
| Past Service Cost  | -                    | -           | -           |
| Interest Cost  | 0.95                 | 0.66        | 0.34        |
| Expected Return on Plan Assets                                   | -                    | -           | -           |
| Curtailement Cost/(Credit)                                       | -                    | -           | -           |
| Settlement Cost/(Credit)   | -                    | -           | -           |
| Net actuarial (gain)/loss recognized in the year                 | (7.65)               | (1.69)      | (0.02)      |
| <b>Expenses Recognized in the statement of Porfit &amp; Loss</b> | <b>(0.83)</b>        | <b>4.47</b> | <b>3.91</b> |

(vi) The company have 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 company 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,

(vii) The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) The company is not declared as wilful defaulter by any bank or financial Institution or other lender.

(ix) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237of the Companies Act, 2013.

**(x) Additional Regulatory Information**

**1. Details of crypto currency or virtual currency**

The Company has neither traded nor invested in Crypto currency or Virtual Currency during the year ended March 31, 2024, 2023 & 2022. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

**2. Undisclosed income**

During the Period, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

**3. Relationship with struck off companies**

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year ended March 31, 2024, 2023 & 2022.

**4. Compliance with numbers of layers of companies**

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the year ended March 31, 2024, 2023 & 2022.

5. The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

6. No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**F. Corporate Social Responsibility (CSR)**

As per Section 135 of the Companies Act, 2013: Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

Our Company doesnt fulfill any of the eligibility criteria and hence the CSR provisions are not applicable to our company.



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**ANNEXURE –VI**

**Statement of Accounting & Other Ratios, As Restated**

(₹ in Lakh except per share data)

| Particulars   | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|---|--------------------------------------|--------------------------------------|--------------------------------------|
| Net Profit as Restated (A)  | 283.90                               | 137.67                               | 75.30                                |
| Add: Depreciation   | 80.35                                | 25.01                                | 17.24                                |
| Add: Finance Costs  | 5.43                                 | 5.46                                 | 1.60                                 |
| Add: Income Tax/ Deferred Tax   | 92.15                                | 51.41                                | 5.80                                 |
| Less: Other Income  | (26.80)                              | (4.46)                               | (7.66)                               |
| <b>EBITDA</b>   | <b>435.04</b>                        | <b>215.09</b>                        | <b>92.27</b>                         |
| <b>EBITDA Margin (%)</b>  | <b>68.74%</b>                        | <b>34.57%</b>                        | <b>15.38%</b>                        |
| Net Worth as Restated (B)   | 1036.45                              | 469.59                               | 84.82                                |
| <b>Return on Net worth (%) as Restated (A/B)</b>  | <b>27.39%</b>                        | <b>29.32%</b>                        | <b>88.78%</b>                        |
| Equity Share at the end of year (in Nos.) (C)   | 7,361,550                            | 71,523                               | 10,000                               |
| Weighted No. of Equity Shares (Pre-Bonus) (D)   | 74,964                               | 65,944                               | 10,000                               |
| Weighted No. of Equity Shares (Post-Bonus) (E)<br>(Considering Bonus with retrospective effect)                                 | 7,359,024                            | 6,264,670                            | 950,000                              |
| <b>Basic &amp; Diluted Earnings per Equity Share as Restated (A/D)</b>  | <b>378.71</b>                        | <b>208.77</b>                        | <b>752.97</b>                        |
| <b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)</b> | <b>3.86</b>                          | <b>2.20</b>                          | <b>7.93</b>                          |
| <b>Net Asset Value per Equity share as Restated (B/C)</b>   | <b>14.08</b>                         | <b>656.55</b>                        | <b>848.15</b>                        |
| <b>Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/E)</b>              | <b>14.08</b>                         | <b>7.50</b>                          | <b>8.93</b>                          |

**Note:-**

EBITDA Margin = EBITDA/Total Revenue

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

The company has allotted Equity Shares as Bonus Share in the ratio of 94:1 during FY 2023-24

As per Accounting Standard 20 (AS - 20), In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.

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**ANNEXURE - VII**

**Statement of Analytical Ratios, As Restated**

| Ratio                                | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>March 31, 2022 |
|--------------------------------------|-------------------------|-------------------------|-------------------------|
| Current Ratio                        | 2.71                    | 3.49                    | 3.58                    |
| Debt-Equity Ratio                    | 0.00                    | 0.11                    | 0.18                    |
| Debt Service Coverage Ratio          | 71.19                   | 22.63                   | 14.68                   |
| Return on Equity (ROE)(%)            | 37.70%                  | 49.66%                  | 159.64%                 |
| Inventory Turnover Ratio             | NA                      | NA                      | NA                      |
| Trade receivables turnover ratio     | 25.52                   | NA                      | NA                      |
| Trade payables turnover ratio        | 0.00                    | 0.00                    | 0.00                    |
| Net capital turnover ratio           | 1.72                    | 2.51                    | 22.26                   |
| Net profit ratio(%)                  | 44.86%                  | 22.13%                  | 12.55%                  |
| Return on capital employed (ROCE)(%) | 57.25%                  | 62.56%                  | 87.68%                  |
| Return on investments(%)             | NA                      | NA                      | NA                      |

| Ratio                                | As at<br>March 31, 2024 | As at<br>March 31, 2023 | As at<br>March 31, 2022 |
|--------------------------------------|-------------------------|-------------------------|-------------------------|
| Current Ratio                        | -22.34%                 | -2.49%                  | 347.73%                 |
| Debt-Equity Ratio                    | -100.00%                | -41.51%                 | -97.37%                 |
| Debt Service Coverage Ratio          | 214.61%                 | 54.15%                  | -37.02%                 |
| Return on Equity (ROE)(%)            | -24.09%                 | -68.89%                 | 114.73%                 |
| Inventory Turnover Ratio             | NA                      | NA                      | NA                      |
| Trade receivables turnover ratio     | NA                      | NA                      | NA                      |
| Trade payables turnover ratio        | NA                      | NA                      | NA                      |
| Net capital turnover ratio           | -31.20%                 | -88.74%                 | 98.90%                  |
| Net profit ratio(%)                  | 102.70%                 | 76.36%                  | 269.97%                 |
| Return on capital employed (ROCE)(%) | -8.48%                  | -28.65%                 | 1083.66%                |

**Note : A Reasons for Variations:**

- 1 Return on Equity (ROE)(%) : It is increased as overall operating profit of company is increased.
- 2 Net capital turnover ratio : It is increase due to increase in revenue from operation
- 3 Net profit ratio(%) : It is increased as overall operating profit of company is increased.
- 4 Return on capital employed(%) : It is decreased due to increase in share capital of the company
- 5 Debt-Equity Ratio: It is decreased due to increase in shareholder's funds.
- 6 Debt-Service Coverage Ratio: It is increased due to increase in earning available for debt service.

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**ANNEXURE – VIII****Statement of Capitalization, As Restated****(₹ in Lakhs)**

| Particulars                                      | Pre-Issue (As of March 31, 2024) | Post Issue |
|--|----------------------------------|------------|
| <b>Debt :</b>                                    |                                  |            |
| Long Term Debt (A)                               | -                                | [•]        |
| Short Term Debt                                  | -                                | [•]        |
| <b>Total Debt (B)</b>                            | <b>-</b>                         | <b>[•]</b> |
| <b>Shareholders' funds</b>                       |                                  |            |
| Share capital                                    | 736.16                           | [•]        |
| Reserves and surplus                             | 300.29                           | [•]        |
| <b>Total Shareholders' funds (C)</b>             | <b>1,036.45</b>                  | <b>[•]</b> |
| <b>Long Term Debt/ Shareholders' Funds (A/C)</b> | <b>-</b>                         | <b>[•]</b> |
| <b>Total Debt / Shareholders Fund (B/C)</b>      | <b>-</b>                         | <b>[•]</b> |

Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.

Long term Debts represent debts other than short term Debts as defined above but excludes installment of term loans repayable within 12 months.

The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure IV.

The corresponding post issue figures will be calculated on finalisation of issue price and the number of shares on conclusion of the book building process.

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**ANNEXURE –IX**

**Statement of Tax Shelter, As Restated**

| Particulars  | As At             | As At             | As At             |
|--|-------------------|-------------------|-------------------|
|  | 3/31/2024         | 3/31/2023         | 3/31/2022         |
| <b>Profit Before Tax as per books of accounts (A)</b>        | <b>376.05</b>     | <b>189.08</b>     | <b>81.09</b>      |
| -- Normal Tax rate   | 25.17%            | 25.17%            | 25.17%            |
| -- Minimum Alternative Tax rate                              | 0.00%             | 0.00%             | 0.00%             |
|  |                   |                   |                   |
| <b>Permanent differences</b>                                 |                   |                   |                   |
| Other adjustments  | -                 | -                 | -                 |
| Prior Period Item  | -                 | -                 | -                 |
|  |                   |                   |                   |
| <b>Total (B)</b>   | <b>-</b>          | <b>-</b>          | <b>-</b>          |
|  |                   |                   |                   |
| <b>Timing Differences</b>                                    |                   |                   |                   |
| Depreciation as per Books of Accounts                        | 80.35             | 25.01             | 17.24             |
| Depreciation as per Income Tax                               |                   | 28.92             | 8.56              |
| Difference between tax depreciation and book depreciation    | 80.35             | (3.91)            | 8.68              |
| Other adjustments  | (0.83)            | 4.47              | 3.91              |
| Deduction under chapter VI-A                                 | -                 | -                 | -                 |
| <b>Total (C)</b>   | <b>79.52</b>      | <b>0.56</b>       | <b>12.59</b>      |
| <b>Net Adjustments (D = B+C)</b>                             | <b>79.52</b>      | <b>0.56</b>       | <b>12.59</b>      |
| <b>Total Income (E = A+D)</b>                                | <b>455.57</b>     | <b>189.64</b>     | <b>93.69</b>      |
| Brought forward losses set off (Depreciation)                | -                 | -                 | -                 |
| Tax effect on the above (F)                                  | -                 | -                 | -                 |
| <b>Taxable Income/ (Loss) for the year/period (E+F)</b>      | <b>455.57</b>     | <b>189.64</b>     | <b>93.69</b>      |
| Tax Payable for the year                                     | 114.66            | 47.73             | 23.58             |
| Tax payable as per MAT                                       | -                 | -                 | -                 |
| Tax expense recognised                                       | 100.89            | 50.32             | 6.50              |
| Tax payable as per normal rates or MAT (whichever is higher) | <b>Income Tax</b> | <b>Income Tax</b> | <b>Income Tax</b> |

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

**ANNEXURE – X**

**Restated Statement of Related party disclosures**

**(a) Names of related parties and description of relationship:**

| <b>Nature of related parties</b>     | <b>Description of relationship</b> |
|--------------------------------------|------------------------------------|
| Munim ERP Private Limited            | Subsidiary company                 |
| Identixweb LLC                       | Subsidiary company                 |
| Priyank Savani                       | Key managerial personnel           |
| Ankur Lakhani                        | Key managerial personnel           |
| Hiral Lakhani                        | Director                           |
| Dipali Savani                        | Relative of KMP                    |
| Ankur Jagdishbhai Lakhani (HUF)      | HUF Of KMP                         |
| Priyankkumar Jivrajbhai Savani (HUF) | HUF Of KMP                         |
| Jivrajbhai Dhanjibhai Savani (HUF)   | HUF Of Relative of KMP             |
| Jagdishbhai Hirabhai Lakhani (HUF)   | HUF Of Relative of KMP             |
| Nikunjibhai Jivrajbhai Savani (HUF)  | HUF Of Relative of KMP             |
| Pareshbhai Jagdishbhai Lakhani (HUF) | HUF Of Relative of KMP             |
| Nikunjibhai Jivrajbhai Savani        | Relative of KMP                    |
| Lakhani Pareshbhai Jagdishbhai       | Relative of KMP                    |
| Jivrajbhai Dhanjibhai Savani         | Relative of KMP                    |
| Savani Hansaben Jivrajbhai           | Relative of KMP                    |
| Jagdishbhai Hirabhai Lakhani         | Relative of KMP                    |
| Jalpaben Pareshbhai Lakhani          | Relative of KMP                    |
| Savani Nilam Nikunjibhai             | Relative of KMP                    |

**M/S. IDENTIXWEB LIMITED**  
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**b) Transactions with related parties:**

(₹ in Lakh)

| S.NO. | Particulars                             | For the Financial year ending |           |           |
|-------|---|-------------------------------|-----------|-----------|
|       |   | 3/31/2024                     | 3/31/2023 | 3/31/2022 |
| A.    | <b>Loan taken</b>                       |                               |           |           |
|       | Priyank Savani                          | -                             | 46.00     |           |
|       | Ankur Lakhani                           | -                             | 42.50     |           |
| B.    | <b>Loan Repaid</b>                      |                               |           |           |
|       | Priyank Savani                          | 20.00                         | 26.00     |           |
|       | Ankur Lakhani                           | 20.00                         | 22.50     |           |
| C.    | <b>Remuneration Paid</b>                |                               |           |           |
|       | Priyank Savani                          | 48.00                         | 48.00     | 51.00     |
|       | Ankur Lakhani                           | 48.00                         | 48.00     | 51.00     |
| D     | <b>Salary</b>                           |                               |           |           |
|       | Dipali Savani                           | 7.00                          | 7.20      | 2.00      |
|       | Hiral Lakhani                           | 3.60                          | 7.20      | -         |
| E     | <b>Technical Fees</b>                   |                               |           |           |
|       | Hiral Lakhani                           | 3.47                          | -         |           |
| F     | <b>Share Application Money Received</b> |                               |           |           |
|       | Ankur Jagdishbhai Lakhani (HUF)         | 3.98                          |           |           |
|       | Priyankkumar Jivrajbhai Savani (HUF)    | 3.98                          |           |           |
|       | Jivrajbhai Dhanjibhai Savani (HUF)      | 2.99                          |           |           |
|       | Jagdishbhai Hirabhai Lakhani (HUF)      | 2.99                          |           |           |
|       | Nikunjibhai Jivrajbhai Savani (HUF)     | 2.99                          |           |           |
|       | Pareshbhai Jagdishbhai Lakhani (HUF)    | 2.99                          |           |           |
|       | Nikunjibhai Jivrajbhai Savani           | 5.03                          |           |           |
|       | Lakhani Pareshbhai Jagdishbhai          | 5.03                          |           |           |
|       | Dipali Priyankkumar Savani              | 4.98                          |           |           |
|       | Hiralben Ankurbhai Lakhani              | 4.50                          |           |           |
|       | Jivrajbhai Dhanjibhai Savani            | 3.98                          |           |           |
|       | Savani Hansaben Jivrajbhai              | 3.98                          |           |           |
|       | Jagdishbhai Hirabhai Lakhani            | 3.98                          |           |           |
|       | Jalpaben Pareshbhai Lakhani             | 3.98                          |           |           |
|       | Savani Nilam Nikunjibhai                | 2.99                          |           |           |
| G     | <b>Issue of Bonus Shares</b>            |                               |           |           |
|       | Priyank Savani                          | 319.60                        |           |           |
|       | Ankur Lakhani                           | 319.60                        |           |           |
|       | Ankur Jagdishbhai Lakhani (HUF)         | 0.79                          |           |           |
|       | Priyankkumar Jivrajbhai Savani (HUF)    | 0.79                          |           |           |
|       | Jivrajbhai Dhanjibhai Savani (HUF)      | 0.59                          |           |           |
|       | Jagdishbhai Hirabhai Lakhani (HUF)      | 0.59                          |           |           |
|       | Nikunjibhai Jivrajbhai Savani (HUF)     | 0.59                          |           |           |
|       | Pareshbhai Jagdishbhai Lakhani (HUF)    | 0.59                          |           |           |
|       | Nikunjibhai Jivrajbhai Savani           | 1.00                          |           |           |
|       | Lakhani Pareshbhai Jagdishbhai          | 1.00                          |           |           |
|       | Dipali Priyankkumar Savani              | 0.99                          |           |           |
|       | Hiralben Ankurbhai Lakhani              | 0.89                          |           |           |
|       | Jivrajbhai Dhanjibhai Savani            | 0.79                          |           |           |
|       | Savani Hansaben Jivrajbhai              | 0.79                          |           |           |
|       | Jagdishbhai Hirabhai Lakhani            | 0.79                          |           |           |
|       | Jalpaben Pareshbhai Lakhani             | 0.79                          |           |           |
|       | Savani Nilam Nikunjibhai                | 0.59                          |           |           |
| H     | <b>Intercorporate Deposits</b>          |                               |           |           |
|       | Munim ERP Private Limited               | 212.94                        | 83.70     |           |
| I     | <b>Investment in Shares</b>             |                               |           |           |
|       | Munim ERP Private Limited               | 0.10                          | 0.40      |           |

**M/S. IDENTIXWEB LIMITED****CIN: U72100GJ2017PLC098473**

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**c) Closing Balances Payables/Receivables:****(₹ in Lakh)**

| S.NO. | Particulars                       |           |           |           |
|-------|-----------------------------------|-----------|-----------|-----------|
|       |                                   | 3/31/2024 | 3/31/2023 | 3/31/2022 |
| A.    | <b>Loans(Liability)</b>           |           |           |           |
|       | Priyank Savani                    | -         | 20.00     |           |
|       | Ankur Lakhani                     | -         | 20.00     |           |
| B.    | <b>Investment in shares</b>       |           |           |           |
|       | Munim ERP Private Limited         | 0.50      | 0.40      |           |
| B.    | <b>Loans And Advances(Assets)</b> |           |           |           |
|       | Munim ERP Private Limited         | 296.64    | 83.70     |           |

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

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**ANNEXURE- XI**  
**Statement of Dividends**

(₹ in Lakhs)

| Particulars                             | As At     |           |           |
|---|-----------|-----------|-----------|
|   | 3/31/2024 | 3/31/2023 | 3/31/2022 |
| <b>Equity shares</b>                    |           |           |           |
| Equity share capital (₹)                | 736.16    | 7.15      | 1.00      |
| Number of equity shares                 | 7,361,550 | 71,523    | 10,000    |
| Face value per share (₹)                | 10.00     | 10.00     | 10.00     |
| <b>Dividend on equity shares</b>        |           |           |           |
| Final dividend rate                     | -         | -         | -         |
| <b>Dividend paid on equity shares</b>   |           |           |           |
| Final dividend (₹)                      | -         | -         | -         |
| Tax on dividend including surcharge (₹) | -         | -         | -         |

1. The above statement should be read with the Statement of Notes to the Restated Financial Information in Annexure IV.

**ANNEXURE- XII**

**Changes in the Significant Accounting Policies**

There have been no changes in the accounting policies of the company for the period covered under Financial Year 2023 and 2022. However, there is a change in accounting policy for materiality policy and capitalization of Intangible Assets under Development for Financial Year 2024



**INDEPENDENT AUDITOR’S REPORT ON RESTATED CONSOLIDATED FINANCIAL  
STATEMENTS**

**OF**

**IDENTIXWEB LIMITED**

**To,**

**The Board of Directors,**

**IDENTIXWEB LIMITED**

Dear Sirs,

We have examined the attached Restated Consolidated Financial Information of **IDENTIXWEB LIMITED**, comprising the Restated Assets and Liabilities as at March 31, 2024 and March 31, 2023, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Statement of changes in Equity, the Restated Cash Flow Statement for the year / period ended March 31, 2024 and March 31, 2023, 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 for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus, prepared by the company in connection with its proposed Initial Public Offer of equity shares (IPO) prepared in terms of the requirements of

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("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)

**Management’s Responsibility for the Restated Consolidated Financial Statements**

The Company’s Board of Directors are responsible for the preparation of Restated Consolidated Financial Information for the purpose of inclusion in the DRHP / RHP / Prospectus to be filled with NSE and Registrar of Companies. Gujarat in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the company on the basis of preparation stated in notes to the Restated Financial Information. Management’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. Management also responsible for identifying and ensuring that the Company complies with the Companies Act, ICDR Regulations and the Guidance Note.

**Auditors’ Responsibilities**

We have examined such Restated Consolidated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with the company in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI; and
- c) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

- d) These Restated Consolidated Financial Information have been compiled by the management from the Audited Consolidated Financial Statements of the company for the financial years / period ended on March 31, 2024 and March 31, 2023 which have been approved by Board of directors.

### **Restated Consolidated Financial Statement**

In accordance with the requirements of Act, SEBI ICDR Regulations, Guidance Note on the reports in Company Prospectus (Revised) issued by ICAI and the terms of our Engagement Letter, we further report that:

The “Restated Statement of Assets and Liabilities” as set out in Annexure I to this report, of the Company as at March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.

The “Restated Statement of Profit and Loss” as set out in Annexure II to this report, of the Company for financial year/ period ended on March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual Consolidated Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure IV to this Report.

The “Restated Statement of Cash Flow” as set out in Annexure 3 to this report, of the Company for financial year / period ended on March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. This Statement of Cash Flow, as restated, have been arrived at after making such adjustments and regroupings to the individual Consolidated Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure IV to this Report.

Based on the above and also as per the reliance placed by us on the audited Consolidated Financial Statements of the company and auditor’s report thereon which have been prepared by Statutory Auditor of the Company for the financial year / period ended on March 31, 2024 and March 31, 2023, we are of the opinion that The Restated Consolidated Financial Statements or Restated Summary Statements have been made after incorporating:

Adjustments for the changes in accounting policies retrospectively in respective financial period / years to reflect the same accounting treatment as per the changed accounting policy for all reporting period if any;

Adjustment for any material amounts in the respective financial years / period have been made to which they relate;

They do not contain any extra-ordinary items that needs to be disclosed separately except as shown in the Restated Consolidated Financial Information;

There are no revaluation reserves, which needs to be disclosed separately in the Restated Consolidated Financial Statement.

There are no qualifications in the Audit Report issued by us for the financial year / period ended on March 31, 2024 and March 31, 2023 which would require adjustments in this Restated Consolidated Financial Statement of the Company.

The Company has not paid dividend on its equity shares during the reporting period.

We have also examined the following Restated consolidated financial information of the Company set out in the Annexure as prepared by the management and approved by the Board of Directors on of the company

for the financial year / period ended March 31, 2024 and March 31, 2023 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”) for the proposed IPO:

Annexure – IV: Significant Accounting Policies and Notes to Accounts as restated

Annexure – IV(a): Reconciliation of Restated Profit & Audit Profit

Annexure – IV(b): Reconciliation of Restated Equity / Net-worth

Annexure – I.1: Restated Statement of Share Capital

Annexure - I.2: Restated Statement of Reserves & Surplus

Annexure - I.3: Restated Statement of Long-term Borrowings

Annexure - I.3: Restated Statement of Short-term Borrowings

Annexure - I.4: Restated Statement of Deferred Tax Asset (Net)

Annexure - I.5: Restated Statement of Trade Payables

Annexure - I.6: Restated Statement of Other Current Liabilities

Annexure - I.7: Restated Statement of Short-Term Provisions

Annexure - I.8: Restated Statement of Property, Plant and Equipment

Annexure – I.9: Restated Statement of Goodwill of Consolidation

Annexure – I.10: Restated Statement of Non-Current Investment

Annexure - I.11: Restated Statement of Inventories

Annexure - I.12: Restated Statement of Trade Receivables

Annexure - I.13: Restated Statement of Cash and Cash Equivalents

Annexure - I.14: Restated Statement of Short-term loans and advances

Annexure – I.15: Restated Statement of Other Current Assets

Annexure – II.1: Restated Statement of Revenue from Operations

Annexure - II.2: Restated Statement of Other Income

Annexure - II.3: Restated Statement of Cost of Material Consumed

Annexure - II.4: Restated Statement of Changes in Inventories of Finished Goods and Work-in-Progress.

Annexure - II.5: Restated Statement of Employee Benefit Expenses

Annexure - II.6: Restated Statement of Finance Cost

Annexure - II.7: Restated Statement of Other Expenses

Annexure – II.8: Restated Statement of Exceptional Items

Annexure – II.9: Restated Statement of Earning Per Share

Annexure – V(A): Restated Statement of Contingent Liabilities

Annexure – V(B): Restated Statement of Segment Reporting

Annexure – V(C): Restated Statement of Expenditure in Foreign Currency

Annexure – V(D): Restated Statement of Earning in foreign Currency

Annexure – V(E)(v): Restated Statement of Employee Benefits

Annexure – V(F): Corporate Social responsibility

Annexure - VI: Restated Statement of Accounting & Other Ratios

Annexure - VII: Restated Statement of Analytical Ratios

Annexure - VIII: Restated Statement of Capitalization

Annexure - IX: Restated Statement Tax Shelter

Annexure - X: Restated Statement of Related Party Transactions

Annexure - XI: Restated Statement of Dividends

Annexure - XII: Restated Statement of Significant changes in Accounting Policy

This report should not in any way be construed as re-issuance or re-dating of any of the previous audit reports issued by us or any other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the Consolidated Financial Statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

The preparation and presentation of the Consolidated Financial Statements referred to above are based on the Audited Financial Statements of the Company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the Company.

In our opinion, the above Consolidated financial information contained in Annexure I to XII and read along with the Restated Statement of Significant Accounting Policies and Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI ICDR Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Consolidated Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India (“ICAI”) to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.

We, **Shah Teelani & Associates**, Chartered Accountants have been subjected to peer review process of the Institute of Chartered Accountant of India (ICAI) and hold a valid peer review **certificate No.-015110 dated 27/03/2023** issued by the “Peer Review Board” of the ICAI.

Our report is intended solely for use of the management for inclusion in the offer document to be filed with National Stock Exchange of India (NSE Emerge) in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

**For SHAH TEELANI & ASSOCIATES**

**Chartered Accountants**

**Firm's Registration No: 0133549W**

**JINESH SHAH**

**PARTNER**

**M No. 141079**

**DATE : 10/07/2024**

**PLACE : AHMEDABAD**

**UDIN: 24141079BKBMLO2066**

ANNEXURE - I  
CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES AS RESTATED

(₹ in Lakhs)

|            | Particulars   | NOTE        | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|------------|---|-------------|-------------------------|-------------------------|
| <b>I.</b>  | <b>Equity and liabilities</b>                           |             |                         |                         |
|            | <b>1. Shareholders' funds</b>                           |             |                         |                         |
|            | (a) Share capital                                       | <b>I.1</b>  | 736.16                  | 7.15                    |
|            | (b) Reserves and surplus                                | <b>I.2</b>  | 293.15                  | 459.43                  |
|            | (c) Minority Interest                                   |             | (50.27)                 | -                       |
|            |   |             | <b>979.04</b>           | <b>466.58</b>           |
|            | <b>2. Non-current liabilities</b>                       |             |                         |                         |
|            | (a) Long-term borrowings                                | <b>I.3</b>  | 10.93                   | 45.76                   |
|            | (b) Deferred tax liabilities (net)                      | <b>I.4</b>  | -                       | -                       |
|            | (c) Long-term provisions                                | <b>I.7</b>  | 18.20                   | 13.16                   |
|            |   |             | <b>29.13</b>            | <b>58.92</b>            |
|            | <b>3. Current liabilities</b>                           |             |                         |                         |
|            | (a) Short-term borrowings                               | <b>I.3</b>  | -                       | 4.24                    |
|            | (b) Trade payables                                      | <b>I.5</b>  |                         |                         |
|            | i) Due to MSME  |             | -                       | -                       |
|            | ii) Due to Others                                       |             | 0.89                    | -                       |
|            | (c) Other current liabilities                           | <b>I.6</b>  | 0.70                    | -                       |
|            | (d) Short-term provisions                               | <b>I.7</b>  | 186.18                  | 82.77                   |
|            |   |             | <b>187.77</b>           | <b>87.01</b>            |
|            | <b>Total</b>  |             | <b>1,195.94</b>         | <b>612.51</b>           |
| <b>II.</b> | <b>Assets</b>   |             |                         |                         |
|            | <b>1. Non-current assets</b>                            |             |                         |                         |
|            | (a) Property, plant and equipment and Intangible Assets | <b>I.8</b>  |                         |                         |
|            | (i) Property, Plant and Equipment                       |             | 175.45                  | 149.41                  |
|            | (ii) Intangible assets                                  |             | 206.11                  | 10.24                   |
|            | (iii) Capital work-in-progress                          |             | -                       | -                       |
|            | (iv) Intangible assets under development                |             | 313.16                  | -                       |
|            | (b) Goodwill on Consolidation                           | <b>I.9</b>  | 43.65                   | -                       |
|            | (c) Non-current investments                             | <b>I.10</b> | -                       | 147.40                  |
|            | (d) Deferred tax assets (net)                           | <b>I.4</b>  | 9.14                    | 0.41                    |
|            | (e) Long-term loans and advances                        | <b>I.14</b> | 26.95                   | 1.15                    |
|            | (f) Other Non Current Assets                            |             | -                       | -                       |
|            |   |             | <b>774.46</b>           | <b>308.61</b>           |
|            | <b>2. Current assets</b>                                |             |                         |                         |
|            | (a) Inventories   | <b>I.11</b> | -                       | -                       |
|            | (b) Trade receivables                                   | <b>I.12</b> | 49.60                   | -                       |
|            | (c) Cash and cash equivalents                           | <b>I.13</b> | 323.02                  | 196.87                  |
|            | (d) Short-term loans and advances                       | <b>I.14</b> | 5.74                    | 85.91                   |
|            | (e) Other current assets                                | <b>I.15</b> | 43.12                   | 21.12                   |
|            |   |             | <b>421.48</b>           | <b>303.90</b>           |
|            | <b>Total</b>  |             | <b>1,195.94</b>         | <b>612.51</b>           |

Note: The above statement should be read with the Significant Accounting Policies and Notes to the Financial Information appearing in Annexure IV & V respectively.

As per our report of even date attached

For SHAH TEELANI & ASSOCIATES

Chartered Accountants

Firm's Registration No: 0133549W

JINESH SHAH

Partner

M No. 141079

UDIN: 24141079BKBMLO2066

Place: Ahmedabad

Date : 10-07-2024

For and on behalf of the Board of Directors

PRIYANK SAVANI

ANKUR LAKHANI

Chairman and Managing Director

DIN: 08562699

Whole Time Director

DIN: 08562760

POOJA RAJAT SHAH

ABHISHEK A NAKRANI

Company Secretary and  
Compliance officer

Chief Financial officer

Place: Ahmedabad

Date : 10-07-2024

ANNEXURE - II  
CONSOLIDATED STATEMENT OF CASH FLOW AS RESTATED

(₹ in Lakhs)

|      | Particulars   | NOTE | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|------|---|------|--------------------------------------|--------------------------------------|
| I    | Revenue from operations   | II.1 | 633.36                               | 622.11                               |
| II   | Other income  | II.2 | 32.89                                | 4.46                                 |
| III  | <b>Total Income (I+II)</b>  |      | <b>666.25</b>                        | <b>626.57</b>                        |
|      | <b>Expenses:</b>  |      |                                      |                                      |
|      | (a) Cost of materials consumed  | II.3 | -                                    | -                                    |
|      | (b) Changes in inventories of finished goods and WIP  | II.4 | -                                    | -                                    |
|      | (c) Employee benefits expense   | II.5 | 187.14                               | 350.48                               |
|      | (d) Finance costs   | II.6 | 6.82                                 | 5.46                                 |
|      | (e) Depreciation and amortisation expense   | I.8  | 81.67                                | 25.01                                |
|      | (f) Other expenses  | II.7 | 103.83                               | 56.54                                |
| IV   | <b>Total expenses</b>   |      | <b>379.47</b>                        | <b>437.49</b>                        |
| V    | <b>Profit/(Loss) before tax and Exceptional Items (III-IV)</b>  |      | <b>286.78</b>                        | <b>189.08</b>                        |
| VI   | <b>Exceptional Items</b>  | II.8 | 75.00                                | -                                    |
| VII  | <b>Profit/(Loss) before tax (V+VI)</b>  |      | <b>361.78</b>                        | <b>189.08</b>                        |
| VIII | <b>Tax expense</b>  |      |                                      |                                      |
|      | Current tax   |      | 100.89                               | 50.32                                |
|      | Previous Year Tax   |      | -                                    | -                                    |
|      | Deferred tax (credit)/charge  |      | (8.74)                               | 1.09                                 |
|      |   |      | <b>92.15</b>                         | <b>51.41</b>                         |
| IX   | <b>Profit/ (Loss) after tax before share of profit/ (loss) from Associates (VII-VIII)</b>                       |      | <b>269.63</b>                        | <b>137.67</b>                        |
|      | Add/ (less): Share of Profit/ (loss) from Associates  |      | -                                    | (3.00)                               |
| X    | <b>Profit/ (Loss) for the period</b>  |      | <b>269.63</b>                        | <b>134.67</b>                        |
|      | Net Profit/ (loss) attributable to minority interest  |      | (7.14)                               | -                                    |
| XI   | <b>Profit/ (loss) attributable to Parent</b>  |      | <b>276.77</b>                        | <b>134.67</b>                        |
|      | <b>Earnings per share (face value of ₹ 10/- each):</b>  | II.9 |                                      |                                      |
|      | (a) Basic (in ₹)  |      | 369.20                               | 203.64                               |
|      | (b) Diluted (in ₹)  |      | 369.20                               | 203.64                               |
|      | <b>Earnings per share (face value of ₹ 10/- each):<br/>(Considering Bonus effect with retrospective effect)</b> |      |                                      |                                      |
|      | (a) Basic (in ₹)  |      | 3.76                                 | 2.14                                 |
|      | (b) Diluted (in ₹)  |      | 3.76                                 | 2.14                                 |

Note: The above statement should be read with the Significant Accounting Policies and Notes to the Financial Information appearing in Annexure IV & V respectively.

As per our report of even date attached

For and on behalf of the Board of Directors

For SHAH TEELANI & ASSOCIATES  
Chartered Accountants  
Firm's Registration No: 0133549W

PRIYANK SAVANI  
Chairman and Managing Director  
DIN: 08562699

ANKUR LAKHANI  
Whole Time Director  
DIN: 08562760

JINESH SHAH  
Partner

POOJA RAJAT SHAH  
Company Secretary and Compliance  
officer

ABHISHEK A NAKRANI  
Chief Financial officer

M No. 141079  
UDIN: 24141079BKBMLO2066  
Place: Ahmedabad  
Date : 10-07-2024

Place: Ahmedabad  
Date : 10-07-2024

ANNEXURE - III  
CONSOLIDATED STATEMENT OF CASH FLOW AS RESTATED

(₹ in Lakhs)

| Particulars   | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|---|--------------------------------------|--------------------------------------|
| <b>A. Cash flow from operating activities</b>                               |                                      |                                      |
| Profit before tax, as restated  | 361.78                               | 189.08                               |
| <b>Add Adjustments for :</b>  |                                      |                                      |
| Depreciation and amortisation expense                                       | 81.67                                | 25.01                                |
| Gratuity Expense  | 5.13                                 | 4.47                                 |
| Financial Cost  | 6.82                                 | 5.46                                 |
| Share of minority interest  | 7.14                                 | -                                    |
| Share of profit/ (loss) from Associate                                      | -                                    | (3.00)                               |
| <b>Less Adjustments for :</b>   |                                      |                                      |
| Interest on FD  | (13.52)                              | (4.46)                               |
| Interest on Loan & Advances   | (19.37)                              | -                                    |
| Profit on sale of investment  | (75.00)                              | -                                    |
| <b>Operating profit before working capital changes</b>                      | <b>354.65</b>                        | <b>216.56</b>                        |
| <b>Changes in working capital:</b>  |                                      |                                      |
| (Increase) / decrease in Trade receivables                                  | (49.60)                              | -                                    |
| (Increase) / decrease in short term loans and advances                      | 80.17                                | (82.75)                              |
| (Increase) / decrease in Other current assets                               | (11.52)                              | 3.35                                 |
| Increase / (decrease) in Trade payables                                     | 0.89                                 | (8.42)                               |
| Increase / (decrease) in Other current liabilities                          | 0.70                                 | -                                    |
| Increase / (decrease) in Short Term Provisions                              | 66.73                                | 71.98                                |
| <b>CASH GENERATED FROM OPERATIONS</b>                                       | <b>442.02</b>                        | <b>200.73</b>                        |
| <b>Less : Direct Taxes paid</b>   | <b>100.89</b>                        | <b>50.32</b>                         |
| <b>Net cash flow generated from/(utilised in) operating activities (A)</b>  | <b>341.13</b>                        | <b>150.40</b>                        |
| <b>B. Cash flow from investing activities</b>                               |                                      |                                      |
| Purchase of Property, Plant and Equipment                                   | (696.54)                             | (145.13)                             |
| Investment in Munim ERP Private Limited                                     | -                                    | -                                    |
| (Increase)/ Decrease in Non Current Investment                              | 147.40                               | (147.40)                             |
| (Increase)/ Decrease in Long Term Loan & Advances                           | (10.80)                              | (1.15)                               |
| Interest on FD  | 13.52                                | 4.46                                 |
| Interest on Loan & Advances   | 19.37                                | -                                    |
| Profit on sale of investment  | 75.00                                | -                                    |
| <b>Net cash flow utilised in investing activities (B)</b>                   | <b>(452.05)</b>                      | <b>(289.22)</b>                      |
| <b>C. Cash flow from financing activities</b>                               |                                      |                                      |
| Proceeds from Issue of Share Capital  | 0.60                                 | 6.15                                 |
| Proceeds from Security Premium  | 282.36                               | 240.94                               |
| Proceeds/(Repayment) from Long Term Borrowings                              | (34.83)                              | 35.53                                |
| Proceeds/(Repayment) short Long Term Borrowings                             | (4.24)                               | (0.97)                               |
| [   | (6.82)                               | (5.46)                               |
| <b>Net cash flow generated from/ (utilised in) financing activities (C)</b> | <b>237.07</b>                        | <b>276.19</b>                        |
| <b>Net (decrease)/ increase in cash &amp; cash equivalents (A+B+C)</b>      | <b>126.15</b>                        | <b>137.37</b>                        |
| Cash and cash equivalents at the beginning of the period/ year              | 196.87                               | 59.50                                |
| <b>Cash and cash equivalents at the end of the period/ year</b>             | <b>323.02</b>                        | <b>196.87</b>                        |
| <b>Cash and cash equivalents comprise:</b>                                  |                                      |                                      |
| Cash on hand  | 9.87                                 | 1.00                                 |
| Balances with banks in current accounts                                     | 98.95                                | 183.19                               |
| In Fixed Deposits with Bank   | 214.20                               | 12.68                                |
| <b>Total</b>  | <b>323.02</b>                        | <b>196.87</b>                        |

As per our report of even date attached

For and on behalf of the Board of Directors

For SHAH TEELANI & ASSOCIATES

PRIYANK SAVANI  
Chairman and Managing  
Director  
DIN: 08562699

ANKUR LAKHANI  
Whole Time Director  
DIN: 08562760

Chartered Accountants  
Firm's Registration No: 0133549W

JINESH SHAH  
Partner  
M No. 141079  
UDIN 24141079BKBML02066

POOJA RAJAT SHAH  
Company Secretary and  
Compliance officer

ABHISHEK A NAKRANI  
Chief Financial officer

Place: Ahmedabad  
Date : 10/07/2024

Place: Ahmedabad  
Date : 10/07/2024



**Annexure IV: Statement of Notes to Restated Financial Information**

**A. Background of the Company**

Identixweb Limited was incorporated on 28th July, 2017, under the provisions of the Companies Act, 2013. The company is engaged in the business of providing internet web-based applications, services and solutions, value added products and other business applications for export outside India.

**B. Summary of significant accounting policies**

- (a) The consolidated financial statements has been prepared and presented under the historical cost convention on an accrual basis of accounting and comply with accounting standards prescribed under section 133 of Companies Act, 2013. . The financial statements of a subsidiary company for the period 23.02.24 to 31.03.24 should be incorporated in consolidated financial statements.

All assets and liabilities have been classified as current or non current as per company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of operations and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities

**(b) Basis of preparation of financial statements**

The company is a small and medium sized enterprise (SMC) as defined in Companies (Accounting Standards) Amendment Rules, 2021. Accordingly, Company has complied with the Accounting Standards in so far as they are applicable to a Small and Medium sized company. The Financial Statements are presented in Indian Rupees and all values are in Lakhs

**(c) Use of Estimates:**

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Estimates and underlying assumptions are reviewed on an ongoing basis.

**(d) Property, Plant and Equipment and**

All the Property Plant and Equipment along with Tangible Assets are stated at their original cost, less accumulated depreciation and impairments, if any. Cost includes expenditure directly attributable to the acquisition and installation of the asset. Borrowing cost directly attributable to the construction or acquisition of qualifying the assets is capitalized. The cost of assets not ready to be put to use before the year- end is disclosed under capital work in progress.

**(e) Depreciation:**

Depreciation is provided on written down value method at the rate and in the manner prescribed in Schedule II to the Companies Act, 2013.

**(f) Investments:**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at the lower of cost and fair value. Long-term investments are carried at cost and provisions are recorded to recognize any decline, other than temporary, in the carrying value of each investment.

**(g) Revenue recognition**

Revenue is recognized when consideration can be reasonably measured and there exists reasonable certainty of its recovery.

a.) Revenue from sale is recognized when the substantial risks and rewards of ownership are transferred to the buyer under the terms of the contract.

b.) Interest Income is recognized using the time-proportion method, based on rates implicit in the transaction.

**(h) Foreign Currency Transactions:**

1) Transactions in foreign currency are recorded at the original rates of exchange in force at the time transactions are effected.

2) Foreign currency denominated assets and liabilities are reported as follows:

a.) Monetary items are translated into rupees at the exchange rates prevailing at the balance sheet date. Non-Monetary items are carried at their historical rupee value.

b.) Any gain or loss on account of exchange difference either on settlement or on restatement is recognized in the Profit and Loss account.

**(i) Inventories**

Inventories are valued at cost or net realizable value, whichever is lower. Cost of Raw Material and Stores and Spares includes all cost incurred in bringing the inventory to the present location.

Cost of Finished/Semi Finished goods includes all cost incurred for conversion of raw material to finished goods.

**(j) Accounting For Taxes on Income:**

Income Tax:

Income taxes are accrued at the same period in which the related revenue and expenses arise. A provision is made for income tax annually based on the tax liability computed after considering tax allowances and exemptions. Provisions are recorded when it is estimated that a liability due to is allowances or other matters is probable.

Deferred Tax:

Deferred Tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted. as on the Balance Sheet date.

**(k) Provision, Contingent Liabilities and Contingent Assets**

Provision/Contingent Liabilities is recognized if, as a result of a past event, the company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets neither recognized nor disclosed in the books of accounts.

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Annexure IV: Statement of Notes to the Restated Financial Information

**C. Restatement adjustments, Material regroupings and Non-adjusting items**

**(a) Impact of restatement adjustments**

Below mentioned is the summary of results of restatement adjustments made to the audited financial statements of the respective period/years and its impact on profits.

(₹ in Lakhs)

| Particulars  | As at         |               |
|--|---------------|---------------|
|  | 3/31/2024     | 3/31/2023     |
| Profit after tax as per audited financial statements                 | 263.76        | 143.23        |
| <b>Adjustments to net profit as per audited financial statements</b> |               |               |
| Provision for Gratuity - Holding                                     | 13.42         | (4.47)        |
| Provision for tax  | -             | -             |
| Depreciation   | -             | -             |
| Associate (Profit)/Loss  | -             | (3.00)        |
| Pre-acquisition (profit)/ loss                                       | -             | -             |
| Deferred Tax Expense   | (0.41)        | (1.09)        |
| <b>Total adjustments</b>   | <b>13.01</b>  | <b>(8.56)</b> |
| <b>Restated profit after tax for the period/ years</b>               | <b>276.77</b> | <b>134.67</b> |

**Material Regrouping**

(₹ in Lakhs)

| Particulars   | As at         |               |
|---|---------------|---------------|
|   | 3/31/2024     | 3/31/2023     |
| <b>Reserve &amp; Surplus as per Books of Accounts</b> | 293.14        | 475.44        |
| Adjustment in Profit & Loss Accounts                  | 13.01         | (8.56)        |
| Adjustment in opening Balance                         | (13.00)       | (7.45)        |
| <b>Reserve &amp; Surplus as per Restated</b>          | <b>293.15</b> | <b>459.43</b> |
| <b>Net Worth as per Books of Accounts</b>             | <b>979.03</b> | <b>482.59</b> |
| Adjustment in Profit & Loss Accounts                  | 13.01         | (8.56)        |
| Adjustment in opening Balance                         | (13.00)       | (7.45)        |
| <b>Net worth as per Restated</b>                      | <b>979.04</b> | <b>466.58</b> |

**Note:**

A positive figures represents addition and negative figures represents deletion in the corresponding head in the audited financial statements for respective reporting periods to arrive at the restated numbers.

**(b) Explanatory notes for the restatement adjustments**

- (i) In the audited financial statements for the year ended 31 March, 2024 and 31 March 2023 the Company had not accounted for any transactions as prior period items. And accordingly, in the preparation of the Restated Financial Information, adjustment to the results of the respective year/s / period/s in respect of the the effect of prior period items do not arise / cosidered.

**(c) Material regrouping**

- i. With effect from April 1 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and presentation of its financial statements. Revised Schedule VI notified under the Companies Act, 1956 became applicable to the Company from April 1, 2012, for preparation and presentation of its financial statements. The adoption of Schedule III / Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. Further, there is no significant impact on the presentation and disclosures made in the financial statements on adoption of Schedule III as compared to Revised Schedule VI.
- ii. Appropriate adjustments have been made in the Restated Financial Information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company as at and for the year ended 31 March, 2024 and 31 March 2023 prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended).
- (d) **There are no modifications in the auditor's report and statements/comments included in the Annexures to the Audit Report on the audited financial statements of the Company for the year ended 31 March, 2024 and 31 March 2023, which do not require any corrective adjustments in the Restated Standalone Financial Information.**

Annexure - I.1

Restated Statement of Share Capital

| Particulars                                 | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| <b>Authorised share capital</b>             |                         |                         |
| Equity shares of ₹ 10 each                  |                         |                         |
| - Number of shares                          | 10,000,000              | 1,000,000               |
| - Amount in ₹ Lacs                          | 1,000.00                | 100.00                  |
| <b>Issued, subscribed and fully paid up</b> |                         |                         |
| Equity shares of ₹ 10 each issues at Par    |                         |                         |
| - Number of shares                          | 7,361,550               | 71,523                  |
| - Amount in ₹ Lacs                          | 736.16                  | 7.15                    |
| <b>Total</b>                                | <b>736.16</b>           | <b>7.15</b>             |

**Note: Terms & Conditions**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, After distribution of all preferential allotment.

- Authorised capital of the company was increased to Rs. 100 Lakhs during FY 2022-23 which was further increased to Rs. 1000.00 Lakhs during FY 2023-24

- Company has made preferential allotment of 3523 shares and 5967 shares during FY 2022-23 and FY 2023-24 respectively

**a) Reconciliation of equity share capital**

| Particulars  | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Balance at the beginning of the period/ year</b>            |                         |                         |
| - Number of shares   | 71,523                  | 10,000                  |
| - Amount ₹ in Lakh   | 7.15                    | 1.00                    |
| <b>Add: Preferential Shares issued during the period/ year</b> |                         |                         |
| - Number of shares   | 5,967                   | 3,523                   |
| - Amount ₹ in Lakh   | 0.60                    | 0.35                    |
| <b>Add: Right Shares issued during the period/ year</b>        |                         |                         |
| - Number of shares   | -                       | 58,000                  |
| - Amount ₹ in Lakh   | -                       | 5.80                    |
| <b>Add: Bonus issued during the period/ year</b>               |                         |                         |
| - Number of shares   | 7,284,060               | -                       |
| - Amount ₹ in Lakh   | 728.41                  | -                       |
| <b>Balance at the end of the period/ year</b>                  |                         |                         |
| - Number of shares   | 7,361,550               | 71,523                  |
| - Amount ₹ in Lakh   | 736.16                  | 7.15                    |

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

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395006

**b) Shareholders holding more than 5% of the shares of the Company**

| Particulars                       | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|-----------------------------------|-------------------------|-------------------------|
| <b>Equity shares of ₹ 10 each</b> |                         |                         |
| Priyankkumar Savani               |                         |                         |
| - Number of shares                | 3,230,000               | 34,000                  |
| - Percentage holding (%)          | 43.88%                  | 47.54%                  |
| Ankur Lakhani                     |                         |                         |
| - Number of shares                | 3,230,000               | 34,000                  |
| - Percentage holding (%)          | 43.88%                  | 47.54%                  |

**c) Shareholders holding Promoters of the Company**

| Particulars                       | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|-----------------------------------|-------------------------|-------------------------|
| <b>Equity shares of ₹ 10 each</b> |                         |                         |
| Priyankkumar Savani               |                         |                         |
| - Number of shares                | 3,230,000               | 34,000                  |
| - Percentage holding (%)          | 43.88%                  | 47.54%                  |
| Ankur Lakhani                     |                         |                         |
| - Number of shares                | 3,230,000               | 34,000                  |
| - Percentage holding (%)          | 43.88%                  | 47.54%                  |

**% Change during the period:** During the period there is 3.66% reduced in Promoter's share holding.

**d) Rights, preferences and restrictions attached to equity shares**

- Board of directors of the company have approved in their meeting held on April 13, 2022 issuance of 58000 right shares @ Rs. 138. All right shares were subscribed by the existing shareholders.

**e) Bonus Shares/Buy Back/Shares for consideration other than cash issues during the past five years**

- Board of directors of the company have approved in their meeting held on October 09, 2023 issuance of 72,84,060 bonus shares in ratio of 94:1 i.e. for every 1 equity share held, 94 bonus equity share will be issued. Board's resolution was already been approved by members of company in the annual general meeting held on September 30, 2023

M/S. IDENTIXWEB LIMITED  
CIN: U72100GJ2017PLC098473

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Gujarat 395006

Annexure - I.2

Restated Statement of Reserves And Surplus

(₹ in Lakhs)

| Particulars                                | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| <b>Reserve and Surplus</b>                 |                         |                         |
| <b>Security Premium</b>                    |                         |                         |
| Opening Balance                            | 240.94                  | -                       |
| Adding during the year                     | 282.36                  | 240.94                  |
| Less : Bonus Issue                         | (523.30)                | -                       |
|  | -                       | <b>240.94</b>           |
| <b>Profit and Loss Account</b>             |                         |                         |
| Opening Balance                            | 218.49                  | 83.82                   |
| Add : Profit for the Year                  | 276.77                  | 134.67                  |
| Add : Conversion of P.Y Loss of Associates | 3.00                    |                         |
| Less : Bonus Issue                         | (205.10)                | -                       |
| <b>Closing Balance</b>                     | <b>293.15</b>           | <b>218.49</b>           |
| <b>Total</b>                               | <b>293.15</b>           | <b>459.43</b>           |

M/S. IDENTIXWEB LIMITED

CIN: U72100GJ2017PLC098473

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

Annexure - I.3

Restated Statement of Long Term & Short term Borrowings

(₹ in Lakhs)

| Particulars                                    | As At<br>March 31, 2024 |            | As at<br>March 31, 2023 |             |
|--|-------------------------|------------|-------------------------|-------------|
|  | Long-term               | Short-term | Long-term               | Short-term  |
| <b>Secured</b>                                 |                         |            |                         |             |
| (a) Term loans                                 |                         |            |                         |             |
| Vehicle Loans from Bank/Financial Institutions | -                       | -          | 5.76                    | -           |
| Current Maturity of Long Term Debt             | -                       | -          | -                       | 4.24        |
| (a) Loans Repayable on demand                  |                         |            |                         |             |
| Overdraft facility                             | -                       | -          | -                       | -           |
|  | -                       | -          | 5.76                    | 4.24        |
| <b>Unsecured</b>                               |                         |            |                         |             |
| (a) Loans from Directors                       | 10.93                   | -          | 40.00                   | -           |
|  | 10.93                   | -          | 40.00                   | -           |
| <b>TOTAL</b>                                   | <b>10.93</b>            | <b>-</b>   | <b>45.76</b>            | <b>4.24</b> |

Note I.3.1 Additional information to secured Long term Borrowings

The Non-current portion of term loans are shown under long term borrowings and the current maturities of the long term borrowings are shown under other current liabilities as per disclosure requirements of the schedule III of the companies Act, 2013

Schedule of Borrowing

| Lender                                | Nature of Loan | Sanctioned Amount (Rs. In Lakhs) | Outstanding as on 31/03/2024 (Rs. In Lakhs) | Rate of Interest | Period of Repayment | Collateral Security |
|---------------------------------------|----------------|----------------------------------|---|------------------|---------------------|---------------------|
| <b>Secured - Long Term Borrowing</b>  |                |                                  |   |                  |                     |                     |
| BOB Car Loan                          | Term Loan      | 11.50                            | -   | 7.65%            | 66 months           | -                   |
| ICICI Car Loan                        | Term Loan      | 14.57                            | -   | 8.21%            | 60 months           | -                   |
| <b>Unsecured- Long Tern Borrowing</b> |                |                                  |   |                  |                     |                     |
| Unsexured Loan from director          | Unsecured Loan | NA                               | 10.93                                       | NA               | Repayable on Demand | -                   |
| <b>Total</b>                          |                | <b>26.07</b>                     | <b>10.93</b>                                |                  |                     |                     |

**Annexure - I.4**

**Restated Statement of Deferred Tax Liability**

(₹ in Lakhs)

| Particulars  | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Timing Difference existing as at the beginning of the year                     | 1.46                    | 5.37                    |
| <b><u>D.T. L. on Account of</u></b>  |                         |                         |
| > Extra depreciation claimed under income tax act as compared to companies act | -                       | -                       |
| <b><u>D.T. A. on Account of</u></b>  |                         |                         |
| > Less depreciation claimed under income tax act as compared to companies act  | (0.41)                  | (1.49)                  |
| Timing Difference existing as at the end Of the year                           | 32.86                   | 1.46                    |
| <b>Total DTL as at year end</b>  | <b>(9.14)</b>           | <b>(0.41)</b>           |
| Less: Already existing   | (0.41)                  | (1.49)                  |
| <b>Extra provision to be made during the year</b>                              | <b>(8.74)</b>           | <b>1.09</b>             |

**Annexure - I.5**

**Restated Statement of Trade Payable**

(₹ in Lakhs)

| Particulars  | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Dues of micro and small enterprises (refer note below) | -                       | -                       |
| Dues other than micro and small enterprises            | 0.89                    | -                       |
| <b>Total</b>   | <b>0.89</b>             | <b>-</b>                |

Note: Under the Micro, Small & Medium Enterprises Development Act, 2006 which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small & Medium Enterprises. The Company is in the process of compiling relevant information from its customers about their coverage under the said Act. Since the relevant information is not readily available, no disclosures have been made in the accounts. This has been relied upon by the auditors. Management believes that the figures for disclosures, if any, will not be significant.

**(a) Ageing schedule:**

**Balance as at 31st March, 2024**

(₹ in Lakhs)

| Particulars                 | Not Due /<br>Less than 1 year | 1-2 years | 2-3 years |
|-----------------------------|-------------------------------|-----------|-----------|
| (i) MSME                    | -                             | -         | -         |
| (ii) Others                 | 0.89                          | -         | -         |
| (iii) Disputed dues - MSME  | -                             | -         | -         |
| (iv) Disputed dues - Others | -                             | -         | -         |
| <b>Total</b>                | <b>0.89</b>                   | <b>-</b>  | <b>-</b>  |



**Balance as at 31st March, 2023**

(₹ in Lakhs)

| Particulars                 | Not Due /<br>Less than 1 year | 1-2 years | 2-3 years |
|-----------------------------|-------------------------------|-----------|-----------|
| (i) MSME                    | -                             | -         | -         |
| (ii) Others                 | -                             | -         | -         |
| (iii) Disputed dues - MSME  | -                             | -         | -         |
| (iv) Disputed dues - Others | -                             | -         | -         |
| <b>Total</b>                | <b>-</b>                      | <b>-</b>  | <b>-</b>  |

**(b) Dues payable to Micro and Small Enterprises:**

(₹ in Lakhs)

| Particulars   | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|---|-------------------------|-------------------------|
| Principal amount remaining unpaid to any supplier as at the year end  | -                       | -                       |
| Interest due on the above mention principal amount remaining unpaid to any supplier as at the year end  | -                       | -                       |
| Amount of the interest paid by the Company in terms of Section 16 of MSMED Act, 2006  | -                       | -                       |
| Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act  | -                       | -                       |
| Amount of interest accrued and remaining unpaid at the end of the accounting year   | -                       | -                       |
| Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006. | -                       | -                       |

**Annexure - I.6**

**Restated Statement of Other Current Liabilities**

(₹ in Lakhs)

| Particulars            | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|------------------------|-------------------------|-------------------------|
| Advance from customers | 0.70                    | -                       |
| <b>Total</b>           | <b>0.70</b>             | <b>-</b>                |

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006  
Annexure - I.7

**Restated Statement of Provisions**

(₹ in Lakhs)

| Particulars                      | As At<br>March 31, 2024 |               | As At<br>March 31, 2023 |              |
|----------------------------------|-------------------------|---------------|-------------------------|--------------|
|                                  | Long-term               | Short-term    | Long-term               | Short-term   |
| Provision for Gratuity           | 18.20                   | 0.34          | 13.16                   | 0.25         |
| Provision for Wages and Salaries | -                       | 52.84         | -                       | 31.35        |
| Provision for PF                 | -                       | 1.13          | -                       | -            |
| <b>Others</b>                    |                         |               |                         |              |
| Professional Charges Payable     | -                       | 0.60          | -                       | -            |
| TDS Payable                      | -                       | 29.34         | -                       | 0.47         |
| Interest on TDS Payable          | -                       | 0.10          | -                       | -            |
| Income Tax Payable               | -                       | 100.89        | -                       | 50.32        |
| Professional Tax Payable         | -                       | 0.10          | -                       | 0.14         |
| ESIC Payable                     | -                       | 0.09          | -                       | -            |
| Provision for Audit Fees         | -                       | 0.75          | -                       | 0.25         |
| <b>Total</b>                     | <b>18.20</b>            | <b>186.18</b> | <b>13.16</b>            | <b>82.77</b> |

Annexure - I.8  
Restated Statement of Property Plant & Equipment

(₹ in Lakhs)

| Tangible assets (Owned for own use)            | GROSS BLOCK                 |               |          |                              | DEPRECIATION / AMORTISATION |                                  |  |                              | NET BLOCK                    |                             |
|--|-----------------------------|---------------|----------|------------------------------|-----------------------------|----------------------------------|--|------------------------------|------------------------------|-----------------------------|
|  | Balance as at April 1, 2023 | Addition      | Disposal | Balance as at March 31, 2024 | Balance as at April 1, 2023 | Eliminated On Disposal Of Assets | Depriciation /Amortisation Expenditure Of The Period | Balance as at March 31, 2024 | Balance as at March 31, 2024 | Balance as at March31, 2023 |
| <b>i) Tangible Assets</b>                      |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Computer & Peripherals                         | 89.10                       | 16.54         | -        | 105.64                       | 20.93                       | -                                | 51.23  | 72.16                        | 33.48                        | 68.17                       |
| Air Conditioner                                | 6.86                        | 0.97          | -        | 7.83                         | 2.43                        | -                                | 1.37   | 3.80                         | 4.03                         | 4.43                        |
| Furniture & Fixtures                           | 67.13                       | 77.42         | -        | 144.55                       | 8.01                        | -                                | 16.01  | 24.02                        | 120.54                       | 59.13                       |
| CCTV Camera                                    | 3.66                        | -             | -        | 3.66                         | 0.82                        | -                                | 0.74   | 1.56                         | 2.11                         | 2.85                        |
| Vehicles                                       | 33.00                       | -             | -        | 33.00                        | 20.13                       | -                                | 4.02   | 24.15                        | 8.85                         | 12.87                       |
| Mobile   | 1.70                        | -             | -        | 1.70                         | 0.77                        | -                                | 0.24   | 1.01                         | 0.69                         | 0.93                        |
| Office equipment                               | 1.49                        | 5.21          | -        | 6.70                         | 0.45                        | -                                | 0.50   | 0.95                         | 5.75                         | 1.04                        |
| <b>Sub Total (A)</b>                           | <b>202.94</b>               | <b>100.14</b> | <b>-</b> | <b>303.08</b>                | <b>53.53</b>                | <b>-</b>                         | <b>74.11</b>   | <b>127.64</b>                | <b>175.45</b>                | <b>149.41</b>               |
| <b>ii) Intangible Assets</b>                   |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Computer Software                              | 12.13                       | -             | -        | 12.13                        | 1.89                        | -                                | 6.47   | 8.36                         | 3.77                         | 10.24                       |
| Munim ERP                                      | 86.41                       | 48.51         | -        | 134.92                       | -                           | -                                | 10.87  | 10.87                        | 124.05                       | 86.41                       |
| Munim GST                                      | -                           | 79.89         | -        | 79.89                        | -                           | -                                | 1.60   | 1.60                         | 78.29                        | -                           |
| <b>Sub Total (B)</b>                           | <b>98.54</b>                | <b>128.40</b> | <b>-</b> | <b>226.94</b>                | <b>1.89</b>                 | <b>-</b>                         | <b>18.94</b>   | <b>20.83</b>                 | <b>206.11</b>                | <b>96.65</b>                |
| <b>iii) Capital Work in Progress</b>           |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Building                                       | -                           | -             | -        | -                            | -                           | -                                | -  | -                            | -                            | -                           |
| <b>Sub Total (C)</b>                           | <b>-</b>                    | <b>-</b>      | <b>-</b> | <b>-</b>                     | <b>-</b>                    | <b>-</b>                         | <b>-</b>   | <b>-</b>                     | <b>-</b>                     | <b>-</b>                    |
| <b>iv) Intangible assets under development</b> |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Rate by Zipcode                                | -                           | 106.01        | -        | 106.01                       | -                           | -                                | -  | -                            | 106.01                       | -                           |
| Order Printer PDF                              | -                           | 98.23         | -        | 98.23                        | -                           | -                                | -  | -                            | 98.23                        | -                           |
| Hide Payment & Shipping lweb                   | -                           | 89.17         | -        | 89.17                        | -                           | -                                | -  | -                            | 89.17                        | -                           |
| Munim E Commerce                               | -                           | 19.75         | -        | 19.75                        | -                           | -                                | -  | -                            | 19.75                        | -                           |
| <b>Sub Total (D)</b>                           | <b>-</b>                    | <b>313.16</b> | <b>-</b> | <b>313.16</b>                | <b>-</b>                    | <b>-</b>                         | <b>-</b>   | <b>-</b>                     | <b>313.16</b>                | <b>-</b>                    |
| <b>Total ( A + B + C + D)</b>                  | <b>301.48</b>               | <b>541.70</b> | <b>-</b> | <b>843.18</b>                | <b>55.42</b>                | <b>-</b>                         | <b>93.04</b>   | <b>148.47</b>                | <b>694.72</b>                | <b>246.06</b>               |
| <b>Previous Year ,Total</b>                    | <b>69.94</b>                | <b>145.13</b> | <b>-</b> | <b>215.07</b>                | <b>30.41</b>                | <b>-</b>                         | <b>25.01</b>   | <b>55.42</b>                 | <b>159.65</b>                | <b>39.53</b>                |

(₹ in Lakhs)

| Tangible assets (Owned for own use)  | GROSS BLOCK                 |               |          |                              | DEPRECIATION / AMORTISATION |                                  |  |                              | NET BLOCK                    |                             |
|--------------------------------------|-----------------------------|---------------|----------|------------------------------|-----------------------------|----------------------------------|--|------------------------------|------------------------------|-----------------------------|
|                                      | Balance as at April 1, 2022 | Addition      | Disposal | Balance as at March 31, 2023 | Balance as at April 1, 2022 | Eliminated On Disposal Of Assets | Depriciation /Amortisation Expenditure Of The Period | Balance as at March 31, 2023 | Balance as at March 31, 2023 | Balance as at March31, 2022 |
| <b>i) Tangible Assets</b>            |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Computer & Peripherals               | 17.13                       | 71.97         | -        | 89.10                        | 9.37                        | -                                | 11.56  | 20.93                        | 68.17                        | 7.76                        |
| Air Conditioner                      | 4.74                        | 2.12          | -        | 6.86                         | 1.38                        | -                                | 1.05   | 2.43                         | 4.43                         | 3.36                        |
| Furniture & Fixtures                 | 9.88                        | 57.25         | -        | 67.13                        | 2.83                        | -                                | 5.17   | 8.01                         | 59.13                        | 7.05                        |
| CCTV Camera                          | 2.00                        | 1.66          | -        | 3.66                         | 0.59                        | -                                | 0.23   | 0.82                         | 2.85                         | 1.41                        |
| Vehicles                             | 33.00                       | -             | -        | 33.00                        | 15.57                       | -                                | 4.56   | 20.13                        | 12.87                        | 17.43                       |
| Mobile                               | 1.70                        | -             | -        | 1.70                         | 0.51                        | -                                | 0.26   | 0.77                         | 0.93                         | 1.19                        |
| Office equipment                     | 1.49                        | -             | -        | 1.49                         | 0.16                        | -                                | 0.29   | 0.45                         | 1.04                         | 1.33                        |
| <b>Sub Total (A)</b>                 | <b>69.94</b>                | <b>133.00</b> | <b>-</b> | <b>202.94</b>                | <b>30.41</b>                | <b>-</b>                         | <b>23.12</b>   | <b>53.53</b>                 | <b>149.41</b>                | <b>39.53</b>                |
| <b>ii) Intangible Assets</b>         |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Server                               | -                           | 12.13         | -        | 12.13                        | -                           | -                                | 1.89   | 1.89                         | 10.24                        | -                           |
| <b>Sub Total (B)</b>                 | <b>-</b>                    | <b>12.13</b>  | <b>-</b> | <b>12.13</b>                 | <b>-</b>                    | <b>-</b>                         | <b>1.89</b>  | <b>1.89</b>                  | <b>10.24</b>                 | <b>-</b>                    |
| <b>iii) Capital Work in Progress</b> |                             |               |          |                              |                             |                                  |  |                              |                              |                             |
| Building                             | -                           | -             | -        | -                            | -                           | -                                | -  | -                            | -                            | -                           |
| Plant & Machinery                    | -                           | -             | -        | -                            | -                           | -                                | -  | -                            | -                            | -                           |
| <b>Sub Total (C)</b>                 | <b>-</b>                    | <b>-</b>      | <b>-</b> | <b>-</b>                     | <b>-</b>                    | <b>-</b>                         | <b>-</b>   | <b>-</b>                     | <b>-</b>                     | <b>-</b>                    |
| <b>Total (A + B + C)</b>             | <b>69.94</b>                | <b>145.13</b> | <b>-</b> | <b>215.07</b>                | <b>30.41</b>                | <b>-</b>                         | <b>25.01</b>   | <b>55.42</b>                 | <b>159.65</b>                | <b>39.53</b>                |
| <b>Previous Year ,Total</b>          | <b>59.32</b>                | <b>10.62</b>  | <b>-</b> | <b>69.94</b>                 | <b>13.17</b>                | <b>-</b>                         | <b>17.24</b>   | <b>30.41</b>                 | <b>39.53</b>                 | <b>46.15</b>                |

Annexure - II.1

Restated Statement of Revenue from operations

(₹ in Lakhs)

| Particulars              | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|--------------------------|--------------------------------------|--------------------------------------|
| <b>Sales of Product</b>  |                                      |                                      |
| Domestic Sales           | -                                    | -                                    |
| Export Sales             | 540.55                               | 399.14                               |
| <b>Sales of Services</b> |                                      |                                      |
| Export Sales             | 53.12                                | 222.96                               |
| Domestic Sales           | 39.69                                | -                                    |
| <b>Total Revenue</b>     | <b>633.36</b>                        | <b>622.11</b>                        |

\*Note Geographical Revenue Bifurcation

(₹ in Lakhs)

| Particulars  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|--------------|--------------------------------------|--------------------------------------|
| Domestic     | 39.69                                | -                                    |
| Exports      | 593.67                               | 622.11                               |
| <b>Total</b> | <b>633.36</b>                        | <b>622.11</b>                        |

\*Note Statewise Revenue Bifurcation

(₹ in Lakhs)

| Particulars          | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|----------------------|--------------------------------------|--------------------------------------|
| Karnataka            | 2.50                                 | -                                    |
| Gujarat              | 36.80                                | -                                    |
| Andhra Pradesh (New) | 0.01                                 | -                                    |
| Bihar                | 0.01                                 | -                                    |
| Delhi                | 0.04                                 | -                                    |
| Goa                  | 0.01                                 | -                                    |
| Haryana              | 0.02                                 | -                                    |
| Madhya Pradesh       | 0.06                                 | -                                    |
| Maharashtra          | 0.11                                 | -                                    |
| Odisha               | 0.01                                 | -                                    |
| Punjab               | 0.03                                 | -                                    |
| Rajasthan            | 0.01                                 | -                                    |
| Sikkim               | 0.01                                 | -                                    |
| Tamil Nadu           | 0.02                                 | -                                    |
| Telangana            | 0.02                                 | -                                    |
| Uttar Pradesh        | 0.01                                 | -                                    |
| West Bengal          | 0.02                                 | -                                    |
| <b>Total</b>         | <b>39.69</b>                         | <b>-</b>                             |

\*Note Country-wise revenue Bifurcation

(₹ in Lakhs)

| Particulars  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|--------------|--------------------------------------|--------------------------------------|
| Israel       | -                                    | 209.75                               |
| Canada       | 555.77                               | 399.14                               |
| Singapore    | 1.85                                 | 10.15                                |
| Malaysia     | 2.51                                 | 3.07                                 |
| USA          | 18.46                                | -                                    |
| Japan        | 12.64                                | -                                    |
| Germany      | 2.45                                 | -                                    |
| <b>Total</b> | <b>593.67</b>                        | <b>622.11</b>                        |

**Annexure - II.2**

**Restated Statement of Other income**

(₹ in Lakhs)

| Particulars                | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|----------------------------|--------------------------------------|--------------------------------------|
| Interest on Deposit        | 13.52                                | 4.46                                 |
| Interest on Unsecured Loan | 19.37                                | -                                    |
| Comission Income           | -                                    | -                                    |
| <b>Total</b>               | <b>32.89</b>                         | <b>4.46</b>                          |

**Note:**

(a) All the items of other income are related to business activities. Further, out of all the items of other income only interest income from deposits and gain on foreign currency translations and transactions are recurring and the remaining are non-recurring in nature.

**Annexure - II.3**

**Restated Statement of Cost of materials consumed**

(₹ in Lakhs)

| Particulars                         | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|-------------------------------------|--------------------------------------|--------------------------------------|
| Opening Stock of Raw Material       | -                                    | -                                    |
| Add. Purchases of Raw Material      | -                                    | -                                    |
| Less. Closing Stock of Raw material | -                                    | -                                    |
| <b>Total</b>                        | <b>-</b>                             | <b>-</b>                             |

**Annexure - II.4**

**Restated Statement of Changes in inventories of finished goods and work-in-progress**

(₹ in Lakhs)

| Particulars                     | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|---------------------------------|--------------------------------------|--------------------------------------|
| Opening Stock of Finished Goods | -                                    | -                                    |
| Closing Stock of Finished Goods | -                                    | -                                    |
| <b>Total</b>                    | <b>-</b>                             | <b>-</b>                             |

**Annexure - II.5**

**Restated Statement of Employee benefits expense**

(₹ in Lakhs)

| Particulars               | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|---------------------------|--------------------------------------|--------------------------------------|
| Salaries and wages        | 98.01                                | 245.37                               |
| Gratuity Expense          | 5.13                                 | 4.47                                 |
| Bonus                     | -                                    | 4.63                                 |
| Remuneration to Directors | 84.00                                | 96.00                                |
| <b>Total</b>              | <b>187.14</b>                        | <b>350.48</b>                        |

**Annexure - II.6**

**Restated Statement of Finance costs**

(₹ in Lakhs)

| Particulars             | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|-------------------------|--------------------------------------|--------------------------------------|
| <b>Interest expense</b> |                                      |                                      |
| ~On Borrowings          |                                      |                                      |
| 1)Interest to Bank Loan | 4.59                                 | 4.31                                 |
| 2)Interest on Car Loan  | 0.76                                 | 1.16                                 |
| 3)Interest on Other     | 1.47                                 | -                                    |
| <b>Total</b>            | <b>6.82</b>                          | <b>5.46</b>                          |

**Annexure - II.7**

**Restated Statement of Other expenses**

(₹ in Lakhs)

| Particulars  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|--|--------------------------------------|--------------------------------------|
| Accounting Charges                                 | 3.60                                 | 2.50                                 |
| Audit Fees   | 0.50                                 | 0.25                                 |
| Bank Charges                                       | 1.43                                 | 0.45                                 |
| Capital Incease and Preferential allotment Charges | 0.19                                 | -                                    |
| Demat Charges                                      | 0.06                                 | -                                    |
| Electricity Expense                                | 8.16                                 | 4.21                                 |
| Rent   | 10.48                                | 3.08                                 |
| Office Expense & Other Expense                     | 1.46                                 | 1.31                                 |
| Internet & Telephone Expenses                      | 0.62                                 | 0.98                                 |
| Tea & Refreshment Expenses                         | 0.42                                 | 0.38                                 |
| Subcription Charges                                | 0.23                                 | 0.19                                 |
| Server Maintanace Charges                          | 0.99                                 | 0.38                                 |
| Repairs and Maintanance Expenses                   | 4.01                                 | 4.71                                 |
| Advertisement and Marketing Expenses               | 27.60                                | 2.73                                 |
| Software Expenses                                  | 0.86                                 | 2.14                                 |
| Technical Expenses                                 | 0.21                                 | 0.30                                 |
| Cloud Space Expenses                               | 0.87                                 | 3.40                                 |
| Donation Expenes                                   | 0.21                                 | 0.25                                 |
| Legal & Professional Charges                       | 19.82                                | 7.55                                 |
| Insurance Expenses                                 | -                                    | -                                    |
| Travelling Expenses                                | 7.07                                 | 2.98                                 |
| Petrol Expenses                                    | 0.12                                 | 0.13                                 |
| Professional Tax                                   | 1.22                                 | 0.86                                 |
| Property Tax                                       | 0.31                                 | 0.21                                 |
| Commission Exp                                     | -                                    | 0.07                                 |
| Custodian Fees                                     | 0.25                                 | 0.00                                 |
| Domain Charges                                     | 0.06                                 | 0.10                                 |
| Hosting Exp  | -                                    | 0.49                                 |
| Registration Fees                                  | -                                    | 1.64                                 |
| Issuer Admission Processing Fees                   | -                                    | 0.15                                 |
| Joining Fees                                       | -                                    | 0.15                                 |
| Marketing Expenses                                 | -                                    | 6.89                                 |
| ROC Charges  | 11.38                                | 2.55                                 |
| Tour & Food Expenses                               | 1.72                                 | 5.18                                 |
| Trademark Charges                                  | -                                    | 0.30                                 |
| <b>TOTAL</b>                                       | <b>103.83</b>                        | <b>56.54</b>                         |

**Annexure - II.8**

**Restated Statement of Exceptional Items**

(₹ in Lakhs)

| Particulars   | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|---|--------------------------------------|--------------------------------------|
| Long Term Capital Gain on Debentures (One time Exceptional Gain)<br>(Date of Purchase 02/15/2022 & Date of Sale 12/03/2024) | 75.00                                | -                                    |
| <b>TOTAL</b>  | <b>75.00</b>                         | <b>-</b>                             |

**Annexure - II.9**

**Restated Statement of Earning Per Equity Share**

| Particulars  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|--|--------------------------------------|--------------------------------------|
| 1. Net Profit attributable to Equity Shareholders (Rs. in Lakhs) | 276.77                               | 134.67                               |
| 2. Weighted Average number of equity shares (Pre Bonus Effect)   | 74,964                               | 66,130                               |
| 3. Basic and Diluted Earning Per Share (Pre Bonus Effect)        | <b>369.20</b>                        | <b>203.64</b>                        |
| 4. Weighted Average number of equity shares (Post Bonus Effect)  | 7,359,024                            | 6,282,369                            |
| 5. Basic and Diluted Earning Per Share (Post Bonus Effect)       | <b>3.76</b>                          | <b>2.14</b>                          |

**Annexure - I.9**

**Restated Statement of Goodwill on Consolidation**

(₹ in Lakhs)

| Particulars               | As At<br>March 31, 2024 |              | As At<br>March 31, 2023 |          |
|---------------------------|-------------------------|--------------|-------------------------|----------|
|                           | Amt                     | Amt          | Amt                     | Amt      |
| Goodwill on Consolidation |                         | 43.65        |                         | -        |
| <b>Total</b>              |                         | <b>43.65</b> |                         | <b>-</b> |

**Annexure - I.10**

**Restated Statement of Non-Current Investments**

(₹ in Lakhs)

| Particulars   | As At<br>March 31, 2024 |            | As At<br>March 31, 2023 |            |
|---|-------------------------|------------|-------------------------|------------|
|   | Long-term               | Short-term | Long-term               | Short-term |
| <b>Unquoted Investments:</b>  |                         |            |                         |            |
| <b>Investments in Equity Instruments of private company</b>   |                         |            |                         |            |
| 5001 Equity Shares of Munim Erp Private Limited -(Fully Paidup) of Rs 10 each (earlier 4000 shares) | -                       | -          | (2.60)                  | -          |
| <b>Investment in Others</b>   |                         |            |                         |            |
| 30000 Complusory Convertible Debenture of Speciality Medicines Private Limited of Rs 500 each       | -                       | -          | 150.00                  | -          |
| <b>Total</b>  | <b>-</b>                | <b>-</b>   | <b>147.40</b>           | <b>-</b>   |

**Investment in Identixweb LLC**

- The company has incorporated M/s. Identixweb LLC, being a wholly owned subsidiary in Delaware, USA. In this case, the subsidiary has been incorporated without any cash transaction. The control has been achieved through other means, such as contractual agreements or other arrangements that confer control to the company.

| Particulars                              | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|--|-------------------------|-------------------------|
| Aggregate Amount of quoted investments   | -                       | -                       |
| Market Value of quoted investments       | -                       | -                       |
| Aggregate Amount of unquoted investments | -                       | 147.40                  |
| Market Value of quoted investments       | -                       | -                       |

**Annexure - I.11**

**Restated Statement of Inventories (Valued at Cost or NRV which ever is lower)**

(₹ in Lakhs)

| Particulars  | As At<br>March 31, 2024 |          | As At<br>March 31, 2023 |          |
|--------------|-------------------------|----------|-------------------------|----------|
|              | Amt                     | Amt      | Amt                     | Amt      |
|              |                         | -        |                         | -        |
| <b>Total</b> |                         | <b>-</b> |                         | <b>-</b> |

**Annexure - I.12**

**Restated Statement of Trade receivables**

(₹ in Lakhs)

| Particulars   | As At<br>March 31, 2024 |              | As At<br>March 31, 2023 |          |
|---|-------------------------|--------------|-------------------------|----------|
|   | Amt                     | Amt          | Amt                     | Amt      |
| (i) Undisputed Trade receivables — considered good      |                         | 49.60        |                         | -        |
| (ii) Undisputed Trade Receivables — considered doubtful |                         | -            |                         | -        |
| (iii) Disputed Trade Receivables considered good        |                         | -            |                         | -        |
| (iv) Disputed Trade Receivables considered doubtful     |                         | -            |                         | -        |
| <b>Total</b>  |                         | <b>49.60</b> |                         | <b>-</b> |

**Annexure 12.1: Restated Statement of Ageing Schedule**

**Trade receivables as March 31,2024**

(₹ in Lakhs)

| Particulars   | Outstanding for following periods from due date of payment |                  |           |           |                   | Total |
|---|--|------------------|-----------|-----------|-------------------|-------|
|   | Less than 6 months   | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years |       |
| (i) Undisputed Trade receivables — considered good      | -  | 49.60            | -         | -         | -                 | 49.60 |
| (ii) Undisputed Trade Receivables — considered doubtful | -  | -                | -         | -         | -                 | -     |
| (iii) Disputed Trade Receivables considered good        | -  | -                | -         | -         | -                 | -     |
| (iv) Disputed Trade Receivables considered doubtful     | -  | -                | -         | -         | -                 | -     |



Trade receivables as March 31, 2023

(₹ in Lakhs)

| Particulars   | Outstanding for following periods from due date of payment |                  |           |           |                   | Total |
|---|--|------------------|-----------|-----------|-------------------|-------|
|   | Less than 6 months   | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years |       |
| (i) Undisputed Trade receivables — considered good      | -  | -                | -         | -         | -                 | -     |
| (ii) Undisputed Trade Receivables — considered doubtful | -  | -                | -         | -         | -                 | -     |
| (iii) Disputed Trade Receivables considered good        | -  | -                | -         | -         | -                 | -     |
| (iv) Disputed Trade Receivables considered doubtful     | -  | -                | -         | -         | -                 | -     |

Annexure - I.13

Restated Statement of Cash and Bank Balance

(₹ in Lakhs)

| Particulars                      | As At<br>March 31, 2024 | As At<br>March 31, 2023 |
|----------------------------------|-------------------------|-------------------------|
|                                  | Amt                     | Amt                     |
| <b>Cash and cash equivalents</b> |                         |                         |
| Cash on hand                     | 9.87                    | 1.00                    |
| <b>Balances with banks</b>       |                         |                         |
| - in current accounts            | 98.95                   | 183.19                  |
| - in Fixed Deposits with Bank    | 214.20                  | 12.68                   |
| more than 3 upto 12 months       |                         |                         |
| more than 12 months              |                         |                         |
| held against BGs                 |                         |                         |
| <b>Total</b>                     | <b>323.02</b>           | <b>196.87</b>           |

Annexure - I.14

Restated Statement of Loans And Advances

(₹ in Lakhs)

| Particulars                       | As At<br>March 31, 2024 |             | As At<br>March 31, 2023 |              |
|-----------------------------------|-------------------------|-------------|-------------------------|--------------|
|                                   | Long-term               | Short-term  | Long-term               | Short-term   |
| <b>Unsecured, considered Good</b> |                         |             |                         |              |
| Loans to Employees                | -                       | 3.02        | -                       | 2.00         |
| Loans to Others                   | -                       | 2.72        | -                       | 0.21         |
| Loan to subsidiary                | -                       | -           | -                       | 83.70        |
| Office Deposit                    | 26.95                   | -           | 1.15                    | -            |
| <b>Total</b>                      | <b>26.95</b>            | <b>5.74</b> | <b>1.15</b>             | <b>85.91</b> |

Annexure - I.15

Restated Statement of Other current assets

(₹ in Lakhs)

| Particulars   | As At<br>March 31, 2024 |              | As At<br>March 31, 2023 |              |
|---|-------------------------|--------------|-------------------------|--------------|
|   | Long-term               | Short-term   | Long-term               | Short-term   |
| <b>Unsecured, considered good (unless otherwise stated)</b> |                         |              |                         |              |
| Balance with Revenue Authorities                            | -                       | 37.03        | -                       | 21.12        |
| Accrued Income  | -                       | 6.09         | -                       | -            |
| <b>Total</b>  | <b>-</b>                | <b>43.12</b> | <b>-</b>                | <b>21.12</b> |

ANNEXURE – V

Notes to the Restated Financial Information

A. Contingent Liabilities & Commitments

(i) Contingent Liabilities

It has been informed that during the year under consideration, management has not identified any contingent liability which will arise and

(ii) Commitments

As informed, no capital commitments to be fulfilled by the company.

B. Segment reporting

There are no reportable segments and therefore nothing to report under segmental reporting.

C. Expenditure in foreign currency on accrual basis

(₹ in Lakhs)

| Particulars     | As at          |                |
|-----------------|----------------|----------------|
|                 | March 31, 2024 | March 31, 2023 |
| Import Purchase | -              | -              |

D. Earning in foreign currency on accrual basis

(₹ in Lakhs)

| Particulars                     | As at          |                |
|---------------------------------|----------------|----------------|
|                                 | March 31, 2024 | March 31, 2023 |
| Export of products and services | 593.67         | 622.11         |

E. Other Additional Information:

- (i) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any
- (ii) The quarterly returns and statement of current assets filled by the company with Banks are generally in agreement with the books of
- (iii) The company have not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (iv) The company have not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (Intermediaries)
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company
- (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (v) **Disclosure under AS - 15 Employee Benefits**

The benefits payable under this plan are governed by "Gratuity Act 1972". Under the Act, employee who has completed five years of service is entitled to specific benefit. The level of benefit provided depends on the member's length of services and salary at retirement age. The following tables summarise the components of net benefit expense recognised in the summary statement of profit or loss and the funded status and amounts recognised in the statement of assets and liabilities for the respective plans:

1. The disclosure in respect of the defined Gratuity Plan are given below:

| Particulars                            | For the Period Ended                        |   |
|--|---|---|
|  | March 31, 2024                              | March 31, 2023                              |
| <b>Assumptions - Economic</b>          |   |   |
| Discount Rate                          | 7.10%                                       | 7.40%                                       |
| Rate of increase in Compensation Level | 7.00%                                       | 7.00%                                       |
| <b>Assumptions - Demographic</b>       |   |   |
| Retirement Age                         | 60  | 60  |
| Attrition Rate                         | 5% to 1%                                    | 5% to 1%                                    |
| Mortality Rate                         | Indian Assured Lives<br>Mortality (2012-14) | Indian Assured Lives<br>Mortality (2012-14) |
| Rate of Return on Plan Assets          | NA  | NA  |

**2. Change in the Present value of Defined Benefit obligations (unfunded) (₹ in Lakhs)**

| Particulars  | For the Period Ended |              |
|--|----------------------|--------------|
|  | March 31, 2024       | 3/31/2023    |
| Present value of obligation as at the beginning of the year:         | 13.41                | 8.94         |
| Acquisition adjustment   | -                    | -            |
| Interest Cost  | 0.95                 | 0.66         |
| Past service cost  | -                    | -            |
| Current service cost   | 5.87                 | 5.50         |
| Curtailement Cost/(Credit)   | -                    | -            |
| Settlement Cost/(Credit)   | -                    | -            |
| Benefits paid  | -                    | -            |
| Actuarial (gain)/loss on obligations                                 | (7.65)               | (1.69)       |
| <b>Present value of Benefit Obligations at the end of the period</b> | <b>12.58</b>         | <b>13.41</b> |
| Current Liability  | 0.23                 | 0.25         |
| Non-Current Liability  | 12.35                | 13.16        |

**3. Change in the Fair Value of Plan Assets (₹ in Lakhs)**

| Particulars   | For the Period Ended |           |
|---|----------------------|-----------|
|   | March 31, 2024       | 3/31/2023 |
| <b>Fair Value of Plan Assets as at the beginning of the year:</b> | -                    | -         |
| Acquisition Adjustment  | -                    | -         |
| Expected Return on Plan Assets                                    | -                    | -         |
| Employer's Contribution   | -                    | -         |
| Benefits Paid   | -                    | -         |
| Actuarial Gains/(Losses) on Plan Assets                           | -                    | -         |
| <b>Fair Value of Plan Assets as at the End of the year</b>        | <b>-</b>             | <b>-</b>  |

**4. Actuarial Gain/Loss Recognised (₹ in Lakhs)**

| Particulars   | For the Period Ended |               |
|---|----------------------|---------------|
|   | March 31, 2024       | 3/31/2023     |
| Actuarial gain/(loss) for the year - Obligation                     | (7.65)               | (1.69)        |
| Actuarial gain/(loss) for the year - Plan Assets                    | -                    | -             |
| Total (gain) / loss for the year                                    | <b>(7.65)</b>        | <b>(1.69)</b> |
| Actuarial (gain)/loss recognised in the year                        | (7.65)               | (1.69)        |
| <b>Unrecognised actuarial (gains)/losses at the end of the year</b> | <b>-</b>             | <b>-</b>      |

**5. Amount recognised in Balance Sheet & Statement of Profit & Loss (₹ in Lakhs)**

| Particulars  | For the Period Ended |              |
|--|----------------------|--------------|
|  | March 31, 2024       | 3/31/2023    |
| Present Value of Benefit Obligation at the end of the Year                           | 12.58                | 13.41        |
| Fair Value of Plan Assets at the end of the Period                                   | -                    | -            |
| Funded Status  | -                    | -            |
| Unrecognised Actuarial (gains)/losses  | -                    | -            |
| <b>Net (Liability)/Asset Recognized in the Balance Sheet &amp; Profit &amp; Loss</b> | <b>12.58</b>         | <b>13.41</b> |

**6. Expenses recognized in Profit and loss**

(₹ in Lakhs)

| Particulars  | For the Period Ended |             |
|--|----------------------|-------------|
|  | March 31, 2024       | 3/31/2023   |
| Current Service Cost   | 5.87                 | 5.50        |
| Past Service Cost  | -                    | -           |
| Interest Cost  | 0.95                 | 0.66        |
| Expected Return on Plan Assets                                   | -                    | -           |
| Curtailement Cost/(Credit)                                       | -                    | -           |
| Settlement Cost/(Credit)   | -                    | -           |
| Net actuarial (gain)/loss recognized in the year                 | (7.65)               | (1.69)      |
| <b>Expenses Recognized in the statement of Porfit &amp; Loss</b> | <b>(0.83)</b>        | <b>4.47</b> |

- (vi) The company have not received any fund from any person(s) or entity (ies), including foreign entities (Funding Party) with the
- (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
- (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) The company is not declared as wilful defaulter by any bank or financial Institution or other lender.
- (ix) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

(x) **Additional Regulatory Information**

**1. Details of crypto currency or virtual currency**

The Company has neither traded nor invested in Crypto currency or Virtual Currency during the year ended 31 March, 2024 and 31 March 2023. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto

**2. Undisclosed income**

During the Period, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

**3. Relationship with struck off companies**

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year ended 31 March, 2024 and 31 March 2023.

**4. Compliance with numbers of layers of companies**

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the year ended 31 March, 2024 and 31 March 2023.

5. The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

6. No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

**F. Corporate Social Responsibility (CSR)**

As per Section 135 of the Companies Act, 2013: Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

Our Company doesnot fulfill any of the eligibility criteria and hence the CSR provisions are not applicable to our company.

ANNEXURE –VI

Statement of Accounting & Other Ratios, As Restated

| Particulars   |  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|---|--|--------------------------------------|--------------------------------------|
| Net Profit as Restated (A)  |  | 276.77                               | 134.67                               |
| Add: Depreciation   |  | 81.67                                | 25.01                                |
| Add: Finance Costs  |  | 6.82                                 | 5.46                                 |
| Add: Income Tax/ Deferred Tax   |  | 92.15                                | 51.41                                |
| Less: Other Income  |  | (32.89)                              | (4.46)                               |
| <b>EBITDA</b>   |  | <b>424.52</b>                        | <b>212.09</b>                        |
| <b>EBITDA Margin (%)</b>  |  | <b>67.03%</b>                        | <b>34.09%</b>                        |
| Net Worth as Restated (B)   |  | 1,029.31                             | 466.58                               |
| <b>Return on Net worth (%) as Restated (A/B)</b>  |  | <b>26.89%</b>                        | <b>28.86%</b>                        |
| Equity Share at the end of year (in Nos.) (C)   |  | 7,361,550                            | 71,523                               |
| Weighted No. of Equity Shares (Pre-Bonus) (D)   |  | 74,645                               | 65,934                               |
| Weighted No. of Equity Shares (Post-Bonus)<br>(Considering Bonus with retrospective effect) (E)                                 |  | 7,359,024                            | 6,264,670                            |
| <b>Basic &amp; Diluted Earnings per Equity Share as Restated (A/D)</b>  |  | <b>370.78</b>                        | <b>204.25</b>                        |
| <b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)</b> |  | <b>3.76</b>                          | <b>2.15</b>                          |
| <b>Net Asset Value per Equity share as Restated (B/C)</b>   |  | <b>13.98</b>                         | <b>652.35</b>                        |
| <b>Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/E)</b>              |  | <b>13.99</b>                         | <b>7.45</b>                          |

**Note:-**

EBITDA Margin = EBITDA/Total Revenue

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

The company has allotted Equity Shares as Bonus Share in the ratio of 94:1 during FY 2023-24

As per Accounting Standard 20 (AS - 20), In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.

**M/S. IDENTIXWEB LIMITED**  
**CIN: U72100GJ2017PLC098473**

**1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha  
Road, Surat, Gujarat 395006**

**ANNEXURE - VII**

**Statement of Analytical Ratios, As Restated**

| <b>Ratio</b>                         | <b>As at<br/>March 31, 2024</b> | <b>As at<br/>March 31, 2023</b> |
|--------------------------------------|---------------------------------|---------------------------------|
| Current Ratio                        | 2.24                            | 3.49                            |
| Debt-Equity Ratio                    | 0.01                            | 0.11                            |
| Debt Service Coverage Ratio          | 55.03                           | 22.63                           |
| Return on Equity (ROE)(%)            | 37.30%                          | 49.93%                          |
| Inventory Turnover Ratio             | NA                              | NA                              |
| Trade receivables turnover ratio     | 25.54                           | NA                              |
| Trade payables turnover ratio        | 0.00                            | 0.00                            |
| Net capital turnover ratio           | 1.85                            | 2.51                            |
| Net profit ratio(%)                  | 42.57%                          | 22.13%                          |
| Return on capital employed (ROCE)(%) | 69.40%                          | 62.87%                          |
| Return on investments(%)             | NA                              | NA                              |

ANNEXURE – VIII

Statement of Capitalization, As Restated

(₹ in Lakh)

| Particulars                                      | Pre-Issue (As of March 31, 2024) | Post Issue |
|--|----------------------------------|------------|
| <b>Debt :</b>                                    |                                  |            |
| Long Term Debt (A)                               | 10.93                            | [•]        |
| Short Term Debt                                  | -                                | [•]        |
| <b>Total Debt (B)</b>                            | <b>10.93</b>                     | <b>[•]</b> |
| <b>Shareholders' funds</b>                       |                                  |            |
| Share capital                                    | 736.16                           | [•]        |
| Reserves and surplus                             | 293.15                           | [•]        |
| <b>Total Shareholders' funds (C)</b>             | <b>1,029.31</b>                  | <b>[•]</b> |
|  |                                  |            |
| <b>Long Term Debt/ Shareholders' Funds (A/C)</b> | <b>0.01</b>                      | <b>[•]</b> |
| <b>Total Debt / Shareholders Fund (B/C)</b>      | <b>0.01</b>                      | <b>[•]</b> |

Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12

Long term Debts represent debts other than short term Debts as defined above but excludes installment of term loans repayable within 12 months.

The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure IV.

The corresponding post issue figures will be calculated on finalisation of issue price and the number of shares on conclusion of the book building process.

M/S. IDENTIXWEB LIMITED  
CIN: U72100GJ2017PLC098473

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat,  
Gujarat 395006

ANNEXURE –IX

Statement of Tax Shelter, As Restated

| Particulars  | As At             |                   |
|--|-------------------|-------------------|
|  | March 31, 2024    | March 31, 2023    |
| <b>Profit Before Tax as per books of accounts (A)</b>        | <b>361.78</b>     | <b>189.08</b>     |
| -- Normal Tax rate   | 25.17%            | 25.17%            |
| -- Minimum Alternative Tax rate                              | 0.00%             | 0.00%             |
| <b>Permanent differences</b>                                 |                   |                   |
| Other adjustments  |                   |                   |
| Prior Period Item  |                   | -                 |
|  |                   | -                 |
| <b>Total (B)</b>   | <b>-</b>          | <b>-</b>          |
| <b>Timing Differences</b>                                    |                   |                   |
| Depreciation as per Books of Accounts                        | 81.67             | 25.01             |
| Depreciation as per Income Tax                               | -                 | 28.92             |
| Difference between tax depreciation and book depreciation    | 81.67             | (3.91)            |
| Other adjustments  | 5.13              | 4.47              |
| Deduction under chapter VI-A                                 |                   |                   |
| <b>Total (C)</b>   | <b>86.80</b>      | <b>0.56</b>       |
| <b>Net Adjustments (D = B+C)</b>                             | <b>86.80</b>      | <b>0.56</b>       |
| <b>Total Income (E = A+D)</b>                                | <b>448.58</b>     | <b>189.64</b>     |
| Brought forward losses set off (Depreciation)                | -                 | -                 |
| Tax effect on the above (F)                                  | -                 | -                 |
| <b>Taxable Income/ (Loss) for the year/period (E+F)</b>      | <b>448.58</b>     | <b>189.64</b>     |
| Tax Payable for the year                                     | 112.90            | 47.73             |
| Tax payable as per MAT                                       | -                 | -                 |
| Tax expense recognised                                       | 100.89            | 50.32             |
| Tax payable as per normal rates or MAT (whichever is higher) | <b>Income Tax</b> | <b>Income Tax</b> |



M/S. IDENTIXWEB LIMITED

CIN: U72100GJ2017PLC098473

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

ANNEXURE – X

Restated Statement of Related party disclosures

(a) Names of related parties and description of relationship:

| Nature of related parties            | Description of relationship |
|--------------------------------------|-----------------------------|
| Munim ERP Private Limited            | Subsidiary company          |
| Identixweb LLC                       | Subsidiary company          |
| Priyank Savani                       | Key managerial personnel    |
| Ankur Lakhani                        | Key managerial personnel    |
| Hiral Lakhani                        | Director                    |
| Dipali Savani                        | Relative of KMP             |
| Ankur Jagdishbhai Lakhani (HUF)      | HUF Of KMP                  |
| Priyankkumar Jivrajbhai Savani (HUF) | HUF Of KMP                  |
| Jivrajbhai Dhanjibhai Savani (HUF)   | HUF Of Relative of KMP      |
| Jagdishbhai Hirabhai Lakhani (HUF)   | HUF Of Relative of KMP      |
| Nikunjibhai Jivrajbhai Savani (HUF)  | HUF Of Relative of KMP      |
| Pareshbhai Jagdishbhai Lakhani (HUF) | HUF Of Relative of KMP      |
| Nikunjibhai Jivrajbhai Savani        | Relative of KMP             |
| Lakhani Pareshbhai Jagdishbhai       | Relative of KMP             |
| Jivrajbhai Dhanjibhai Savani         | Relative of KMP             |
| Savani Hansaben Jivrajbhai           | Relative of KMP             |
| Jagdishbhai Hirabhai Lakhani         | Relative of KMP             |
| Jalpaben Pareshbhai Lakhani          | Relative of KMP             |
| Savani Nilam Nikunjibhai             | Relative of KMP             |

M/S. IDENTIXWEB LIMITED

CIN: U72100GJ2017PLC098473

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

b) Transactions with related parties:

(₹ in Lakhs)

| S.NO. | Particulars                             | For the Financial year ending |                |
|-------|---|-------------------------------|----------------|
|       |   | March 31, 2024                | March 31, 2023 |
| A.    | <b>Loan taken</b>                       |                               |                |
|       | Priyank Savani                          | -                             | 46.00          |
|       | Ankur Lakhani                           | -                             | 42.50          |
| B.    | <b>Loan Repaid</b>                      |                               |                |
|       | Priyank Savani                          | 20.00                         | 26.00          |
|       | Ankur Lakhani                           | 20.00                         | 22.50          |
| C.    | <b>Remuneration Paid</b>                |                               |                |
|       | Priyank Savani                          | 48.00                         | 48.00          |
|       | Ankur Lakhani                           | 48.00                         | 48.00          |
| D     | <b>Salary</b>                           |                               |                |
|       | Dipali Savani                           | 7.00                          | 7.20           |
|       | Hiral Lakhani                           | 3.60                          | 7.20           |
| E     | <b>Technical Fees</b>                   |                               |                |
|       | Hiral Lakhani                           | 3.47                          | -              |
| F     | <b>Share Application Money Received</b> |                               |                |
|       | Ankur Jagdishbhai Lakhani (HUF)         | 3.98                          |                |
|       | Priyankkumar Jivrajbhai Savani (HUF)    | 3.98                          |                |
|       | Jivrajbhai Dhanjibhai Savani (HUF)      | 2.99                          |                |
|       | Jagdishbhai Hirabhai Lakhani (HUF)      | 2.99                          |                |
|       | Nikunjibhai Jivrajbhai Savani (HUF)     | 2.99                          |                |
|       | Pareshbhai Jagdishbhai Lakhani (HUF)    | 2.99                          |                |
|       | Nikunjibhai Jivrajbhai Savani           | 5.03                          |                |
|       | Lakhani Pareshbhai Jagdishbhai          | 5.03                          |                |
|       | Dipali Priyankkumar Savani              | 4.98                          |                |
|       | Hiralben Ankurbhai Lakhani              | 4.50                          |                |
|       | Jivrajbhai Dhanjibhai Savani            | 3.98                          |                |
|       | Savani Hansaben Jivrajbhai              | 3.98                          |                |
|       | Jagdishbhai Hirabhai Lakhani            | 3.98                          |                |
|       | Jalpaben Pareshbhai Lakhani             | 3.98                          |                |
|       | Savani Nilam Nikunjibhai                | 2.99                          |                |
| G     | <b>Issue of Bonus Shares</b>            |                               |                |
|       | Priyank Savani                          | 319.60                        |                |
|       | Ankur Lakhani                           | 319.60                        |                |
|       | Ankur Jagdishbhai Lakhani (HUF)         | 0.79                          |                |
|       | Priyankkumar Jivrajbhai Savani (HUF)    | 0.79                          |                |
|       | Jivrajbhai Dhanjibhai Savani (HUF)      | 0.59                          |                |
|       | Jagdishbhai Hirabhai Lakhani (HUF)      | 0.59                          |                |
|       | Nikunjibhai Jivrajbhai Savani (HUF)     | 0.59                          |                |
|       | Pareshbhai Jagdishbhai Lakhani (HUF)    | 0.59                          |                |
|       | Nikunjibhai Jivrajbhai Savani           | 1.00                          |                |
|       | Lakhani Pareshbhai Jagdishbhai          | 1.00                          |                |
|       | Dipali Priyankkumar Savani              | 0.99                          |                |
|       | Hiralben Ankurbhai Lakhani              | 0.89                          |                |
|       | Jivrajbhai Dhanjibhai Savani            | 0.79                          |                |
|       | Savani Hansaben Jivrajbhai              | 0.79                          |                |
|       | Jagdishbhai Hirabhai Lakhani            | 0.79                          |                |
|       | Jalpaben Pareshbhai Lakhani             | 0.79                          |                |
|       | Savani Nilam Nikunjibhai                | 0.59                          |                |
| H     | <b>Intercorporate Deposits</b>          |                               |                |
|       | Munim ERP Private Limited               | 212.94                        | 83.70          |
| I     | <b>Investment in Shares</b>             |                               |                |
|       | Munim ERP Private Limited               | 0.10                          | 0.40           |

M/S. IDENTIXWEB LIMITED

CIN: U72100GJ2017PLC098473

1st Floor, Plot No. 240, C. S. No. 1730, Nehru Nagar, L. H. Road, SY No. 46/2-A, TPS-4, Varachha Road, Surat, Gujarat 395006

c) Closing Balances Payables/Receivables:

(₹ in Lakhs)

| S.NO. | Particulars                       | As at          |                |
|-------|-----------------------------------|----------------|----------------|
|       |                                   | March 31, 2024 | March 31, 2023 |
| A.    | <b>Loans(Liability)</b>           |                |                |
|       | Priyank Savani                    | -              | 20.00          |
|       | Ankur Lakhani                     | -              | 20.00          |
| B.    | <b>Investment in shares</b>       |                |                |
|       | Munim ERP Private Limited         | 0.50           | 0.40           |
| B.    | <b>Loans And Advances(Assets)</b> |                |                |
|       | Munim ERP Private Limited         | 296.64         | 83.70          |

**ANNEXURE- XI**

**Statement of Dividends**

(₹ in Lakhs)

| Particulars                             | As At          |                |
|---|----------------|----------------|
|   | March 31, 2024 | March 31, 2023 |
| <b>Equity shares</b>                    |                |                |
| Equity share capital (₹)                | 736.16         | 7.15           |
| Number of equity shares                 | 7,361,550      | 71,523         |
| Face value per share (₹)                | 10.00          | 10.00          |
| <b>Dividend on equity shares</b>        |                |                |
| Final dividend rate                     | -              | -              |
| <b>Dividend paid on equity shares</b>   |                |                |
| Final dividend (₹)                      | -              | -              |
| Tax on dividend including surcharge (₹) | -              | -              |

1. The above statement should be read with the Statement of Notes to the Restated Financial Information in Annexure IV.

**ANNEXURE- XII**

**Changes in the Significant Accounting Policies**

There have been no changes in the accounting policies of the company for the period covered under Financial Year 2023. However, there is a change in accounting policy for materiality policy and capitalization of Intangible Assets under Development for Financial Year 2024.

**OTHER FINANCIAL INFORMATION**

**Statement of Accounting & Other Ratios, As Restated**

(₹ in Lakh except per share data)

| Particulars   | For the year<br>ended<br>March 31,<br>2024 | For the year<br>ended<br>March 31,<br>2023 | For the year<br>ended<br>March 31,<br>2022 |
|---|--|--|--|
| Net Profit as Restated (A)  | 283.90                                     | 137.67                                     | 75.30                                      |
| Add: Depreciation   | 80.35                                      | 25.01                                      | 17.24                                      |
| Add: Finance Costs  | 5.43                                       | 5.46                                       | 1.60                                       |
| Add: Income Tax/ Deferred Tax   | 92.15                                      | 51.41                                      | 5.80                                       |
| Less: Other Income  | (26.80)                                    | (4.46)                                     | (7.66)                                     |
| <b>EBITDA</b>   | <b>435.04</b>                              | <b>215.09</b>                              | <b>92.27</b>                               |
| <b>EBITDA Margin (%)</b>  | <b>68.74%</b>                              | <b>34.57%</b>                              | <b>15.38%</b>                              |
| Net Worth as Restated (B)   | 1,036.43                                   | 469.57                                     | 84.81                                      |
| <b>Return on Net worth (%) as Restated (A/B)</b>  | <b>27.39%</b>                              | <b>29.32%</b>                              | <b>88.79%</b>                              |
| Equity Share at the end of year (in Nos.) (C)   | 7,361,550                                  | 71,523                                     | 10,000                                     |
| Weighted No. of Equity Shares (Pre-Bonus) (D)   | 74,964                                     | 65,944                                     | 10,000                                     |
| Weighted No. of Equity Shares (Post-Bonus) (E)  | 7,359,024                                  | 6,264,670                                  | 950,000                                    |
| (Considering Bonus with retrospective effect)   |  |  |  |
| <b>Basic &amp; Diluted Earnings per Equity Share as Restated (A/D)</b>  | <b>378.71</b>                              | <b>208.77</b>                              | <b>752.97</b>                              |
| <b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)</b> | <b>3.86</b>                                | <b>2.20</b>                                | <b>7.93</b>                                |
| Net Asset Value per Equity share as Restated (B/C)  | 14.08                                      | 656.52                                     | 848.05                                     |
| <b>Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/E)</b>              | <b>14.08</b>                               | <b>7.50</b>                                | <b>8.93</b>                                |

**Note:-**

EBITDA Margin = EBITDA/Total Revenue

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

The company has allotted Equity Shares as Bonus Share in the ratio of 94:1 during FY 2023-24

As per Accounting Standard 20 (AS - 20), In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Red Herring Prospectus. You should also read the section entitled "Risk Factors" beginning on page 28, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.*

The financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated July 10, 2024 which is included in this Draft Red Herring Prospectus under the section titled "Restated Standalone Financial Information" beginning on page 165 of this Draft Red Herring Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.

Our Company was required to prepare Consolidated Financial Statements for the FY 2023-24 and FY 2022-23. Consolidation of financial statement for FY 2021-22 was not applicable to the Company. Therefore, Our Company has prepared Restated Consolidated Financial Statements for the FY 2023-24 and FY 2022-23. However, in order to have better understanding and comparability, information provided in this chapter is based on Restated Standalone financial statement for the period ended FY 2023-24, FY 2022-23 and FY 2021-22.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" beginning on pages 28 and 16 respectively, and elsewhere in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial statements in this Draft Red Herring Prospectus will provide meaningful information depend entirely on such potential investor's level of familiarity with Indian accounting practices. Please also refer to section titled "Presentation of Financial, Industry and Market data" beginning on page 14 of this Draft Red Herring Prospectus.

### **BUSINESS OVERVIEW**

Incorporated in 2017, Our company, as an IT firm, is involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development. The primary goal of our company is to deliver applications online, eliminating the need for installation and maintenance. This approach simplifies software management. Our products include more than 10 Shopify applications that are conversion-optimized and tailored made to meet customer needs. We provide our products and services worldwide across a wide range of sectors.

Our company leverages the extensive experience of our promoters, Mr. Priyankumar Jivarajbhai Savani and Mr. Ankur Jagdishbhai Lakhani. The Promoters, who has been with us since 2019, collectively bring over 13 years of expertise in Shopify application development. The significant contributions from our Board of Directors, Key Managerial Personnel, and Senior Management team have also played a crucial role in our company's growth.

Our company specializes in Shopify application development, which focuses on creating applications that enhance the functionality and performance of Shopify stores. These applications can range from tools that improve store management and customer engagement to features that optimize sales and streamline operations. Shopify is a leading e-commerce platform that powers over a million businesses worldwide. Its flexibility and scalability make it an ideal choice for businesses of all sizes. However, to truly maximize the potential of a Shopify store, merchants often need custom applications that cater to their specific needs. Our extensive experience and deep understanding of the Shopify platform enable us to deliver top-tier Shopify solutions. We are committed to ensure that all our services are executed with the highest level of precision and customer satisfaction. Our dedication to excellence has earned us a reputation for delivering innovative, reliable, and efficient Shopify solutions that help merchants achieve their business goals.

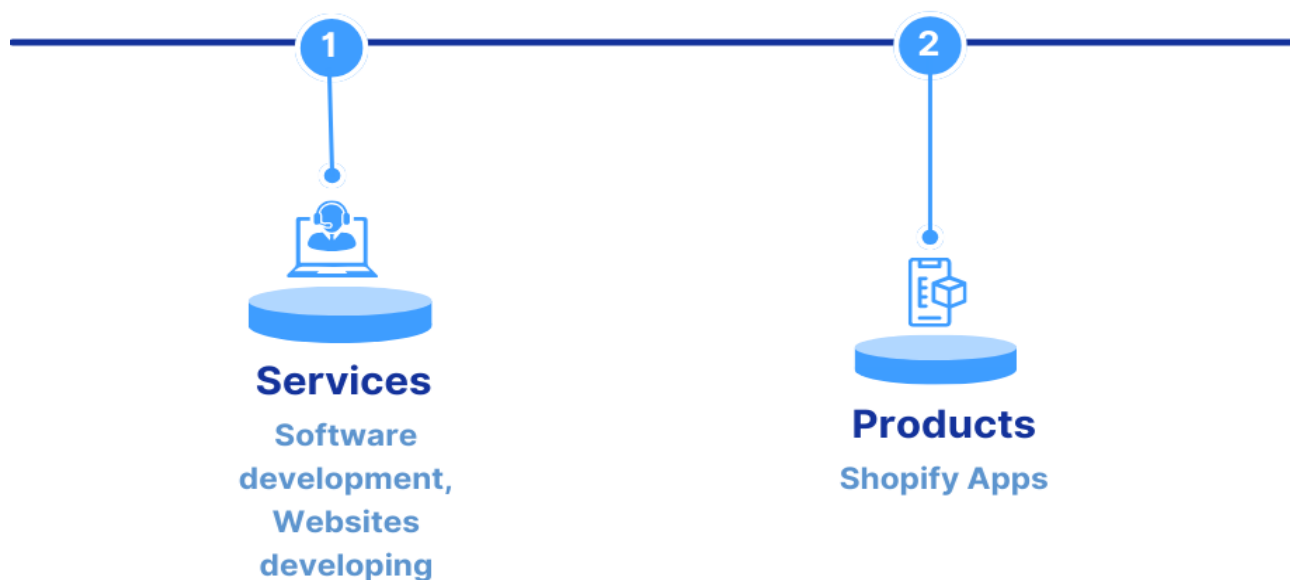
### **FINANCIAL KPIs OF OUR COMPANY**

The financial performance of the company for last three years as per restated financial Statement:

| Particulars                          | For the Year ended on March 31 |        |        |
|--------------------------------------|--------------------------------|--------|--------|
|                                      | 2024                           | 2023   | 2022   |
| Revenue from Operations (₹ in Lakhs) | 632.90                         | 622.11 | 600.09 |
| EBITDA (₹ in Lakhs)                  | 435.05                         | 215.09 | 92.27  |
| EBITDA Margin (%)                    | 68.74                          | 34.57  | 15.38  |
| Profit After Tax (₹ in Lakhs)        | 283.90                         | 137.67 | 75.30  |
| PAT Margin (%)                       | 44.86                          | 22.13  | 12.55  |
| RoE (%)                              | 37.70                          | 49.66  | 159.64 |
| RoCE (%)                             | 57.25                          | 62.56  | 87.68  |
| Operating Cash Flows (₹ in Lakhs)    | 345.70                         | 153.41 | 55.24  |
| Number of Employees                  | 60                             | 100    | 90     |

## OUR BUSINESS MODEL

### Identix Web Limited



## SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO LAST AUDITED BALANCE SHEET

After the date of last Audited accounts i.e. March 31, 2024 the Directors of our Company confirm that, there have not been any significant material developments;

## FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:

Our Company's future results of operations could be affected potentially by the following factors:

- Global GDP growth
- Changes in laws or regulations
- Political Stability of the Country;
- Competition from existing players;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;

- 
- The performance of the financial markets in India and globally;
  - Our ability to expand our geographical area of operation;
  - Concentration of ownership among our Promoters.

#### **OUR SIGNIFICANT ACCOUNTING POLICIES:**

For Significant accounting policies please refer Significant Accounting Policies and Notes to accounts, “Annexure IV” beginning under Chapter titled “*Restated Standalone Financial Information*” beginning on page 165 of this Draft Red Herring Prospectus.

#### **RESULTS OF OUR OPERATION**

The following table sets forth detailed total income data from our restated standalone statement of profit and loss for the Financial Years 2024, 2023 and 2022, the components of which are expressed as a percentage increase from previous year.



| Particulars   | For the year ended |                     |               |                     |               |                     |
|---|--------------------|---------------------|---------------|---------------------|---------------|---------------------|
|   | 31-Mar-24          |                     | 31-Mar-23     |                     | 31-Mar-22     |                     |
|   | ₹ in Lakhs         | (%) of Total Income | ₹ in Lakhs    | (%) of Total Income | ₹ in Lakhs    | (%) of Total Income |
| Revenue from operations   | 632.90             | 95.94%              | 622.11        | 99.29%              | 600.09        | 98.74%              |
| Other Income  | 26.80              | 4.06%               | 4.46          | 0.71%               | 7.66          | 1.26%               |
| <b>Total Income (III=I+II)</b>  | <b>659.70</b>      | <b>100.00%</b>      | <b>626.57</b> | <b>100.00%</b>      | <b>607.75</b> | <b>100.00%</b>      |
| Expenses:   |                    |                     |               |                     |               |                     |
| (a) Cost of materials consumed  | 0.00               | 0.00%               | 0.00          | 0.00%               | 0.00          | 0.00%               |
| (b) Changes in inventories of finished goods and WIP                                | 0.00               | 0.00%               | 0.00          | 0.00%               | 0.00          | 0.00%               |
| (c) Employee benefits expense   | 172.68             | 26.18%              | 350.48        | 55.94%              | 438.50        | 72.15%              |
| (d) Finance costs   | 5.43               | 0.82%               | 5.46          | 0.87%               | 1.60          | 0.26%               |
| (e) Depreciation and amortization expense   | 80.35              | 12.18%              | 25.01         | 3.99%               | 17.24         | 2.84%               |
| (f) Other expenses  | 100.18             | 15.19%              | 56.54         | 9.02%               | 69.32         | 11.41%              |
| <b>Total expenses (IV)</b>  | <b>358.64</b>      | <b>54.36%</b>       | <b>437.49</b> | <b>69.82%</b>       | <b>526.66</b> | <b>86.66%</b>       |
|   | -                  |                     | -             |                     |               |                     |
| <b>Profit /(Loss) before tax and Exceptional Items Exceptional Items (V=III-IV)</b> | <b>301.05</b>      | <b>45.64%</b>       | <b>189.08</b> | <b>30.18%</b>       | <b>81.09</b>  | <b>13.34%</b>       |
| Exceptional Items (VI)  | 75.00              | 11.37%              | 0.00          | 0.00%               | 0.00          | 0.00%               |
|   |                    |                     |               |                     |               |                     |
| <b>Profit /(Loss) before tax (VII=V+VI)</b>   | <b>376.05</b>      | <b>57.00%</b>       | <b>189.08</b> | <b>30.18%</b>       | <b>81.09</b>  | <b>13.34%</b>       |
| Tax expense:  |                    |                     |               |                     |               |                     |
| Current tax   | 100.89             | 15.29%              | 50.32         | 8.03%               | 6.50          | 1.07%               |
| Deferred tax (credit)/charge  | (8.74)             | (1.32%)             | 1.09          | 0.17%               | (0.70)        | (0.12%)             |
| <b>Total Tax Expenses (VIII)</b>  | <b>92.15</b>       | <b>13.97%</b>       | <b>51.41</b>  | <b>8.21%</b>        | <b>5.80</b>   | <b>0.95%</b>        |
|   |                    |                     |               |                     |               |                     |
| <b>Profit after tax for the year (VII-VIII)</b>                                     | <b>283.90</b>      | <b>43.03%</b>       | <b>137.67</b> | <b>21.97%</b>       | <b>75.30</b>  | <b>12.39%</b>       |

**COMPARISON OF FY 2023-24 WITH FY 2022-23:****INCOME:*****Revenue from operations***

Incorporated in 2017, Our company, as an IT firm, is involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development. The primary goal of our company is to deliver applications online, eliminating the need for installation and maintenance. This approach simplifies software management. Our products include more than 10 Shopify applications that are conversion-optimized and tailored made to meet customer needs. We provide our products and services worldwide across a wide range of sectors. We provide our products and services worldwide across a wide range of sectors. Our revenue from operation increased from ₹ 622.11 lakhs in FY 2022-23 to ₹ 632.90 lakhs in FY 2023-24, showing increase of 1.73%. Out of total Revenue from Operations, revenue from sale of products and revenue from sale of services constitutes 85.41% amounting to ₹ 540.55 lakhs and 14.59% amounting to ₹ 92.35 lakhs in FY 2023-24 of total revenue from operations respectively.

(₹ in Lakhs)

**\*Note Geographical Revenue Bifurcation**

| Particulars  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|--------------|--------------------------------------|--------------------------------------|
| Domestic     | 39.23                                | -                                    |
| Exports      | 593.67                               | 622.11                               |
| <b>Total</b> | <b>632.90</b>                        | <b>622.11</b>                        |

**\*Note Statewise Revenue Bifurcation**

| Particulars  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|--------------|--------------------------------------|--------------------------------------|
| Karnataka    | 2.49                                 | -                                    |
| Gujarat      | 36.74                                | -                                    |
| <b>Total</b> | <b>39.23</b>                         | <b>-</b>                             |

**\*Note Country-wise revenue Bifurcation**

| Particulars  | For the year ended<br>March 31, 2024 | For the year ended<br>March 31, 2023 |
|--------------|--------------------------------------|--------------------------------------|
| Israel       | -                                    | 209.75                               |
| Canada       | 555.77                               | 399.14                               |
| Singapore    | 1.85                                 | 10.15                                |
| Malaysia     | 2.51                                 | 3.07                                 |
| USA          | 18.46                                | -                                    |
| Japan        | 12.64                                | -                                    |
| Germany      | 2.45                                 | -                                    |
| <b>Total</b> | <b>593.67</b>                        | <b>622.11</b>                        |

As we are engaged in the business of applications for Shopify platform, substantial part of revenue is forming part of export revenue. However, we have already commencing provision of services at domestic level also from FY 2023-24 through our Surat and Ahmedabad business office.

***Other Income***

Other income of the company increased to ₹ 26.80 lakhs in FY 2023-24 from ₹ 4.46 lakhs in FY 2022-23. Increase in other income mainly attributes to interest received from loans and advances and fixed deposits.

**EXPENDITURE:*****Employee Benefit Expenses***

Employee Benefit expenses decreased by ₹ 177.79 lakhs from ₹ 172.68 lakhs in FY 2023-24 to ₹ 350.48 lakhs in FY 2022-23. Employee benefit expense mainly includes salaries and wages, Director remuneration and gratuity expenses. Decrease in Employee Benefit Expenses is mainly attributed to decrease in salaries and wages of employees due to decreased employee count from 100 in FY 2022-23 to 60 in FY 2023-24.

#### **Finance Costs**

Finance Costs decreased to ₹ 5.43 lakhs in FY 2023-24 from ₹ 5.46 lakhs in FY 2022-23. Finance cost includes Interest on Bank Loans, Interest on car loans and Interest on others.

#### **Depreciation and amortization expense**

Depreciation and amortization expense increase to ₹ 80.35 lakhs in FY 2023-24 from ₹ 25.01 lakhs in FY 2022-23. The increase in depreciation and amortization expenses is mainly attributable to increase in capital expenditure in computer and peripherals and Furniture & fixtures.

#### **Other Expenses**

Other Expenses increased by ₹ 43.64 lakhs to ₹ 100.18 lakhs for FY 2023-24 from ₹ 56.54 lakh for FY 2022-23. The increase in other expenses was mainly attributable to increase in Advertisement and Marketing Expenses, Rent, Legal Professional and RoC Charges. Other expenses also include Bank Charges, Electricity Expense, Office Expense & Other Expense, Domain Charges, Hosting Expenses and Cloud Space Expenses.

#### **Profit before Tax**

As a result of the foregoing, we recorded an increase of ₹ 111.97 lakhs from ₹ 189.08 lakhs in FY 2022-23 to ₹ 301.05 lakhs in FY 2023-24. The Profit before Tax for the FY 2023-24 was 45.64% of the total income and it was 30.18% of total income for the FY 2022-23.

#### **Exceptional Item**

Our company recorded exceptional item of ₹ 75.00 lakhs in FY 2023-24 due to long term gain on sale of Compulsory Convertible Debentures.

#### **Tax Expenses**

Total tax expenses for the FY 2023-24 was ₹ 92.15 lakhs amounting to 13.97% of total income as compared to ₹ 51.41 lakhs in FY 2022-23 amounting to 8.20% of total income.

#### **Profit after Tax (PAT)**

As a result of the foregoing, we recorded an increase of ₹ 146.23 lakhs from ₹ 283.90 lakhs in FY 2023-24 to ₹ 137.67 lakhs in FY 2022-23. The Profit after Tax for the FY 2023-24 was 43.03% of the total income and it was 21.97% of total income for the FY 2022-23. The primary reason for increase PAT margin was decrease in total employee expenses as above-mentioned.

### **COMPARISON OF FY 2022-23 WITH FY 2021-22:**

#### **INCOME:**

##### **Revenue from operations**

Incorporated in 2017, Our company, as an IT firm, is involved in providing Software as a service (SAAS) - based digital product solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, Customize Software Development, support and maintenance with a primary focus on Shopify application development. The primary goal of our company is to deliver applications online, eliminating the need for installation and maintenance. This approach simplifies software management. Our products include more than 10 Shopify applications that are conversion-optimized and tailored made to meet customer needs. We provide our products and services worldwide across a wide range of sectors. We provide our products and services worldwide across a wide range of sectors. Our revenue from operation increased from ₹ 622.11 lakhs in FY 2022-23 to ₹ 600.09 lakhs in FY 2021-22, showing increase of 3.67%. Out of total Revenue from Operations, revenue from sale of products and revenue from sale of services constitutes 64.16% amounting to ₹ 399.14 lakhs and 35.84% amounting to ₹ 222.96 lakhs in FY 2022-23 of total revenue from operations respectively.

(₹ in Lakhs)

#### **\*Note Geographical Revenue Bifurcation**

| Particulars  | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|--------------|--------------------------------------|--------------------------------------|
| Domestic     | -                                    | -                                    |
| Exports      | 622.11                               | 600.09                               |
| <b>Total</b> | <b>622.11</b>                        | <b>600.09</b>                        |

**\*Note Country-wise revenue Bifurcation**

| Particulars  | For the year ended<br>March 31, 2023 | For the year ended<br>March 31, 2022 |
|--------------|--------------------------------------|--------------------------------------|
| Israel       | 209.75                               | 304.34                               |
| Canada       | 399.14                               | 295.75                               |
| Singapore    | 10.15                                | -                                    |
| Malaysia     | 3.07                                 | -                                    |
| <b>Total</b> | <b>622.11</b>                        | <b>600.09</b>                        |

**Other Income**

Other income of the company decreased to ₹ 4.46 lakhs in FY 2022-23 from ₹ 7.66 lakhs in FY 2021-22. Other income constitutes only interest on fixed deposits of the company.

**EXPENDITURE:**

**Employee Benefit Expenses**

Employee Benefit expenses decreased from ₹ 350.48 lakhs in FY 2022-23 to ₹ 438.50 lakhs in FY 2021-22, showing decrease of ₹ 88.02 lakhs. Employee benefit expense mainly includes salaries and wages, Director remuneration and gratuity expenses.

**Finance Costs**

Finance Costs increased to ₹ 5.46 lakhs in FY 2022-23 from ₹ 1.60 lakhs in FY 2021-22. Finance cost includes Interest on Bank Loans and Interest on car loans.

**Depreciation and amortization expense**

Depreciation and amortization expense increase to ₹ 25.01 lakhs in FY 2022-23 contributing 3.99% of total income from ₹ 17.24 lakhs in FY 2021-22 contributing 2.84% of total income.

**Other Expenses**

Other Expenses decreased by ₹ 12.78 lakhs to ₹ 56.54 lakh for FY 2022-23 from ₹ 69.32 lakh for FY 2021-22. The decrease in other expenses was mainly attributable to decrease in Legal Professional and RoC Charges. Other expenses also include Bank Charges, Electricity Expense, Office Expense & Other Expense, Domain Charges, Hosting Expenses and Cloud Space Expenses.

**Profit before Tax**

As a result of the foregoing, we recorded an increase of ₹ 107.99 lakhs from ₹ 189.08 lakhs in FY 2022-23, as compared to ₹ 81.09 lakhs in FY 2021-22. The Profit before Tax for the FY 2022-23 was 30.18% of the total income and it was 13.34% of total income for the FY 2021-22.

**Tax Expenses**

Total tax expenses for the FY 2022-23 was ₹ 51.41 lakhs amounting to 8.21% of total income as compared to ₹ 5.80 lakhs in FY 2021-22 amounting to 0.95% of total income.

**Profit after Tax (PAT)**

As a result of the foregoing, we recorded an increase of ₹ 62.37 lakhs in Profit After Tax (PAT) from ₹ 75.30 lakhs in FY 2021-22 to ₹ 137.67 lakhs in FY 2022-23. The Profit after Tax for the FY 2022-23 was 21.97% of the total income and it was 12.39% of total income for the FY 2021-22. The primary reason for increase PAT margin was decrease in total employee expenses as above-mentioned.

**DISCUSSION ON THE STATEMENT OF CASH FLOWS**

The following table sets forth certain information relating to our Company's statement of cash flows for the periods indicated:

(₹ in Lakhs)

| Particulars   | For the Financial Year ended |                |                |
|---|------------------------------|----------------|----------------|
|   | March 31, 2024               | March 31, 2023 | March 31, 2022 |
| Net cash flows generated from/ (used in) operating activities | 345.69                       | 153.43         | 55.23          |
| Net cash flows (used in) investing activities                 | (448.32)                     | (292.22)       | (3.00)         |
| Net cash flows (used in)/ generated from financing activities | 227.52                       | 276.19         | (49.00)        |

#### **Operating activities**

- In Financial Year 2023-24, net cash generated from operating activities was ₹ 345.69 lakhs. This comprised of the profit before tax of ₹ 376.05 lakhs, which was primarily adjusted for depreciation and amortization expenses of ₹ 80.35 lakhs, finance cost of ₹ 5.43 lakhs, Gratuity expenses of ₹ (0.83) lakhs, other income of ₹ 26.80 lakhs and exceptional item due to long term capital gain on sale of debenture of ₹ 75.00 lakhs. The resultant operating profit before working capital changes was ₹ 359.20 lakhs, which was primarily adjusted for an increase in trade receivables of ₹ 49.59 lakhs, increase in loans & advances and other assets ₹ 80.17 lakhs, increase in other current assets of ₹ 11.52 lakhs, increase in Trade Payables by ₹ 0.89 lakhs, increase in other current liabilities and short-term provision of ₹ 67.42 lakhs and income tax paid of ₹ 100.89 lakhs.
- In Financial Year 2022-23, net cash generated from operating activities was ₹ 153.43 lakhs. This comprised of the profit before tax of ₹ 189.08 lakhs, which was primarily adjusted for depreciation and amortization expenses of ₹ 25.01 lakhs, interest expenses of ₹ 5.46 lakhs Gratuity expenses of ₹ 4.47 lakhs and other income of ₹ 4.46 lakhs. The resultant operating profit before working capital changes was ₹ 219.56 lakhs, which was primarily adjusted for an increase in short term loans & advances and other assets ₹ 79.40 lakhs, increase in Trade Payables & Other Liabilities by ₹ 63.57 lakhs and income tax paid of ₹ 50.32 lakhs.
- In Financial Year 2021-22, net cash generated from operating activities was ₹ 55.23 lakhs. This comprised of the profit before tax of ₹ 81.09 lakhs, which was primarily adjusted for depreciation and amortization expenses of ₹ 17.24 lakhs, interest expenses of ₹ 1.60 lakhs Gratuity expenses of ₹ 3.91 lakhs and other income of ₹ 7.62 lakhs. The resultant operating profit before working capital changes was ₹ 96.22 lakhs, which was primarily adjusted for an increase in short term loans & advances and other assets ₹ 21.28 lakhs, decrease in Trade Payables & Other Liabilities by ₹ 13.20 lakhs and income tax paid of ₹ 6.50 lakhs

#### **Investing Activities**

- In Financial Year 2023-24, net cash used in investing activities was ₹ 448.32 lakhs, which is mainly due to purchase of fixed assets & Intangible assets under development of ₹ 392.58 lakhs, Other income of ₹ 26.80 lakhs, exceptional item of ₹ 75.00 lakhs, increase in long term loans and advances of ₹ 307.44 lakhs and decrease in non-current investment of ₹ 149.90 lakhs.
- In Financial Year 2022-23, net cash used in investing activities was ₹ 292.22 lakhs, which is mainly due to purchase of fixed assets of ₹ 145.13 lakhs, increase in non-current investment of ₹ 150.40 lakhs, increase in long term loans and advances of ₹ 1.15 lakhs and other income of ₹ 4.46 lakhs.
- In Financial Year 2021-22, net cash used in investing activities was ₹ 3.00 lakhs, which is mainly due to purchase of fixed assets of ₹ 10.62 lakhs, and other income of ₹ 7.62 lakhs.

#### **Financing activities**

- In Financial Year 2023-24, net cash generated in financing activities was ₹ 227.52 lakhs, which is predominantly due to proceeds from issuance of shares amounting to ₹ 282.96 lakhs, decrease in borrowings of ₹ 50.00 lakhs and interest and finance cost paid of ₹ 5.43 lakhs.
- In Financial Year 2022-23, net cash generated in financing activities was ₹ 276.19 lakhs, which is predominantly due to proceeds from issuance of shares amounting to ₹ 247.09 lakhs, increase in borrowings by ₹ 34.56 lakhs and interest and finance cost paid of ₹ 5.46 lakhs.
- In Financial Year 2021-22, net cash used from financing activities was ₹ 49.00 Lakhs, which is predominantly due to repayment of short term borrowing of ₹ 40.67 lakhs, repayment of long-term borrowings of ₹ 6.74 lakhs and interest and finance cost paid of ₹ 1.60 lakhs.

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## RELATED PARTY TRANSACTIONS

For further information please refer Annexure X “Related Party Transaction” under Chapter titled “*Restated Financial Statement*” on page 165 of the Draft Red Herring Prospectus.

## FINANCIAL MARKET RISKS

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

## INTEREST RATE RISK

We are currently exposed interest to rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

## EFFECT OF INFLATION

We are affected by inflation as it has an impact on the material cost, operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## INFORMATION REQUIRED AS PER ITEM (2) (C) (I) (11) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS, 2018:

Factors that may affect the results of the operations:

1. Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, there have been no other events or transactions to the best of our knowledge which may be described as “unusual” or “infrequent”.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in ‘Factors Affecting our Results of Operations’ and the uncertainties described in the section entitled “*Risk Factors*” beginning on page no. 28 of the Draft Red Herring Prospectus. To our knowledge, except as we have described in the Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section titled “*Risk Factors*” beginning on page no. 28 in this Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies and other external and internal economic factor.

5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.

Our Company is engaged in business of manufacturing fabricated and hot-dip galvanized steel products. Increases in revenues are by and large linked to increases in Sale of our products and also dependent on the price realization of our products.

6. Total turnover of each major industry segment in which the issuer company operated.

Our company, as an IT firm, is involved in providing both Software as a service (SAAS) -based and product-based digital solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, support and maintenance with a primary focus on Shopify app development. Relevant Industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page no. 101 of this Draft Red Herring Prospectus.

7. Status of any publicly announced new products or business segment.

Otherwise as stated in the Draft Red Herring Prospectus and in the section “*Business Overview*” appearing on page no. 111, Our company has not publicly announced any new business segment till the date of this Draft Red Herring Prospectus.

8. The extent to which business is seasonal.

Our company, as an IT firm, is involved in providing both Software as a service (SAAS) -based and product-based digital solutions. Our Company offers E-Commerce Store Development, Web App Development, UI/UX Design, Website development, support and maintenance with a primary focus on Shopify app development. We provide our services worldwide across a wide range of sectors. Business of our company is not seasonal in nature.

**9. Any significant dependence on a single or few customers.**

The percentage of contribution of our Company’s customer vis-à-vis the total revenue from operations respectively for the year ended on March 31, 2024, March 31, 2023 and March 31, 2022 is as follows:

| Particulars      | % contribution to total revenue from operations |                                   |                                   |
|------------------|---|-----------------------------------|-----------------------------------|
|                  | For the year ended March 31, 2024               | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
| Top 1 Customer   | 85.41%  | 64.16%                            | 50.72%                            |
| Top 3 Customers  | 93.31%  | 99.51%                            | 100.00%                           |
| Top 5 Customers  | 97.71%  | 100.00%                           | 100.00%                           |
| Top 10 Customers | 99.66%  | 100.00%                           | 100.00%                           |

**10. Competitive conditions:**

We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitors who have been discussed in section titles “*Business Overview*” beginning on page no. 111 of this Draft Red Herring Prospectus.

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2024, derived from our Restated Standalone Financial Information, and as adjusted for the Issue. This table should be read in conjunction with the sections titled "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Restated Financial Information" and "Risk Factors" on pages 167, 165 and 28, respectively.

| Particulars                                      | Pre-Issue (As of March 31, 2024) | Post Issue |
|--|----------------------------------|------------|
| <b>Debt :</b>                                    |                                  |            |
| Long Term Debt (A)                               | -                                | [•]        |
| Short Term Debt                                  | -                                | [•]        |
| <b>Total Debt (B)</b>                            | <b>-</b>                         | <b>[•]</b> |
| <b>Shareholders' funds</b>                       |                                  |            |
| Share capital                                    | 736.16                           | [•]        |
| Reserves and surplus                             | 300.27                           | [•]        |
| <b>Total Shareholders' funds (C)</b>             | <b>1,036.43</b>                  | <b>[•]</b> |
| <b>Long Term Debt/ Shareholders' Funds (A/C)</b> | <b>-</b>                         | <b>[•]</b> |
| <b>Total Debt / Shareholders Fund (B/C)</b>      | <b>-</b>                         | <b>[•]</b> |

Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.

Long term Debts represent debts other than short term Debts as defined above but excludes installment of term loans repayable within 12 months.

The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure IV.

The corresponding post issue figures will be calculated on finalisation of issue price and the number of shares on conclusion of the book building process.



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## SECTION X – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoters or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoters or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Draft Red Herring Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (ix) litigation or legal action against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Red Herring Prospectus; (x) pending litigations involving our Company, Directors, Promoters, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.*

*For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Draft Red Herring Prospectus:*

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;*
- b) All pending litigation involving our Company, Promoters, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 5% of the net profits after tax of the Company for the most recent audited fiscal period whichever is lower; or (b) where the monetary liability is not quantifiable, each such case involving our Company, Promoters, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at <https://www.identixweb.com/>*
- c) Notices received by our Company, Promoter, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoters / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

*Our Company, our Promoters and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoters or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.*

### **OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTERS AND SUBSIDIARIES:**

#### **PART 1: LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

###### **1) Litigation involving Criminal Laws**

NIL

###### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

###### **3) Disciplinary Actions by Authorities**

NIL

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**4) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:** NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. CASES FILED BY OUR COMPANY**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:** NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF THE COMPANY**

**A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:**

**1. PRIYANKKUMAR JIVRAJBHAI SAVANI (Promoter, Chairman and Managing Director)**

**a. 2018-19:**

As per details available on the website of the Income Tax Department M/r. Priyankkumar Jivrajbhai Savani (hereinafter referred to as the "Assessee") have been issued with a demand bearing Demand Identification No: 2019201837026431213T May 22, 2019 u/s. 143(1)(a) of the Income Tax Act, 1961, raising a demand of Rs. 6,440/- for A.Y. 2018-19/- and the same is pending to be paid by the assessee

**2. ANKUR JAGDISHBHAI LAKHANI (Promoter and Whole Time Director)**

**a. 2021-22:**

As per details available on the website of the Income Tax Department M/r. Ankur Jagdishbhai Lakhani (hereinafter referred to as the "Assessee") have been issued with a demand bearing Demand Identification No: 2022202137078249713T July 05,2022 u/s. 1431a of the Income Tax Act, 1961, raising a demand of Rs. 3,41,860 /- /- in addition to an interest of Rs. 78,614 /- for A.Y. 2021-22/-. Is pending to be paid by the assessee

**5) Other Pending Litigation based on Materiality Policy of our Company**

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NIL

**B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:** NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

**Ankurbhai Jagdishbhai Lakhani & Others V/s. Digvijay Bhoraniya & Others**

The case (70677-2021) is presently pending before The Hon'ble Additional Civil Judge & Judicial Magistrate First Class Saheb's third Court, Surat City.

On July 5, 2019, at approximately 10:15 PM, Ankurbhai Jagdishbhai Lakhani (hereinafter referred to as the Complainant) and his friend Vikas were involved in an altercation with Digvijay alias Digo Bhoraniya (hereinafter referred to as the accused) and his friends near Gayatri Mandir at Dabholi Char Rasta, Surat. The incident began when the accused motorcycle accidentally collided with the Complainant's motorcycle following which the complainant was allegedly abused, physically assaulted and also threatened for life by the accused herein. Afraid of the incident the life threatening warnings by the accused herein, the complainant filed a complaint at Chowk Bazar Police Station. The Complaint was later followed by a police investigation leading to the arrest of the accused and his friend, on July 8, 2019, who were later released on bail the same day. The charge sheet, filed on March 19, 2020, under sections 323, 504, 506(2), and 114 of the IPC and section 135 of the G.P. Act and the case was registered.

The Final Report/Charge Sheet No. 45/2020, dated 19/03/2019, has been filed. The case (70677-2021) is presently pending before The Hon'ble Additional Civil Judge & Judicial Magistrate First Class Saheb's third Court, Surat City.

**PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES AND/OR GROUP COMPANIES**

**A. LITIGATION AGAINST OUR SUBSIDIARIES AND /OR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

**Indirect Tax:** NIL

**Direct Tax:** NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**B. LITIGATION FILED BY OUR SUBSIDIARIES AND/ OR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

NIL

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

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NIL

**3) Disciplinary Actions by Authorities**

NIL

**4) Litigation involving Tax Liability**

NIL

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL

**DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTER, DIRECTORS, GROUP COMPANIES AND PROMOTOR GROUP DURING THE LAST 5 FINANCIAL YEARS**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

**PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this DRAFT RED HERRING PROSPECTUS in the case of our Company, Promoter, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the DRAFT RED HERRING PROSPECTUS

**OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of the DRAFT RED HERRING PROSPECTUS, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

**PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

**NON-PAYMENT OF STATUTORY DUES**

As on the date of the DRAFT RED HERRING PROSPECTUS there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

**MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this DRAFT RED HERRING PROSPECTUS.

**DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

**DISCLOSURES PERTAINING TO FRAUDULENT BORROWER**

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

**MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE**

Except as disclosed in Chapter titled "Management's Discussion & Analysis of Financial Conditions & Results of Operations" beginning on page 167 there have been no material developments that have occurred after the Last Balance Sheet Date.

**OUTSTANDING DUES TO CREDITORS**

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There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on March 31,2024 as per Restated Standalone Financial Information: -

| <b>Particulars</b>  | <b>Number of Creditors</b> | <b>Balance (₹ in lakhs)</b> |
|---|----------------------------|-----------------------------|
| Total outstanding dues to micro and small & medium enterprises                      | 4                          | 0.89                        |
| Total outstanding dues to creditors other than micro and small & medium enterprises | Nil                        | 0.00                        |

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## GOVERNMENT APPROVALS

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.*

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

### **Approvals In Relation to Our Company's incorporation**

1. Certificate of Incorporation dated July 28, 2017 from the Registrar of Companies, Central Registration Center, under the Companies Act, 2013 as "GOYANI INFRA PRIVATE LIMITED" (Corporate Identification Number. U45309GJ2017PTC098473)
2. Copy of certificate of registration of the special resolution confirming alteration of object clause of our Company dated September 23, 2019 issued by the Registrar of Companies and consequent change of CIN of our Company from 'U45309GJ2017PTC098473' to 'U72100GJ2017PLC098473'
3. Fresh Certificate of Incorporation dated September 27, 2019 from the Registrar of Companies, Central Registration Center, consequent to Name Change of the Company from GOYANI INFRA PRIVATE LIMITED 'to "IDENTIXWEB PRIVATE LIMITED" (Corporate Identification No. - U72100GJ2017PTC098473)
4. Fresh Certificate of Incorporation dated December 21, 2023 from the Registrar of Companies, Central Registration Center, consequent to conversion of the Company 'IDENTIXWEB PRIVATE LIMITED' to "IDENTIXWEB LIMITED" (Corporate Identification Number. - U72100GJ2017PLC098473)

### **Approvals in relation to the Issue**

#### ***Corporate Approvals***

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on June 17, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated July 09, 2024 under Section 62(1) (c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated July 20, 2024 authorized our Company to take necessary action for filing the Draft Red Herring Prospectus and Prospectus respectively with BSE SME Exchange

#### ***Approvals from Stock Exchange***

1. Our Company has received in- principle listing approval from the BSE SME Exchange dated [●] for listing of Equity Shares issued pursuant to the issue.

#### ***Other Approvals***

1. The Company has entered into a tripartite agreement dated March 28, 2023 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated March 24, 2023 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.

## **APPROVALS/LICENSES/PERMISSIONSINRELATIONTOOURBUSINESS**

### ***Tax Related Approvals***

| Sr.no | Description   | Address of Place of Business / Premises  | Registration Number | Issuing Authority                          | Date of issue  | Date of Expiry       |
|-------|---|--|---------------------|--|--|----------------------|
| 1.    | Permanent Account Number (PAN)                      | --   | AAGCG9425N          | Income Tax Department                      | July 28, 2017  | Valid till Cancelled |
| 2.    | Tax Deduction Account Number (TAN)                  | M/s. Identixweb Private Limited, 2nd floor vaibhav chamber sadhna society varachha road Surat-Gujarat -395006*             | SRTG03868E          | Income Tax Department                      | September 15,2021  | Valid till Cancelled |
| 3.    | Professional Tax Registration Certificate (P.T.R.C) | M/s. Identixweb Limited, A-1701, The Capital, Opp Hetarth Party Plot, Sola Ahmedabad - 380060                              | PRC010662001011     | Amdavad Municipal Corporation              | June 03,2024   | Valid till Cancelled |
| 4.    | Professional Tax Enrollment Certificate (P.T.E.C)   | M/s. Identixweb Limited, A-1701, The Capital, Opp Hetarth Party Plot, Sola Ahmedabad - 380060                              | PEC010662099868     | Amdavad Municipal Corporation              | June 03,2024   | Valid till Cancelled |
| 5.    | Professional Tax Registration Certificate (P.T.R.C) | M/s. Identixweb Limited, 1st floor, Plot No. 240, Identix House, Poddar Arcade to LH road, Varachha, Surat, Gujarat 395006 | PRCO3EZ00025353     | Surat Municipal Corporation                | May 31,2024  | Valid till Cancelled |
| 6.    | Professional Tax Enrollment Certificate (P.T.E.C)   | M/s. Identixweb Limited, 1st floor, Plot No. 240, Identix House, Poddar Arcade to LH road, Varachha, Surat, Gujarat 395006 | PEC03EZ00084995     | Surat Municipal Corporation                | May 31,2024  | Valid till Cancelled |
| 7.    | GST Registration Certificate (Gujarat)              | M/s. Identixweb Private Limited, 1st floor, Plot No. 240, Nehru Nagar Society Varachha, Surat, Gujarat 395006              | 24AAGCG9425N1Z6     | Goods and Services Tax Department, Gujarat | Effective Date of registration: December 11,2019<br>Date of issue June 03,2024 | Valid till Cancelled |

*\*The address mentioned on the said licenses has old registered office address. The Company is yet to apply for change in address and update the same.*

### Registrations related to Labour Laws

| Sr.no | Description  | Address   | License Number                        | Issuing Authority                      | Date of issue   | Date of Expiry       |
|-------|--|---|---------------------------------------|--|-----------------|----------------------|
| 1.    | Registration under the Employees Provident fund (EPF)        | M/s. Identixweb Private Limited, Shop-806 8th Flr R.J.D. Businesshub Wing B Kasha Nagar Road Katargam Surat Gujarat – 395006* | SRSRT3101529000                       | Employees' Provident Fund Organization | October 11,2023 | Valid till Cancelled |
| 2.    | Registration under Employees State Insurance Act,1948        | M/s. Identixweb Private Limited, Shop-806 8th Flr R.J.D. Businesshub Wing B Kasha Nagar Road Katargam Surat Gujarat – 395006* | 39000682550001008                     | Employees' State Insurance Corporation | October 11,2023 | Valid till Cancelled |
| 3.    | Registration under Gujarat Shops and Establishment Act, 2019 | M/s. Identixweb Limited, 1st floor, Plot No. 240, Identix House, Poddar Arcade to LH road, Varachha, Surat, Gujarat-395006    | RC / EAZ / S / NAVAGAM / 83163        | Surat Municipal Corporation            | May 31,2024     | Valid till Cancelled |
| 4.    | Registration under Gujarat Shops and Establishment Act, 2019 | M/s. Identixweb Limited, A-1701, The Capital,Opp Hetarth Party Plot Sola Ahmedabad-380060                                     | PII/SOLG/ 200116459/0278782 (Solagam) | Amdavad Municipal Corporation          | June 03,2024    | Valid till Cancelled |

\*The address mentioned on the said licenses has old registered office address. The Company is yet to apply for change in address and update the same.

### Business Related Approvals

| Sr.no | Description                                      | Address   | License Number             | Issuing Authority  | Date of issue     | Date of Expiry       |
|-------|--|---|----------------------------|--|-------------------|----------------------|
| 1.    | Import Export Code (IEC)                         | M/s. Identixweb Private Limited, 2 <sup>nd</sup> Floor Vaibhav Chamber Sadhna Soc Varachha Road Surat-395006 Gujarat* | AAGCG9425N                 | Ministry of Commerce and Industry Directorate General of Foreign Trade | June 01,2020      | Valid till Cancelled |
| 2.    | Certificate Of Recognition (Startup Certificate) | M/s. Identixweb Private Limited   | Certificate No.: DIPP67593 | Department Of Promotion and Internal Trade                             | September 17,2020 | July 27,2027         |
| 3.    | Udyam Registration Certificate                   | M/s. Identixweb Private Limited, Shop-806 8th Floor R.J.D.  | UDYAM-GJ-22-0006172        | Ministry of Micro Small & Medium Enterprises                           | September 04,2020 | Valid till Cancelled |






| Sr.no | Description | Address  | License Number | Issuing Authority | Date of issue | Date of Expiry |
|-------|-------------|--|----------------|-------------------|---------------|----------------|
|       |             | Business hub<br>Wing B Kasha<br>Nagar Road<br>Katargam<br>Surat,Gujarat –<br>395004* |                |                   |               |                |

\*The address mentioned on the said licenses has old registered office address. The Company is yet to apply for change in address and update the same.

### Intellectual property

Trademarks registered/Objected/Abandoned in the name of our company

| Sr.no | Brand Name/Logo Trademark   | Class | Nature of Trademark and registration number | Owner                          | Date of Application | Authority                                       |
|-------|---|-------|---|--------------------------------|---------------------|---|
| 1.    | “Device”<br>   | 42    | 5412199                                     | Ms. Identixweb Private Limited | April 16,20222      | Trade Mark registry Intellectual Property India |
| 2.    | “Device”<br>  | 42    | 5412197                                     | Ms. Identixweb Private Limited | April 16,20222      | Trade Mark registry Intellectual Property India |
| 3.    | “Device”<br> | 42    | 5412198                                     | Ms. Identixweb Private Limited | April 16,20222      | Trade Mark registry Intellectual Property India |

### Domain Name

| Sr.no | Domain Name and ID  | Sponsoring Registrar and ID                             | Registrant Name, ID and Address         | Creation Date   | Registry Expiry Date |
|-------|---|---|---|-----------------|----------------------|
| 1.    | <a href="https://www.identixweb.com">https://www.identixweb.com</a> | Registry Domain ID: Registry 1965176778_DOMAIN_COM-VRSN | GoDaddy.com, LLC Registrar IANA ID: 146 | October 01,2015 | October 01,2026      |

### Business Related Approvals applied for:

| Sr.no | Description   | Address of Premises  | Application Number              | Issuing Authority | Date of Application | Status  |
|-------|---|--|---------------------------------|-------------------|---------------------|---------|
| 1.    | Application for Tax Exemption for Startup Under Section 80-IAC of the Income Tax Act,1961 | M/s. Identixweb Private Limited, 2nd Floor Vaibhav Chamber Sadhna Society Varachha Road Surat-395006 Gujarat | Reference Number: P100920051602 | Income Tax        | June 08,2024        | Applied |

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name of the Company from pursuant to change of its constitution from Private Limited to Public Limited.

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## **SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES / ENTITIES**

The definition of “Group Companies” pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Pursuant to a Board resolution dated June 03, 2024 our Company does not have any Company as Group Company.

### **RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANY/ENTITY AND ITS SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY**

For details, please refer Chapter titled “*Restated Financial Information*” beginning on page 165 of the Draft Red Herring Prospectus, there is no business interest among Group Companies.

## SECTION XII – OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on June 17, 2024 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in Extra Ordinary General Meeting held on July 09, 2024 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this Draft Red Herring Prospectus for listing our shares on the SME Platform of BSE. BSE is the Designated Stock Exchange for the purpose of this Issue.

### PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoter, our Directors and our Promoters' Group have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

### CONFIRMATIONS

1. Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI.
3. There has been no action taken by SEBI against any of our directors or any entity with which our directors are associated as Promoters or directors.

### PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoters have been identified as willful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

### ELIGIBILITY FOR THE ISSUE

We are an issuer whose post offer paid-up capital is not more than ₹ 25 Crore and therefore, our company is eligible for the Offer in accordance with Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

Our Company also complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares. The point wise Criteria for SME Platform of BSE Limited and compliance thereof are given hereunder;

#### 1. The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.

The present paid-up capital of our Company is ₹ 736.155 Lakh and we are proposing issue of upto 3080000 Equity Shares of ₹ 10/- each at Issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakh. Hence, our Post Issue Paid up Capital will be upto ₹ 1044.15 Lakhs which is not more than ₹ 2500.00 Lakhs.

#### 2. The Company shall have Net worth of at least ₹ 1.00 Crore for two preceding full financial years.

Our Company satisfies the criteria of track record which given hereunder based on Restated Standalone Financial Statement;

(₹ In lakh)

| Particulars | For the year ended |                |                |
|-------------|--------------------|----------------|----------------|
|             | March 31, 2024     | March 31, 2023 | March 31, 2022 |
| Net worth   | 1036.45            | 469.59         | 84.82          |

#### 3. The Company shall have Net Tangible Asset of ₹ 3.00 Crore in last preceding (full) financial year.

Our Company satisfies the criteria of Net Tangible Asset which given hereunder based on Restated Financial Statement;

(₹ In lakh)

| Particulars        | For the year ended |                |                |
|--------------------|--------------------|----------------|----------------|
|                    | March 31, 2024     | March 31, 2023 | March 31, 2022 |
| Net Tangible Asset | 739.27             | 459.34         | 84.82          |

**4. The track record of applicant company seeking listing should be at least 3 years, Provided, the applicant company seeking listing should have a track record of operations for at least one full financial year and audited financial results for one full financial year.**

Our Company was originally incorporated on July 28, 2017 under the provisions of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. Therefore, we are in compliance with criteria of having track record of 3 years.

**5. The company should have operating profit (earnings before interest, depreciation and tax) from operations for 2 out of 3 latest financial years preceding the application date.**

Our Company satisfies the criteria of Operating profit (earnings before interest, depreciation and tax and other income) from operations which given hereunder based on Restated Standalone Financial Statement.

(₹ In lakh)

| Particulars  | For the year ended |                |                |
|--|--------------------|----------------|----------------|
|  | March 31, 2024     | March 31, 2023 | March 31, 2022 |
| Operating profit (earnings before interest, depreciation and tax and other income) from operations | 435.04             | 215.09         | 92.27          |

**6. Leverage ratio of not more than 3:1**

Our Company satisfies the criteria of Leverage ratio which given hereunder based on Restated Standalone Financial Statement.

As on March 31, 2024, our company has no debt whether long term or short term. Therefore, our company satisfies the criteria of Leverage Ratio.

**7. Other Requirements**

We confirm that;

- No regulatory action of suspension of trading have been taken by any stock Exchange having nationwide trading terminals against our promoters or companies promoted by our promoters.
- None of our Promoters and directors are promoters or directors of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.
- None of our Directors are disqualified / debarred by any of the Regulatory Authority
- There are no pending defaults in respect of payment of interest and/or principal to the debenture / bond / fixed deposit holders by the company, promoters and Subsidiary Companies.
- There is no change in name of the Company during last one year.
- Our company has a functional website - [www.identixweb.com](http://www.identixweb.com).
- 100% of the Promoter's shareholding in the Company is in Dematerialised form.
- Our Company is having facilities of trading in demat securities and has entered into an agreement with both the depositories.
- There is no change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.
- The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval.
- The Company has not been referred to NCLT under IBC.

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- There is no winding up petition against the company, which has been admitted by the court.

**In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten by the BRLM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by BRLM, please refer to Section titled “*General Information*” beginning on page no. 46 of this Draft Red Herring Prospectus: **Noted for Compliance**
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Section titled “*General Information*” beginning on page no. 46 of this Draft Red herring Prospectus: **Noted for Compliance**
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest at rate of fifteen per cent per annum and within such time as disclosed in the Issue document and BRLM shall ensure the same.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Issue Document through BRLM immediately up on registration of the Issue Document with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Prospectus.
5. We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**SEBI DISCLAIMER CLAUSE**

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~ TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~ ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT / OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER(S) IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 24, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT~~ DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD**

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**MANAGER(S) ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER/OFFER DOCUMENT.~~**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, CHANDIGARH, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.**

**DISCLAIMER CLAUSE OF THE BSE**

The copy of the Draft Red Herring Prospectus is submitted to BSE. Post scrutiny of the Draft Red Herring Prospectus, the Disclaimer Clause as intimated by BSE to us is read as under:

“BSE Limited ("BSE") has vide its letter dated [●], given permission to “Identixweb Limited” to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform (“SME platform”) the Company’s securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company’s securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai.”

**CAUTION- DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

The Company, the Directors, accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.

The BRLM accepts no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: [www.identixweb.com](http://www.identixweb.com) in would be doing so at their own risk.

The Company, the Directors and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: [www.identixweb.com](http://www.identixweb.com) would be doing so at their own risk.

**CAUTION**

The BRLM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered into between the BRLM, and our Company dated July 09, 2024 and the Underwriting Agreement dated July 18, 2024 between Beeline Capital Advisors Private Limited and our Company and the Market Making Agreement dated July 18, 2024 entered into among the Market Maker, Book Running Lead Manager and our Company.

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All information shall be made available by us and BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres etc.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoters Group, affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company and our Promoters Group, affiliates or associates for which they have received, and may in future receive, compensation.

**Note:**

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not Issue, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters and BRLM and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub –account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares Issue hereby in any other jurisdiction to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Red Herring Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

**Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

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

The Draft Red Herring Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus / Prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus / Prospectus, will be delivered to the Registrar of Companies ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013, Gujarat.

## **LISTING**

Application is to be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the company becomes liable to repay it the company and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within three Working Days from the Issue Closing Date.

## **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

**“Any person who –**

- (a). makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or**
- (b). makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- (c). Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”**

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees 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 fifty lakh rupees or with both.

## **CONSENTS**

The written consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the BRLM to the Issue, Registrar to the Issue, Underwriter to the Issue, Market Maker to the Issue, Syndicate to the Issue and Banker to the Issue\* to act in their respective capacities have been obtained.

*\* To be obtained at the time of Red Herring Prospectus*



Above consents will be filed along with a copy of the Red Herring Prospectus/Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus/Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, 1) M/s. Shah Teelani & Associates, Chartered Accountants, Ahmedabad have provided their written consent to act as Peer review Auditor and expert to the company dated July 10, 2024 for Audit Report to the Restated Financial Information as well as inclusion of Statement of Tax Benefits dated July 10, 2024 and disclosure made in chapter titled “*Objects of the Issue*” for fund deployment certificate dated July 10, 2024 in this Draft Red Herring Prospectus; 2) M/s. ANA Advisors has provided their written consent to act as Legal Advisor to the issue dated July 20, 2024 and to inclusion of name as Expert dated July 20, 2024 3) M/s. Shah Teelani & Associates, Chartered Accountants, Ahmedabad have provided their written consent to act as expert to the company dated July 10, 2024. Further, such consents and reports have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

#### EXPERT OPINION

Except for report and certificates from Peer Review Auditors on financial matter and Legal advisor to the company on Legal matters, we have not obtained any other expert opinions.

#### PREVIOUS PUBLIC OR RIGHTS ISSUE

There have been no public or rights issue by our Company during the last five years.

#### UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

We have not made any previous public Issue. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

#### CAPITAL ISSUE DURING THE LAST THREE YEARS

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

#### PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BRLM

For details regarding the price information and track record of the past issue handled by Beeline Capital Advisors Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:

**TABLE 1**

| Sr. No. | Issuer Name                   | Issue Size (₹ in Cr.) | Issue Price (₹) | 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.      | KP Green Engineering Limited  | 189.50                | 144.00          | March 22, 2024 | 200.00                            | 234.24% (+0.35%)   | 299.31% (+6.19%)   | N.A.  |
| 2.      | TAC Infosec Limited           | 29.99                 | 106.00          | April 05, 2024 | 290.00                            | 491.27% (-0.17%)   | 421.13% (+7.87%)   | N.A.  |
| 3.      | Greenhitech Ventures Limited  | 6.30                  | 50.00           | April 22, 2024 | 95.00                             | 170.00% (+0.41%)   | 421.13% (+7.87%)   | N.A.  |
| 4.      | Emmforce Autotech Limited     | 53.90                 | 98.00           | April 30, 2024 | 186.20                            | 92.14% (+0.03%)  | N.A.   | N.A.  |
| 5.      | Winsol Engineers Limited      | 23.36                 | 75.00           | May 14, 2024   | 365.00                            | 380.00% (+4.97%)   | N.A.   | N.A.  |
| 6.      | Piotex Industries Limited     | 14.47                 | 94.00           | May 17, 2024   | 109.00                            | -4.26% (+4.16%)  | N.A.   | N.A.  |
| 7.      | Rulka Electricals Limited     | 26.40                 | 235.00          | May 24, 2024   | 525.00                            | 98.19% (+2.37%)  | N.A.   | N.A.  |
| 8.      | Beacon Trusteeship Limited    | 32.52                 | 60.00           | June 04, 2024  | 90.00                             | 117.67% (+10.98)   | N.A.   | N.A.  |
| 9.      | United Cotfab Limited         | 36.29                 | 70.00           | June 24, 2024  | 75.00                             | N.A.   | N.A.   | N.A.  |
| 10.     | Dindigul Farm Product Limited | 34.83                 | 54.00           | June 27, 2024  | 102.60                            | N.A.   | N.A.   | N.A.  |

Source: Price Information www.bseindia.com and www.nseindia.com, Issue Information from respective Prospectus.

**Note:**

1. The S&P BSE Sensex and NSE Nifty are considered as the Benchmark.
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
4. In case 30<sup>th</sup>/ 90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

**MAIN BOARD IPO:**

| Sr. No. | Issuer Name | Issue Size (₹ in Cr.) | Issue Price (₹) | 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 |
|---------|-------------|-----------------------|-----------------|--------------|-----------------------------------|--|--|---|
|         |             |                       |                 |              |                                   |  |  |   |
| NIL     |             |                       |                 |              |                                   |  |  |   |

Source: Price Information www.bseindia.com and www.nseindia.com, Issue Information from respective Prospectus.

**Note:**

1. The S&P BSE Sensex and NSE Nifty are considered as the Benchmark.
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
4. In case 30<sup>th</sup>/ 90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

**SUMMARY STATEMENT OF DISCLOSURE**

**SME IPO:**

| Financial Year | Total No. of IPOs | Total Funds Raised (₹ in Cr.) | Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date |                |               | Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date |                |               | Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date |                |               | Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date |                |               |
|----------------|-------------------|-------------------------------|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
|                |                   |                               | 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% |
| 2024-25        | 9                 | 258.05                        | -   | -              | 1             | 6  | -              | -             | -  | -              | -             | -   | -              | -             |
| 2023-24        | 21                | 770.18                        | -   | -              | 3             | 13   | 3              | 2             | -  | 2              | 2             | 9   | 1              | 1             |
| 2022-23        | 12                | 232.94                        | -   | 1              | 2             | 3  | 2              | 4             | -  | 1              | 1             | 3   | 2              | 5             |
| 2021-22        | N.A.              |                               |   |                |               |  |                |               |  |                |               |   |                |               |

**MAIN BOARD IPO:**

| Financial Year | Total No. of IPOs | Total Funds Raised (₹ in Cr.) | Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date |                |               | Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date |                |               | Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date |                |               | Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date |                |               |
|----------------|-------------------|-------------------------------|---|----------------|---------------|--|----------------|---------------|--|----------------|---------------|---|----------------|---------------|
|                |                   |                               | 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% |
| 2024-25        |                   |                               |   |                |               |  |                |               |  |                |               |   |                |               |
| 2023-24        |                   |                               |   |                |               |  |                |               |  |                |               |   |                |               |
| 2022-23        |                   |                               |   |                |               |  |                |               |  |                |               |   |                |               |
| 2021-22        |                   |                               |   |                |               |  |                |               |  |                |               |   |                |               |

**Notes:**

1. Issue opening date is considered for calculation of total number of IPO's in the respective financial year.
2. In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
3. Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

**PROMISE VIS-A-VIS PERFORMANCE**

Since, neither our Company nor our Promoters' Group Companies / Entities have made any previous rights or public issues during last five years, promise vis-a-vis Performance is not applicable.

**STOCK MARKET DATA FOR OUR EQUITY SHARES**

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

**MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, 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, SEBI/HO/CFD/DIL2/CIR/P/2022/51 date April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 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. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹ 100 per day or 15% per annum of the application amount.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on

application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Red Herring Prospectus/Prospectus. - **Noted for Compliance**

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee as follows:

| <b>Name of the Directors</b>      | <b>Designation</b> | <b>Nature of Directorship</b> |
|-----------------------------------|--------------------|-------------------------------|
| Mrs. Archana Madhav Bhayani       | Chairperson        | Independent Director          |
| Mr. Niravkumar Dineshbhai Donda   | Member             | Independent Director          |
| Mr. Priyankumar Jivrajbhai Savani | Member             | Executive Director            |

Our Company has appointed Ms. Pooja Shah as the Company Secretary and Compliance Officer who may be contacted in case of any pre-issue or post-issue related problems at the following address:

**Ms. Pooja Shah**

**C/o. Identixweb Limited**

Plot No. 240, C. S. No. 1730, 1st Floor, Nehru Nagar,

L. H. Road, Sy No. 46/A+2, Tps-4, Surat – 395006, Gujarat, India.

**Telephone No.:** +91 9510888111; **Web site:** [www.identixweb.com](http://www.identixweb.com)

**E-Mail:** [compliance@identixweb.com](mailto:compliance@identixweb.com)

Till date of this Draft Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

#### **PUBLIC ISSUE EXPENSES**

| <b>Expenses</b>  | <b>Expenses<br/>(₹ in Lakh)</b> | <b>Expenses<br/>(% of Total<br/>Issue expenses)</b> | <b>Expenses<br/>(% of Gross<br/>Issue Proceeds)</b> |
|--|---------------------------------|---|---|
| Book Running Lead Manger Fees  | [●]                             | [●]   | [●]   |
| Fees Payable to Registrar to the Issue   | [●]                             | [●]   | [●]   |
| Fees Payable to Legal Advisors   | [●]                             | [●]   | [●]   |
| Fees Payable Advertising, Marketing Expenses and Printing Expenses   | [●]                             | [●]   | [●]   |
| Fees Payable to Regulators including Stock Exchanges and other Intermediaries  | [●]                             | [●]   | [●]   |
| Fees payable to Peer Review Auditor  | [●]                             | [●]   | [●]   |
| Fees Payable to Market Maker   | [●]                             | [●]   | [●]   |
| Escrow Bank Fees   | [●]                             | [●]   | [●]   |
| Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees, underwriting fees and miscellaneous expenses.) | [●]                             | [●]   | [●]   |
| <b>Total Estimated Issue Expenses</b>  | [●]                             | <b>100.00</b>                                       | [●]   |

*Notes:*

1. *Up to June 30, 2024, Our Company has deployed/incurred expense of ₹ 7.50 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor, Shah Teelani & Associates, Chartered Accountants vide its certificate dated July 10, 2024 bearing UDIN: 24141079BKBMMF3913.*
2. *Any expenses incurred towards aforesaid issue related expenses during the period from June 08, 2024 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue:*
3. *Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:*  
*Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)*  
*Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)*  
*^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).*
4. *The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.*
5. *Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.*
6. *SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.*
7. *Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.*
8. *Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ 50,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 50,000/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.*

*The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.*

#### **FEES PAYABLE TO BRLM TO THE ISSUE**

The total fees payable to the BRLM will be as per the Memorandum of Understanding for Initial Public Offer, a copy of which is available for inspection at the Registered Office of our Company.

#### **FEES PAYABLE TO THE REGISTRAR TO THE ISSUE**

The fees payable to the Registrar to the Issue, for processing of Bidding application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

#### **FEES PAYABLE TO OTHERS**

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

#### **COMMISSION PAYABLE TO SCSBS**

1. Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:

Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).

2. The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
3. Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
4. SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
5. Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

#### PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “Capital Structure” beginning on page no. 55 of this Draft Red Herring Prospectus, our Company has not Issue any Equity Shares for consideration otherwise than for cash.

#### LISTED VENTURES OF PROMOTERS

There are no listed ventures of our Company as on date of filing of this Draft Red Herring Prospectus.

#### OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Red Herring Prospectus.

#### CHANGES IN AUDITORS

| Particulars   | Date of Change | Reason for change   |
|---|----------------|---|
| <b>M/s. Rahul Mistri And Co.,</b><br>Chartered Accountants<br><b>Address:</b> 166, Narayan Nagar Society, Vavol, Gandhinagar - 382016.<br><b>Tel. No.:</b> +91 91731 20983<br><b>Email Id:</b> carahulmistri@gmail.com<br><b>Membership No.:</b> 184595<br><b>Firm Registration No:</b> 147586W<br><b>Contact Person:</b> CA Rahul Mistri | June 3, 2024   | Resigned as Statutory Auditor due to not having Peer Reviewed License                       |
| <b>M/s. Shah Teelani &amp; Associates,</b><br>Chartered Accountants<br><b>Address:</b> 302-304 Shubh House, Bh. Jain Dairy, Swastik Society, Off C.G. Road, Ahmedabad.<br><b>Tel. No.:</b> +91 94263 41100<br><b>Email Id:</b> jinesh.shah@shahteelani.com<br><b>Membership No.:</b> 141079   | June 27, 2024  | Appointed as Statutory Auditors of the company for FY 2023-24 to fill up the casual vacancy |

| Particulars   | Date of Change | Reason for change |
|---|----------------|-------------------|
| <b>Firm Registration No:</b> 133549W<br><b>Contact Person:</b> CA Jinesh Shah |                |                   |

**CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS**

Except as disclosed under chapter titled “*Capital Structure*” on page 55 of this Draft Red Herring Prospectus, our Company has not capitalized Reserves or Profits during last five years.

**REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**

Our Company has not revalued its assets during last five years.

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## SECTION XIII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (“CAN”) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

#### **Ranking of Equity Shares**

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

#### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on June 17, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra-ordinary General Meeting of the Company held on July 09, 2024.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled “Dividend Policy” beginning on Page No. 164 of this Draft Red Herring Prospectus.

#### **Face Value, Issue Price, Floor Price and Price Band**

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”).

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and Gujarat/Surat Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading 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 websites of the Stock Exchange.

The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.



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The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis for Issue Price*” beginning on Page No. 89 of this Draft Red Herring Prospectus.

#### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

#### **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- 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 and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI(LODR), 2015 and the Memorandum and Articles of Association of the Company.

#### **Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated March 24, 2023.
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated March 28, 2023.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

#### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

#### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

#### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

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The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled 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 Corporate 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 shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. 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 ninety (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 Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled "*Capital Structure*" beginning on Page No. 55 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled "*Description of Equity Shares and terms of the articles of association*" beginning on Page No. 240 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working

Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

## ISSUE PROGRAM

| Events   | Indicative Dates |
|--|------------------|
| Bid/Issue Opening Date   | [●]              |
| Bid/Issue Closing Date   | [●]              |
| Finalization of Basis of Allotment with the Designated Stock Exchange                                    | On or before [●] |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account* | On or before [●] |
| Credit of Equity Shares to Demat accounts of Allottees   | On or before [●] |
| Commencement of trading of the Equity Shares on the Stock Exchange                                       | On or before [●] |

\* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company and the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working Days of the Bid/Issue 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/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.**

### Submission of Bids

#### Bid/Issue Period (except the Bid/Issue Closing Date)

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))

#### Bid/Issue Closing Date

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

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**On the Bid/Issue Closing Date, the Bids shall be uploaded until:**

- i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, 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 the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank 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.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

**Minimum Subscription**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

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In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000/- (Rupees One Lac only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Migration to Main Board**

*Our company may migrate to the main board of BSE Limited at a later date subject to the following:*

a. *If the Paid-up Capital of our Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in- principal approval from the main board), our Company shall apply to BSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

b. *If the paid-up Capital of our company is more than ₹ 10 Crores but below ₹ 25Crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal, subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

### **Market Making**

The shares issued and transferred through this Issue are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE. For further details of the market making arrangement, please refer to chapter titled “General Information” beginning on Page No. 46 of this Draft Red Herring Prospectus.

### **Arrangements for disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

### **Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or

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Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further it is mandatory for the investor to furnish the details of his/her depository account, & if for any reasons, details of the account are incomplete or incorrect, the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

**New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ₹ 10 crores and up to ₹ 25 crores, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on Page No. 201 and 211 respectively of this Draft Red Herring Prospectus.

This public issue comprises of Upto 3080000 Equity Shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share (the “issue price”) aggregating to ₹ [●]/- Lakhs (“the issue”) by our Company. The Issue and the Net Issue will constitute Upto 29.50% and [●]%, respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process<sup>(1)</sup>:

| Particulars of the Issue <sup>(2)</sup>           | Market Maker Reservation Portion | QIBs   | Non-Institutional Applicants       | Retail Individual Investors        |
|---|----------------------------------|--|------------------------------------|------------------------------------|
| Number of Equity Shares available for allocation  | [●] Equity Shares                | Not more than [●] Equity Shares.   | Not less than [●] Equity Shares    | Not less than [●] Equity Shares    |
| Percentage of issue size available for allocation | [●]% of the issue size           | Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion | Not less than 15% of the Net Issue | Not less than 35% of the Net Issue |
| Basis of Allotment <sup>(3)</sup>                 | Firm Allotment                   | Proportionate as follows:<br>a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and<br>b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving  | Proportionate                      | Proportionate                      |

| Particulars of the Issue <sup>(2)</sup> | Market Maker Reservation Portion  | QIBs   | Non-Institutional Applicants  | Retail Individual Investors  |
|---|---|--|---|--|
|   |   | allocation as per (a) above.   |   |  |
| Mode of Bid                             | Only through the ASBA process.  | Only through the ASBA process.   | Through ASBA Process through banks or by using UPI ID for payment   | Through ASBA Process through banks or by using UPI ID for payment  |
| Mode of Allotment                       | Compulsorily in dematerialized form   |  |   |  |
| Minimum Bid Size                        | [●] Equity Shares in multiple of [●] Equity shares  | Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000                             | Such number of Equity shares in multiple of [●] Equity shares that Bid size exceeds ₹ 2,00,000  | [●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed ₹ 2,00,000             |
| Maximum Bid Size                        | [●] Equity Shares   | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits | Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000 |
| Trading Lot                             | [●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations   | [●] Equity Shares and in multiples thereof   | [●] Equity Shares and in multiples thereof  | [●] Equity Shares  |
| Terms of Payment                        | Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. |  |   |  |
| Mode of Bid                             | Only through the ASBA process   |  |   |  |

- (1) This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the issue price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

#### **WITHDRAWAL OF THE ISSUE**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.



The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

## **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Ahmedabad.

## **BID/ISSUE PROGRAMME**

| <b>Events</b>   | <b>Indicative Dates</b> |
|---|-------------------------|
| Bid/Issue Opening Date  | [●]                     |
| Bid/Issue Closing Date  | [●]                     |
| Finalization of Basis of Allotment with the Designated Stock Exchange                                   | On or before [●]        |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account | On or before [●]        |
| Credit of Equity Shares to Demat accounts of Allottees  | On or before [●]        |
| Commencement of trading of the Equity Shares on the Stock Exchange                                      | On or before [●]        |

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of bids.
- b) A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

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## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (**UPI**) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“**UPI Phase III**”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of BSE Limited (“**BSE SME**”) to act as intermediaries for submitting Application Forms are provided on [www.bseindia.com](http://www.bseindia.com). For details on their designated branches for submitting Application Forms, please see the above mentioned website of SME of BSE Limited (“**BSE SME**”).

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Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus and this Prospectus.

Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

### **BOOK BUILDING PROCEDURE**

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the 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 Issue Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue 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 Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue 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 segment of the Stock Exchange.

**Investors 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, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.**

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.**

### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

**Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

**Bid cum Application Form**

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. The RIs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

RIBs Bidding in the Retail Portion using the UPI Mechanism 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.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. 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 Application Form for various categories is as follows:

| Category   | Colour of Application Form* |
|--|-----------------------------|
| Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis | White                       |

| Category  | Colour of Application Form* |
|---|-----------------------------|
| Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis | Blue                        |

**Note:** Electronic Bid Cum Application Forms will also be available for download on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)).

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of this Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called "Designated Intermediaries"):

| Sr. No. | Designated Intermediaries  |
|---------|--|
| 1.      | An SCSB, with whom the bank account to be blocked, is maintained   |
| 2.      | A syndicate member (or sub-syndicate member)   |
| 3.      | A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') |
| 4.      | A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)   |
| 5.      | A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)                  |

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

|  |   |
|--|---|
| <b>For Applications submitted by Investors to SCSB:</b>  | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.  |
| <b>For applications submitted by investors to intermediaries other than SCSBs:</b>                             | After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.  |
| <b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b> | After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account. |

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Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus and/or Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("Cut-Off Time"). Accordingly, RIBs 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. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

#### **WHO CAN BID?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to this Draft Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: - Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to

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- Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
  - n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
  - o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
  - r) Multilateral and bilateral development financial institution;
  - s) Eligible QFIs;
  - t) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - u) Insurance funds set up and managed by the Department of Posts, India;
  - v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

#### **APPLICATIONS NOT TO BE MADE BY**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

##### **2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

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## **METHOD OF BIDDING PROCESS**

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and Chandigarh/Mohali Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Chandigarh/Mohali Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- e) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

## **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.



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- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
  - c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
  - d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the

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ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder 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: 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 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 BRLM, 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 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% 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 10.00% 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 SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) 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 SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) 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. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% 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, on a repatriation or non- repatriation basis, 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 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

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NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, please refer chapter titled “Restrictions on Foreign Ownership of Indian Securities” beginning on Page No. 238 of this Draft Red Herring Prospectus. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

#### **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-Issue Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for our company in India is 100% under automatic route.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. 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 Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, 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 off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- (ii). 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.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (“Operational FPI Guidelines”), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids (“MIM Bids”). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as “MIM Structure”). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with 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.

#### **BIDS BY SEBI-REGISTERED AIFS, VCFs AND FVCIS**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest

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more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) 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 NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM 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 BRLM, reserve 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 this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 01, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, please refer chapter titled “*Key Industry Regulations*” beginning on Page No. 137 of this Draft Red Herring Prospectus.

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## **BIDS BY SCSBS**

SCSBS participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBS are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBS. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

## **BIDS BY SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) 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 BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

## **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, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) Equity Shares of a company: the lower of 10%\* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

## **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, 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 BRLM, 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, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our, in consultation with the

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BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

#### **ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in

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relation to,

- a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
- (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

| S. No. | Details*          |
|--------|-------------------|
| 1.     | Symbol            |
| 2.     | Intermediary Code |
| 3.     | Location Code     |
| 4.     | Application No.   |
| 5.     | Category          |
| 6.     | PAN               |
| 7.     | DP ID             |
| 8.     | Client ID         |
| 9.     | Quantity          |
| 10.    | Amount            |

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
- Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;

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- Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by an Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
  9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
  10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
  11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
  12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
  13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
  14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
  15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

#### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### **Price Discovery and Allocation**



- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

#### **Illustration of the Book Building and Price Discovery Process:**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

| <b>Bid Quantity</b> | <b>Bid Amount (₹)</b> | <b>Cumulative Quantity</b> | <b>Subscription</b> |
|---------------------|-----------------------|----------------------------|---------------------|
| 500                 | 24                    | 500                        | 16.67%              |
| 1,000               | 23                    | 1,500                      | 50.00%              |
| 1,500               | 22                    | 3,000                      | 100.00%             |
| 2,000               | 21                    | 5,000                      | 166.67%             |
| 2,500               | 20                    | 7,500                      | 250.00%             |

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

#### **GENERAL INSTRUCTIONS**

##### ***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 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 an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB 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. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. 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;

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7. If you are an ASBA Bidder and the first applicant is not the ASBA 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;
  8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
  9. 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;
  10. 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;
  11. RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
  12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
  13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, 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 RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
  14. 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 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;
  15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020 and press release dated June 25, 2021.
  16. Ensure that the Demographic Details are updated, true and correct in all respects;
  17. 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;
  18. Ensure that the category and the investor status is indicated;
  19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
  20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
  21. 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 Exchange 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;
  22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used

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for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

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 to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
25. RIBs 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, an RIB 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 to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) 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](http://www.sebi.gov.in)); and
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.

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 RIBs);
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 Forms per ASBA Account;
10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. 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 Issue;
15. 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;
16. 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);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

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18. Do not submit a Bid using UPI ID, if you are not a RIB;
  19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
  20. Do not Bid for Equity Shares in excess of what is specified for each category;
  21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue 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;
  22. 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. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
  23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
  24. If you are an RIB 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;
  25. Do not Bid if you are an OCB; and
  26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

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-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please refer the section entitled “*General Information*” and “*Our Management*” beginning on Page No. 46 and 144 of this Draft Red Herring Prospectus, respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please refer the section titled “*General Information*” beginning on Page No. 46 of this Draft Red Herring Prospectus.

#### **GROUND FOR TECHNICAL REJECTION**

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 maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
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 CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and

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14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer section titled “*General Information*” beginning on Page No. 46 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/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.

#### **BASIS OF ALLOTMENT**

##### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the

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aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

**b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non- Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

c) Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] Equity Shares the allotment will be made as follows:

- Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] Equity Shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Red herring Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

#### **Designated Date**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY

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CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.



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**Flow of Events from the closure of bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

**Process for generating list of allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5<sup>th</sup> application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

**BASIS OF ALLOTMENT**

Allotment will be made in consultation BSE ("Designated Stock Exchange"). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted [●] equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

**BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

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In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Equity Shares in Dematerialised Form with NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on March 24, 2023.
- b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on March 28, 2023.
- c) The Company's Equity shares bear an **ISIN- INE0PA401012**

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper each with wide circulation) and editions of Gujarat/Surat (a widely circulated Regional language daily newspaper) (Gujarati being the regional language of Gujarat/Surat, where our Registered Office is located).

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The 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.

#### **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

- a) Our Company and the Underwriter has entered into an Underwriting Agreement prior to filing of Draft red Herring Prospectus and the same will be filed with RoC, Ahmedabad at the time of Red Herring Prospectus along with any supplementary therof.

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- b) After signing of the Supplementary to the Underwriting Agreement, if any, 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 Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

#### **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 ₹ 10/- Lakhs or 1.00% 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 ₹ 10/- lakhs 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 ₹ 50/- Lakhs or with both.

#### **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Issue 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 Exchange where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder 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;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date 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 the SEBI.

#### **UTILIZATION OF ISSUE PROCEEDS**

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Our Board certifies 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 utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized 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 unutilized monies have been invested.

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## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) (“DIPP”), issued the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DIPP issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of e-commerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post issue paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government of India, OCBs cannot participate in this issue. For more details, please refer chapter titled “*Issue Procedure*” beginning on Page No. 211 of this Draft Red Herring Prospectus.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. For more details, please refer chapter titled “*Issue Procedure*” beginning on Page No. 211 of this Draft Red Herring Prospectus.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DIPP and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the

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Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-Debt Rules. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Issue Period.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those Issues and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.**

**SECTION XIV - DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

**ARTICLES OF ASSOCIATION\***

**OF**

**IDENTIXWEB LIMITED \***

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| <p><b>CONSTITUTION OF THE COMPANY AND INTERPRETATION CLAUSE</b></p> | <p><b>A.</b> The regulations contained in table “F” of Schedule I to the Companies Act, 2013 shall apply to the Company only in so far as the same are not provided for or are not inconsistent with these Articles.</p> <p><b>B.</b> “Public Company” means a company which—</p> <p style="margin-left: 20px;">(a) is not a private company;</p> <p style="margin-left: 20px;">(b) has a minimum paid-up share capital as may be prescribed:</p> <p style="margin-left: 20px;">Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.</p> <p><b>C.</b> The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:</p> <p style="margin-left: 20px;">a. ‘The Act’ or ‘The Companies Act’ shall mean ‘The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.’</p> <p style="margin-left: 20px;">b. ‘The Board’ or ‘The Board of Directors’ means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.</p> <p style="margin-left: 20px;">c. ‘The Company’ or ‘This Company’ means <b>IDENTIXWEB LIMITED. *</b></p> <p style="margin-left: 20px;">d. ‘Directors’ means the Directors for the time being of the Company.</p> <p style="margin-left: 20px;">e. ‘Writing’ includes printing, lithograph, typewriting and any other usual substitutes for writing.</p> <p style="margin-left: 20px;">f. ‘Members’ means members of the Company holding a share or shares of any class.</p> <p style="margin-left: 20px;">g. ‘Month’ shall mean a calendar month.</p> <p style="margin-left: 20px;">h. ‘Paid-up’ shall include ‘credited as fully paid-up’.</p> <p style="margin-left: 20px;">i. ‘Person’ shall include any corporation as well as individual.</p> <p style="margin-left: 20px;">j. ‘These presents’ or ‘Regulations’ shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.</p> <p style="margin-left: 20px;">k. ‘Section’ or ‘Sec.’ means Section of the Act.</p> <p style="margin-left: 20px;">l. Words importing the masculine gender shall include the feminine gender.</p> <p style="margin-left: 20px;">m. Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.</p> <p style="margin-left: 20px;">n. ‘Special Resolution’ means special resolution as defined by Section 114 in the Act.</p> <p style="margin-left: 20px;">o. ‘The Office’ means the Registered Office for the time being of the Company.</p> <p style="margin-left: 20px;">p. ‘The Register’ means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.</p> <p style="margin-left: 20px;">q. ‘Proxy’ includes Attorney duly constituted under a Power of Attorney.</p> <p style="margin-left: 20px;">r. Except as provided by Section 67, no part of funds of the Company shall be</p> |

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|   | <p>employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.</p> <p>s. The Authorized Share Capital of the Company shall be as prescribed in Clause 5 of the Memorandum of Association of the Company.</p>  |
| <p><b>SHARE CAPITAL AND VARIATION OF RIGHTS</b></p> | <p>1. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.</p> <p>Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.</p> <p><b>2. Member' right to share Certificates</b></p> <p>i. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:</p> <ol style="list-style-type: none"> <li>a. One certificate for all his shares; or</li> <li>b. Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.</li> </ol> <p>ii. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide.</p> <p>iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>iv. The certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company and signed by two Directors and the Secretary or authorized official(s) of the Company.</p> <p><b>One Certificate for joint holders</b></p> <p>v. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with</p> |



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|                   | <p>Article 20 below.</p> <p>3. (a) If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.</p> <p>(b) For every certificate issued under the last preceding Article, no fee shall be charged by the Company.</p> <p>(c) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</p> <p><b>Splitting and consolidation of Share Certificate</b></p> <p>(d) The shares of the Company will be split up/consolidated in the following circumstances:</p> <p>(i) At the request of the member/s for split up of shares in marketable lot.</p> <p>(ii) At the request of the member/s for consolidation of fraction shares into marketable lot.</p> <p><b>Directors may issue new Certificate(s)</b></p> <p>(e) The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.</p> <p><b>Trust not recognised</b></p> <p>4. Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognise any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.</p> <p><b>Power to pay commission</b></p> <p>5. The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any</p> |

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|                   | <p>issue of shares, pay such brokerage as may be lawful.</p> <p><b>Issue of further shares with disproportionate rights</b></p> <p>6. (i) The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.</p> <p>(ii) To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.</p> <p>7. Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking pari passu therewith.</p> <p>8. (i) Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.</p> <p>(ii) The Company may issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.</p> <p>(iii) The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:</p> <p>I. (a) Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.</p> <p>(b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.</p> <p>(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.</p> <p>(d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.</p> <p>II. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.</p> |

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|                   | <p>III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:</p> <p>(iv) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and</p> <p>(v) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.</p> <p>(vi) The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.</p> <p>(vii) As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.</p> <p>(viii) An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.</p> <p>(ix) If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.</p>   |
| LIEN              | <p><b>Company's lien on shares</b></p> <p>9. The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.</p> <p><b>As to enforcing lien by sale</b></p> <p>10. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.</p> <p><b>Authority to transfer</b></p> <p>11. a. To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>b. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.</p> <p><b>Application of proceeds of sale</b></p> <p>12. The net proceeds of any such sale shall be applied in or towards satisfaction of the</p> |

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|                   | said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.   |
| CALL ON SHARES    | <p><b>Calls</b></p> <p>13. Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.</p> <p><b>When call deemed to have been made</b></p> <p>14. (a) A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.</p> <p><b>Length of Notice of call</b></p> <p>(b) Not less than thirty day's notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.</p> <p><b>Liability of joint holders of shares</b></p> <p>15. The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.</p> <p><b>When interest on call or instalment payable</b></p> <p>16. If the sum payable in respect of any call or, instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.</p> <p><b>Sum payable in fixed instalments to be deemed calls</b></p> <p>17. (a) If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by instalments at fixed time, whether on account of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or instalment accordingly.</p> <p><b>Sums payable at fixed times to be treated as calls</b></p> <p>(b) The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.</p> <p><b>Payment of call in advance</b></p> <p>18. (a) The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay</p> |

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|                                  | <p>interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits.</p> <p><b>Partial payment not to preclude forfeiture</b></p> <p>(b) Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.</p>  |
| <p><b>TRANSFER OF SHARES</b></p> | <p><b>Transfer</b></p> <p>19. a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof.</p> <p>b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.</p> <p>Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.</p> <p>c. An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.</p> <p>d. For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.</p> <p>e. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.</p> <p>f. Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.</p> <p><b>Board's right to refuse to register</b></p> <p>20. a. The Board, may, at its absolute discretion and without assigning any reason, decline to register</p> <ol style="list-style-type: none"> <li>1. The transfer of any share, whether fully paid or not, to a person of whom it do not approve or</li> <li>2. Any transfer or transmission of shares on which the Company has a lien</li> </ol> <p>Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons</p> |

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|                   | <p>indebted to the Company on any account whatsoever except a lien on the shares.</p> <p>b. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.</p> <p>c. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.</p> <p>d. The provisions of this clause shall apply to transfers of stock also.</p> <p><b>Further right of Board of Directors to decline to recognize any instrument of transfer</b></p> <p>21. the board may decline to recongnise any instrument of transfer unless –</p> <p>a. the instrument of transfer is in the form as prescribed in rules made under sub-section (I) of section 56;</p> <p>b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and</p> <p>c. the instrument of transfer is in respect of only one class of shares.</p> <p>22. i. On giving not less than seven days’ previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.</p> <p><b>No transfer to infant, etc.</b></p> <p>ii. No transfer shall be made to an infant or a person of unsound mind.</p> <p><b>Endorsement of transfer and issue of certificate</b></p> <p>iii. Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.</p> <p><b>Custody of transfer</b></p> <p>iv. The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.</p> <p><b>Register of members</b></p> <p>v. a. The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.</p> <p><b>Closure of Register of members</b></p> <p>b. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.</p> <p><b>When instruments of transfer to be retained</b></p> |

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|                                      | <p>c. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.</p> <p><b>Company's right to register transfer by apparent legal owner</b></p> <p>vi. The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.</p>  |
| <p><b>TRANSMISSION OF SHARES</b></p> | <p><b>Rights to shares on death of a member for transmission</b></p> <p>23. a. In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares.</p> <p>b. In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.</p> <p>Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.</p> <p>Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member.</p> <p>Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.</p> <p><b>Rights and liabilities of person</b></p> <p>24. 1. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as herein, after provided elect either</p> <p>a. to be registered himself as a holder of the share or</p> <p>b. to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>2. The Board, shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p> <p><b>Notice by such a person of his election</b></p> <p>25. a. If the person so becoming entitled shall elect to be registered as holder of the</p> |

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|                                    | <p>shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.</p> <p>b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>c. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member.</p> <p>26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:<br/> Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p>   |
| <p><b>FORFEITURE OF SHARES</b></p> | <p><b>If call or instalment not paid, notice may be given</b></p> <p>28. (a) If a member fails to pay any call or instalment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.</p> <p><b>Evidence action by Company against shareholders</b></p> <p>(b) On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.</p> <p><b>Form of Notice</b></p> <p>29. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.</p> <p><b>If notice not complied with, shares may be forfeited</b></p> <p>30. (a) If the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be</p> |



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|                   | <p>forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.</p> <p><b>Notice after forfeiture</b></p> <p>(b) When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.</p> <p><b>Boards' right to dispose of forfeited shares or cancellation of forfeiture</b></p> <p>31. A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.</p> <p><b>Liability after forfeiture</b></p> <p>32. (a) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.</p> <p>(b) The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.</p> <p><b>Evidence of forfeiture</b></p> <p>33. A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any ) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.</p> <p><b>Non-payment of sums payable at fixed times</b></p> <p>34. (a) The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.</p> <p><b>Validity of such sales</b></p> <p>(b) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person</p> |

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|                              | and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.  |
| <b>ALTERATION OF CAPITAL</b> | <p><b>Alteration and consolidation, sub-division and cancellation of shares</b></p> <p>35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.</p> <p>36. a. The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:</p> <ol style="list-style-type: none"> <li>i. increase its share capital by such amount as it thinks expedient by issuing new shares;</li> <li>ii. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>iii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;</li> <li>iv. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division on the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived.</li> <li>v. Cancel shares which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.</li> <li>vi. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.</li> </ol> <p>b. The resolution whereby any share is sub-divided may determine that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.</p> <p><b>37. Conversion of shares into stock</b></p> <ol style="list-style-type: none"> <li>i. The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.</li> </ol> <p><b>Transfer of stock</b></p> <ol style="list-style-type: none"> <li>ii. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</li> </ol> <p><b>Right of stockholders</b></p> <ol style="list-style-type: none"> <li>iii. The holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its assets on winding up) shall be</li> </ol> |

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|                   | <p>conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p> <p><b>Applicability of regulations to stock and stockholders</b></p> <p>iv. Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.</p> <p>38. (i) The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:</p> <ol style="list-style-type: none"> <li>a. its share capital;</li> <li>b. any capital redemption reserve account; or</li> <li>c. any share premium account.</li> </ol> <p><b>Surrender of shares</b></p> <p>(ii) The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.</p> <p><b>Power of modify shares</b></p> <p>(iii) The rights and privileges attached to each class of shares may be modified, commuted, affected, and abrogated in the manner provided in Section 48 of the Act.</p> <p><b>Set-off of moneys due to shareholders</b></p> <p>(iv) Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.</p> <p>(v) <b>DEMATERIALISATION OF SECURITIES</b></p> <p><b>a) Definitions</b></p> <p>For the purpose of this Article:</p> <p>‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository;</p> <p>‘SEBI’ means the Securities and Exchange Board of India;</p> <p>‘Depository’ means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and</p> <p>‘Security’ means such security as may be specified by SEBI from time to time.</p> <p><b>b) Dematerialisation of securities</b></p> <p>Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.</p> <p><b>c) Options for investors</b></p> <p>Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a</p> |

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|                   | <p>depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.</p> <p><b>d) Securities in depositories to be in fungible form</b></p> <p>All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.</p> <p><b>e) Rights of depositories and beneficial owners:</b></p> <p>(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.</p> <p>(ii) Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.</p> <p>(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.</p> <p><b>f) Service of documents</b></p> <p>Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.</p> <p><b>g) Transfer of securities</b></p> <p>Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.</p> <p><b>h) Allotment of securities dealt with in a depository</b></p> <p>Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.</p> <p><b>i) Distinctive numbers of securities held in a depository</b></p> <p>Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.</p> <p><b>j) Register and Index of Beneficial owners</b></p> <p>The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.</p> <p><b>k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository</b></p> <p>Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services</p> |

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|   | <p>of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.</p>  |
| <p><b>CAPITALISATION OF PROFITS</b></p> | <p><b>39. Capitalisation of Profits</b></p> <p>a. The Company in General Meeting, may on the recommendation of the Board, resolve:</p> <ol style="list-style-type: none"> <li>1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and</li> <li>2. that such sum be accordingly set free for distribution in the manner specified in under the act amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.</li> </ol> <p>b. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained under the act either in or towards:</p> <ol style="list-style-type: none"> <li>1. paying up any amount for the time being unpaid on any share held by such members respectively;</li> <li>2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or</li> <li>3. Partly in the way specified in Sub-clause (1) and partly in that specified in Sub-clause (2).</li> </ol> <p>c. A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.</p> <p>d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.</p> <p><b>40. Powers of Directors for declaration of Bonus</b></p> <p>a. Whenever such a resolution as aforesaid shall have been passed, the Board shall:</p> <ol style="list-style-type: none"> <li>1. make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and</li> <li>2. generally do all acts and things required to give effect thereto.</li> </ol> <p>b. The Board shall have full power:</p> <ol style="list-style-type: none"> <li>1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable infractions and also;</li> <li>2. to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment</li> </ol> |

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|                          | <p>to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.</p> <p>c. Any agreement made under such authority shall be effective and binding on all such members.</p>  |
| <b>BUYBACK OF SHARES</b> | <p>41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.</p>   |
| <b>GENERAL MEETING</b>   | <p><b>Annual General Meeting</b></p> <p>42. The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.</p> <p><b>Extraordinary General Meeting</b></p> <p>43. (i) Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.</p> <p><b>Right to summon Extraordinary General Meeting</b></p> <p>(ii) The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.</p> <p><b>Extraordinary Meeting by requisition</b></p> <p>(iii) a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.</p> <p>b. The requisition shall set out matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.</p> <p>c. The requisition may consist of several documents in like forms, each signed by one or more requisitionists.</p> <p>d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.</p> <p>e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.</p> <p><b>Length of notice for calling meeting</b></p> |

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|  | <p>(iv) A General Meeting of the Company may be called by giving not less than twenty one days notice in writing, provided that a General Meeting may be called after giving shorter notice of seven days or less if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid- up share capital which gives the right to vote on the matters to be considered at the meeting. Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.</p> <p><b>Accidental omission to give notice not to invalidate meeting</b></p> <p>(v) The accidental omission is to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.</p> <p><b>Special business and statement to be annexed</b></p> <p>(vi) All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.</p> <p>Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.</p> |
| <p><b>PROCEEDINGS AT GENERAL MEETING</b></p> | <p><b>Quorum</b></p> <p>44. i. The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:</p> <p>Number of members upto 1000: 5 members personally present<br/> Number of members 1000-5000: 15 members personally present<br/> Number of members more than 5000: 30 members personally present</p> <p><b>If quorum not present, when meeting to be dissolved and when to be adjourned</b></p> <p>ii. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned</p>  |

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|                               | <p>meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.</p> <p><b>Chairman of General Meeting</b></p> <p>45. The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.</p> <p><b>When Chairman is absent</b></p> <p>46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.</p> <p>47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.</p>   |
| <b>ADJOURNMENT OF MEETING</b> | <p>49. The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.</p>  |
| <b>VOTING RIGHTS</b>          | <p>50. (i.) At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.</p> <p>(ii) a. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.</p> <p>b. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or</p> |



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|                   | <p>not, on the day immediately following such period.</p> <p>c. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.</p> <p>51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.</p> <p><b>Joint holders</b></p> <p>52. In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</p> <p><b>Member of unsound mind</b></p> <p>53. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll vote by proxy.</p> <p><b>Taking of poll</b></p> <p>54. (i) If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.</p> <p><b>In what cases poll taken without adjournment</b></p> <p>(ii) A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.</p> <p><b>Business may proceed notwithstanding demand for poll</b></p> <p>(iii) A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; the demand for a poll may be withdrawn at any time by the person or persons who made the demand.</p> <p><b>Proxies permitted on polls</b></p> <p>(iv) On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.</p> <p><b>No member entitled to vote while call due to Company</b></p> <p>55. No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.</p> <p>56. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.</p> <p>Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</p> |
| <b>PROXY</b>      | <p><b>Instrument of proxy</b></p> <p>57. a. The instrument appointing a proxy shall be in writing under the hand of the</p>  |

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|                                  | <p>appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the common seal or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.</p> <p>b. A body corporate (whether a company within the meaning of this Act or not) may:</p> <ol style="list-style-type: none"> <li>1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;</li> <li>2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.</li> </ol> <p>c. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.</p> <p><b>Form of proxy</b></p> <p>58. Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.</p> <p><b>Validity of vote by proxy</b></p> <p>59. i. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.</p> <p><b>Instrument of proxy to be deposited at the office</b></p> <p>ii. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.</p> |
| <p><b>BOARD OF DIRECTORS</b></p> | <p><b>Number of Directors</b></p> <p>60. Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.</p> <p>The Present Directors* of the Company are:</p> <ol style="list-style-type: none"> <li>a) Priyankkumar Jivrajbhai Savani</li> <li>b) Ankur Lakhani</li> <li>c) Hiralben Ankurbhai Lakhani</li> </ol> <p>Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.</p> <hr/> <p>* Present Directors means Directors of the Company as on the date of adoption of this Articles of Association of the Company i.e. December 4, 2023.</p>   |

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|                   | <p><b>Director's remuneration</b></p> <p>61. a. Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 and schedule V of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.</p> <p>b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.</p> <p>c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.</p> <p>d. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of this Article.</p> <p>62. The Board may pay all expenses incurred in getting up and registering the company.</p> <p>63. <b>Rights of Directors</b></p> <p>(a) Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.</p> <p><b>Directors to comply with Section 184</b></p> <p>(b) Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.</p> <p><b>Directors power of contract with Company</b></p> <p>(c) Subject to the limitations prescribed in the Companies Act, 2013, the</p> |

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|                   | <p>Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.</p> <p><b>Register of Directors and KMP and their shareholding</b></p> <p>(d) The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.</p> <p><b>Business to be carried on</b></p> <p>(e) The business of the Company shall be carried on by the Board of Directors.</p> <p><b>General Powers of Company vested in Directors</b></p> <p>(f) The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.</p> <p><b>Attorney of the Company</b></p> <p>(g) The Board may appoint at any time and from time to time by a power of attorney under the Company's seal, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of any body or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.</p> <p><b>Power to authorise sub delegation</b></p> <p>(h) The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.</p> <p><b>Directors' duty to comply with the provisions of the Act</b></p> <p>(i) The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.</p> <p><b>To acquire and dispose of property and rights</b></p> <p>(j) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration</p> |

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|                   | <p>as they may think fit.</p> <p><b>To pay for property in debentures, etc.</b></p> <p>(k) At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.</p> <p><b>To secure contracts by mortgages</b></p> <p>(l) To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.</p> <p><b>To appoint officers, etc.</b></p> <p>(m) To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.</p> <p>(n) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.</p> <p><b>To refer to arbitration</b></p> <p>(o) To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.</p> <p><b>To give receipt</b></p> <p>(p) To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.</p> <p><b>To act in matters of bankrupts and insolvents</b></p> <p>(q) To act on behalf of the Company in all matters relating to bankrupts and insolvents.</p> <p><b>To give security by way of indemnity</b></p> <p>(r) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.</p> <p><b>To give commission</b></p> <p>(s) To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.</p> <p><b>To make contracts etc.</b></p> <p>(t) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.</p> <p><b>To make bye-laws</b></p> |

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|                   | <p>(u) From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.</p> <p><b>To set aside profits for provided fund</b></p> <p>(v) Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.</p> <p><b>To make and alter rules</b></p> <p>(w) (i) To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.</p> <p>(ii) And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.</p> <p><b>Powers as to commencement of business</b></p> <p>(x) Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.</p> <p><b>Delegation of power</b></p> <p>(y) Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Executive Director.</p> <p><b>Borrowing Powers</b></p> <p>(z) The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security.</p> <p>Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall</p> |

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|                   | <p>specify the total amount upto which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient.</p> <p><b>Assignment of debentures</b></p> <p>(aa) Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.</p> <p><b>Terms of debenture issue</b></p> <p>(bb) i. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.</p> <p>ii. Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.</p> <p>iii. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called "Debenture Director". The words "Mortgage" or "Debenture Director" shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or</p> |

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|                   | <p>trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgagee lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.</p> <p>iv. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.</p> <p>v. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.</p> <p><b>Charge on uncalled capital</b></p> <p>(cc) Any uncalled capital of the Company may be included in or charged by mortgage or other security.</p> <p><b>Subsequent assignees of uncalled capital</b></p> <p>(dd) Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge.</p> <p><b>Charge in favour of Director of indemnity</b></p> <p>(ee) If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability.</p> <p><b>Powers to be exercised by Board only at meeting</b></p> <p>(ff) A. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.</p> <ol style="list-style-type: none"> <li>i. to make calls on shareholders in respect of money unpaid on their shares;</li> <li>ii. to authorise buy-back of securities under section 68;</li> <li>iii. to issue securities, including debentures, whether in or outside India;</li> <li>iv. to borrow monies;</li> <li>v. to invest the funds of the company;</li> <li>vi. to grant loans or give guarantee or provide security in respect of loans;</li> <li>vii. to approve financial statement and the Board's report;</li> <li>viii. to diversify the business of the company;</li> <li>ix. to approve amalgamation, merger or reconstruction;</li> <li>x. to take over a company or acquire a controlling or substantial stake in another company;</li> <li>xi. to make political contributions;</li> <li>xii. to appoint or remove key managerial personnel (KMP);</li> <li>xiii. to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;</li> <li>xiv. to appoint internal auditors and secretarial auditor;</li> <li>xv. to take note of the disclosure of director's interest and shareholding;</li> <li>xvi. to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;</li> <li>xvii. to invite or accept or renew public deposits and related matters;</li> </ol> |



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|                   | <p>xviii. to review or change the terms and conditions of public deposit;</p> <p>xix. to approve quarterly, half yearly and annual financial statements or financial results as the case may be.</p> <p>xx. such other business as may be prescribed by the Act.</p> <p>B. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses iv, v and vi above.</p> <p>C. Every resolution delegating the power set out in Sub-clause iv shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.</p> <p>D. Every resolution delegating the power referred to in Sub-clause v shall specify the total amount up to which the funds may be invested and the nature of investments which may be made by the delegate.</p> <p>E. Every resolution delegating the power referred to in Sub-clause vi above shall specify the total amount up to which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases.</p> <p><b>Register of mortgage to be kept</b></p> <p>(gg) The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.</p> <p><b>Register of holders of debentures</b></p> <p>(hh) Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.</p> <p><b>Inspection of copies of and Register of Mortgages</b></p> <p>(ii) The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.</p> <p><b>Supplying copies of register of holder of debentures</b></p> <p>(jj) The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.</p> <p><b>Right of holders of debentures as to Financial Statements</b></p> <p>(kk) Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.</p> <p><b>Managing Director's power to be exercised severally</b></p> <p>(ll) All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of</p> |

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|                   | <p style="text-align: center;">Directors, be exercised by any of them severally.</p> <p>64. All cheques, promissory notes, drafts, hund is, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.</p> <p>65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.</p> <p style="text-align: center;"><b>Additional Directors</b></p> <p>66. i. The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 60 above. Any person so appointed as an Additional Director shall hold office up to the date of the next Annual General Meeting of the Company.</p> <p style="text-align: center;"><b>Managing Director</b></p> <p>ii. a. Subject to the provisions of Section 196, 197, 2(94), 203 of the Act, the following provisions shall apply:</p> <p>b. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.</p> <p>c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.</p> <p>d. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.</p> <p>e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.</p> <p>f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 63 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.</p> <p style="text-align: center;"><b>Whole-time Director</b></p> <p>iii. a. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Wholetime Director or Wholetime</p> |

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|                   | <p>Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.</p> <p>b. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.</p> <p><b>Alternate Directors</b></p> <p>iv. (a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause “the Original Director” during his absence for a period of not less than 3 months from India.</p> <p>(b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.</p> <p><b>Independent Directors</b></p> <p>v. (a) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or applicable Regulations of SEBI(LODR) Regulations, 2015, whichever is higher, from time to time.</p> <p>(b) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013.</p> <p>(c) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and shall not be liable to retire by rotation.</p> <p><b>Women Director</b></p> <p>vi. The Directors shall appoint one women director as per the requirements of section 149 of the Act.</p> <p><b>Debenture Director</b></p> <p>vii. Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and reappoint any Director so appointed. The Director appointed under this Article is herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company.</p> <p>The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.</p> <p><b>Corporation/Nominee Director</b></p> <p>viii. a. Notwithstanding anything to the contrary contained in the Articles, so</p> |

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|                   | <p>long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as “The Corporation”) out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or instalments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as “Nominee Director(s)”) on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s).</p> <p>b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.</p> <p>The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.</p> <p>The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.</p> <p>The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.</p> <p>Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.</p> <p>c. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that</p> |

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|                   | <p>every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 60.</p> <p><b>Disclosure of interest of Directors</b></p> <p>ix. a. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.</p> <p>Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.</p> <p>b. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.</p> <p><b>Rotation and retirement of Directors</b></p> <p>x. At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.</p> <p><b>Retiring Directors eligible for re-election</b></p> <p>xi. A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.</p> <p><b>Which Directors to retire</b></p> <p>xii. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.</p> <p><b>Retiring Directors to remain in office till successors are appointed</b></p> <p>xiii. Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the</p> |

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|                   | <p>vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.</p> <p><b>Power of General Meeting to increase or reduce number of Directors</b></p> <p>xiv. Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 60 and may also determine in what rotation the increased or reduced number is to retire.</p> <p><b>Power to remove Directors by ordinary resolution</b></p> <p>xv. Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.</p> <p><b>Rights of persons other than retiring Directors to stand for Directorships</b></p> <p>xvi. Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be “along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution”.</p> <p><b>Vacation of office by Directors</b></p> <p>xvii. Office of a Director shall be vacated if:</p> <ol style="list-style-type: none"> <li>1. he is found to be unsound mind by a Court of competent jurisdiction;</li> <li>2. he applies to be adjudicated as an insolvent;</li> <li>3. he is an undischarged insolvent;</li> <li>4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;</li> <li>5. he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;</li> <li>6. an order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force.</li> <li>7. he has not complied with Subsection (3) of Section 152</li> <li>8. he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.</li> <li>9. he absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;</li> <li>10. he acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.</li> <li>11. he becomes disqualified by an order of a court or the Tribunal</li> </ol> |

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|  | <p>12. he is removed in pursuance of the provisions of the Act,</p> <p>13. having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;</p> <p>Notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:</p> <p>(a) for thirty days from the date of the adjudication, sentence or order;</p> <p>(b) where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or</p> <p>(c) where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.</p>   |
| <p><b>PROCEEDINGS OF THE BOARD</b></p> | <p><b>Meeting of the Board</b></p> <p>67. (i) The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.</p> <p><b>Director may summon meeting</b></p> <p>(ii) A Director may at any time request the Secretary to convene a meeting of the Directors and seven days' notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.</p> <p><b>Question how decided</b></p> <p>68. a. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.</p> <p>b. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.</p> <p><b>Right of continuing Directors when there is no quorum</b></p> <p>69. (i) The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.</p> <p><b>Quorum</b></p> <p>(ii) The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.</p> <p><b>Qualification of Directors</b></p> |

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|                   | <p>(iii) Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.</p> <p><b>Directors may act notwithstanding vacancy</b></p> <p>(iv) The continuing Directors may act notwithstanding any vacancy in their body, but subject to the provisions contained in Article 69(i) above:</p> <p><b>Chairman or Vice-chairman of the Board</b></p> <p>(v) a. Notwithstanding anything contained in these Articles and pursuant to provisions of the Act, Managing Director of the company will act as Chairman of the board and Deputy Managing Director will act as Vice chairman of the board.</p> <p>b. Subject to the provisions of the Act, the Chairman and the Vice Chairman may be paid such remuneration for their services as Chairman and Vice Chairman respectively, and such reasonable expenses including expenses connected with travel, secretarial service and entertainment, as may be decided by the Board of Directors from time to time.</p> <p><b>Casual vacancy</b></p> <p>(vi) If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.</p> <p><b>Election of Chairman to the Board</b></p> <p>70. If no person has been appointed as Chairman or Vice Chairman under Article 69(v)(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.</p> <p><b>Power to appoint Committees and to delegate</b></p> <p>71. a. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.</p> <p><b>Delegation of powers</b></p> <p>b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.</p> <p>c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.</p> <p><b>Proceedings of Committee</b></p> <p>d. The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last proceeding Article.</p> <p><b>Election of Chairman of the Committee</b></p> <p>72. a. The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present</p> |



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|  | <p>may choose one of their number to be Chairman of the meeting.</p> <p>b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.</p> <p><b>Question how determined</b></p> <p>73. a. A Committee may meet and adjourn as it thinks proper.</p> <p>b. Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.</p> <p><b>Acts done by Board or Committee valid, notwithstanding defective appointment, etc.</b></p> <p>74. All acts done by any meeting of the Board or a Committee thereof, or by any person acting as a Director shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person had been duly appointed and was qualified to be a Director.</p> <p><b>Resolution by circulation and Minutes</b></p> <p>75. (i) Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may be) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.</p> <p><b>Minutes</b></p> <p>(ii) a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.</p> <p>b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.</p> |
| <p><b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b></p> | <p><b>Key Managerial Personnel</b></p> <p>77. Subject to the provisions of the Act,—</p> <p>(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>(iii) The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.</p> <p><b>Manager</b></p> <p>Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.</p>   |

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|                                      | <p><b>Secretary</b></p> <p>The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board.</p> <p>78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officers shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>  |
| <p><b>THE SEAL</b></p>               | <p><b>Common Seal</b></p> <p>79. (i) The Board may provide for a common seal of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be kept at the Registered Office of the Company and committed to the custody of the Directors.</p> <p><b>Affixture of Common Seal</b></p> <p>(ii) The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee and unless the Board otherwise determines, every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by one Director and the Secretary in whose presence the seal shall have been affixed or such other person as may, from time to time, be authorised by the Board and provided nevertheless that any instrument bearing the seal of the Company issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same provided also the counter signature of the Chairman or the Vice Chairman, which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.</p>  |
| <p><b>DIVIDENDS AND RESERVES</b></p> | <p><b>Rights to Dividend</b></p> <p>80. i. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.</p> <p><b>Declaration of Dividends</b></p> <p>ii. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.</p> <p><b>What to be deemed net profits</b></p> <p>iii. The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.</p> <p><b>Interim Dividend</b></p> <p>81. i. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.</p> <p><b>Dividends to be paid out of profits only</b></p> <p>ii. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.</p> <p><b>Reserve Funds</b></p> <p>82. a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending</p> |

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|                   | <p>such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.</p> <p>b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.</p> <p><b>Method of payment of dividend</b></p> <p>83. a. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.</p> <p>b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.</p> <p>c. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.</p> <p><b>Deduction of arrears</b></p> <p>84. (a) 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 in relation to the shares of the Company or otherwise.</p> <p><b>Adjustment of dividend against call</b></p> <p>(b) Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.</p> <p><b>Payment by cheque or warrant</b></p> <p>85. a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.</p> <p>b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> <p>c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.</p> <p><b>Retention in certain cases</b></p> <p>86. (A) The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.</p> <p><b>Receipt of joint holders</b></p> <p>(B) Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:</p> <p>i. transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and</p> <p>ii. Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully</p> |

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|                        | <p>paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act”.</p> <p>(C) Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.</p> <p><b>Notice of Dividends</b></p> <p>87. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.</p> <p><b>Dividend not to bear interest</b></p> <p>88. (a) No dividend shall bear interest against the Company.</p> <p><b>Unclaimed Dividend</b></p> <p>(b) No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.</p> <p><b>Transfer of share not to pass prior Dividend</b></p> <p>(c) Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.</p>   |
| <p><b>ACCOUNTS</b></p> | <p><b>Books of account to be kept</b></p> <p>89. a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.</p> <p>b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.</p> <p>c. The books of accounts shall be open to inspection by any Director during business hours.</p> <p><b>Where books of account to be kept</b></p> <p>d. The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.</p> <p><b>Inspection by members</b></p> <p>e. The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.</p> <p><b>Statement of account to be furnished to General Meeting</b></p> <p>f. The Board shall lay before such Annual General Meeting , financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.</p> <p><b>Financial Statements</b></p> <p>g. Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.</p> <p><b>Authentication of Financial Statements</b></p> <p>h. i. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two</p> |

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|                   | <p>Directors.</p> <p>ii. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.</p> <p><b>Auditors Report to be annexed</b></p> <p>i. The Auditor's Report shall be attached to the financial statements.</p> <p><b>Board's Report to be attached to Financial Statements</b></p> <p>j. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.</p> <p>k. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.</p> <p>l. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report.</p> <p>m. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 88(h).</p> <p>n. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (j) to (n) of this Article are complied with.</p> <p><b>Right of member to copies of Financial Statements</b></p> <p>o. The Company shall comply with the requirements of Section 136.</p> <p><b>Accounts to be audited</b></p> <p>p. i. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.</p> <p>ii. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.</p> <p>iii. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.</p> <p>iv. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.</p> <p>v. The Company shall, within seven days of the Central Government's power under Subclause (iv) becoming exercisable, give notice of that fact to that Government.</p> <p>vi. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold</p> |

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|                   | <p>office until the conclusion of the first Annual General Meeting.<br/> Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and</p> <p>2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.</p> <p>vii. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.</p> <p>viii. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.</p> <p>ix. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.</p> <p>x. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.</p> <p><b>Audit of Branch Offices</b></p> <p>q. The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.</p> <p><b>Remuneration of Auditors</b></p> <p>r. The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.</p> <p><b>Rights and duties of Auditors</b></p> <p>s. a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.</p> <p>b. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.</p> <p>c. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:</p> |

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|                   | <p>1. in the case of the Balance Sheet, of the state of affairs as at the end of the financial year and</p> <p>2. in the case of the Statement of Profit and Loss, of the profit or loss for its financial year.</p> <p>d. The Auditor's Report shall also state:</p> <p>(a) whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;</p> <p>(b) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;</p> <p>(c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;</p> <p>(d) whether the company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns;</p> <p>(e) whether, in his opinion, the financial statements comply with the accounting standards;</p> <p>(f) the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;</p> <p>(g) whether any director is disqualified from being appointed as a director under subsection (2) of section 164;</p> <p>(h) any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;</p> <p>(i) whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;</p> <p>(j) whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;</p> <p>(k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;</p> <p>(l) whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.</p> <p>e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer.</p> <p>f. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.</p> <p><b>Accounts whether audited and approved to be conclusive</b></p> <p>t. Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.</p> |
| <b>WINDING UP</b> | <p><b>Winding up</b></p> <p>90. i. Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities</p>   |

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|  | <p>pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.</p> <p><b>Division of assets of the Company in specie among members</b></p> <p>ii. If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly.</p>  |
| <p><b>INDEMNITY AND RESPONSIBILITY</b></p> | <p><b>Directors' and others' right to indemnity</b></p> <p>91. a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.</p> <p>b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.</p> <p>Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.</p> |
| <p><b>OTHERS</b></p>                       | <p><b>SECRECY CLAUSE</b></p> <p>92. a. No member shall be entitled to visit or inspect the Company's works without</p>   |



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|                   | <p>the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.</p> <p>b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.</p> <p style="text-align: center;"><b>REGISTERS, INSPECTION AND COPIES THEREOF</b></p> <p>93. a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days' notice to the company about his intention to do so.</p> <p>b. Any Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.</p> <p style="text-align: center;"><b>GENERAL AUTHORITY</b></p> <p>94. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.</p> <p style="text-align: center;"><b>AUTHENTICATION OF DOCUMENTS</b></p> <p><b>Authentication of document and proceeding</b></p> <p>95. Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Director or an authorised officer of the Company and need not be under its seal.</p> <p style="text-align: center;"><b>ANNUAL RETURNS</b></p> <p><b>Annual Returns</b></p> <p>96. The Company shall make the requisite annual return in accordance with Section 92 of the Act.</p> <p style="text-align: center;"><b>SERVICE OF NOTICE</b></p> <p><b>Service of documents on the Company</b></p> <p>97. A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.</p> <p><b>How documents to be served to members</b></p> |

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|                   | <p>98. a. A document (which expression for this purpose shall be deemed to included and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.</p> <p>b. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.</p> <p>c. Where a document is sent by post:</p> <p>i. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;</p> <p>ii. in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and</p> <p>iii. in any other case, at the time at which the letter should be delivered in the ordinary course of post.</p> <p><b>Members to notify address in India</b></p> <p>99. Registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.</p> <p><b>Service on members having no registered address in India</b></p> <p>100.If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.</p> <p><b>Service on persons acquiring shares on death or insolvency of members</b></p> <p>101.A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.</p> <p><b>Notice valid though member deceased</b></p> <p>102.Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.</p> |

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|                   | <p><b>Persons entitled to Notice of General Meeting</b></p> <p>103. Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;</p> <ul style="list-style-type: none"> <li>(a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;</li> <li>(b) the auditor or auditors of the company; and</li> <li>(c) every director of the company.</li> </ul> <p>Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.</p> <p><b>Advertisement</b></p> <p>104. a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.</p> <p>b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.</p> <p><b>Transference, etc. bound by prior notices</b></p> <p>105. Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derives his title to the share.</p> <p><b>How notice to be signed</b></p> <p>106. Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.</p> |

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## SECTION XV – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, will be delivered to the ROC for registration/submission of the Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at - Plot No. 240, C. S. No. 1730, 1st Floor, Nehru Nagar, L. H. Road, Sy No. 46/A+2, Tps-4, Surat – 395006, Gujarat, India from the date of filing the Red Herring Prospectus with ROC on all Working Days until the Bid/Issue Closing Date. Copies of below Material Contracts and Documents are also available on the website of the company on [www.identixweb.com](http://www.identixweb.com).

#### **A. MATERIAL CONTRACTS**

1. Memorandum of understanding dated July 09, 2024, executed between our Company and Book Running Lead Manager to the Issue.
2. Registrar and Transfer Agent Agreement dated June 8, 2024, executed between our Company and the Registrar to the Issue.
3. Market Making Agreement dated July 18, 2024, executed between our Company, Book Running Lead Manager and Market Maker to the Issue.
4. Banker to the Issue Agreement dated [●], executed between our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated July 18, 2024, executed between our Company, Book Running Lead Manager, and Underwriter.
6. Syndicate Agreement dated July 18, 2024 executed between our Company, Book Running Lead Manager and Syndicate Member.
7. Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated March 24, 2023.
8. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated March 28, 2023.

#### **B. MATERIAL DOCUMENTS**

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board Resolution dated passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the Board Meeting of our Company held on June 17, 2024.
3. Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on July 09, 2024.
4. Statement of Tax Benefits dated July 10, 2024 issued by our Statutory Auditors M/s. Shah Teelani & Associates, Chartered Accountants, Ahmedabad.
5. Copy of Restated Financial Statement and along with Report from the peer review certified auditor M/s. Shah Teelani & Associates, Chartered Accountants, Ahmedabad for the financial years ended on March 31, 2024, 2023 and 2022 included in this Draft Red Herring Prospectus.
6. Copy of Audited Financial Statement for the years ended on March 31, 2024, 2023 and 2022.
7. Copy of Certificate from M/s. Shah Teelani & Associates, Chartered Accountants, Ahmedabad dated July 10, 2024, regarding the source and deployment towards the objects of the Offer.
8. Copy of Certificate from M/s. Shah Teelani & Associates, Chartered Accountants, Ahmedabad, dated July 10, 2024 regarding Basis of Issue Price and Key Performance Indicators.
9. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the Book Running Lead Manager to the Issue, Registrar to the Issue, Banker to the Issue\*, Market Maker and Underwriter to the Issue to act in their respective capacities.

*\*to be obtained prior filing of Prospectus.*

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10. Search Report issued by, Practicing Company Secretary, M/s. Hardik Jetani & Associates, Practicing Company Secretary dated July 20, 2024.
  11. Certification from M/s. Hardik Jetani & Associates, Practicing Company Secretary dated July 20, 2024, regarding eligibility of Independent Director under Section 149(6) of Companies Act, 2013.
  12. Board Resolutions of Directors dated July 20, 2024 approving the Draft Red Herring Prospectus, [●] approving the Red Herring Prospectus and [●] approving the Prospectus.
  13. Due Diligence Certificate from Book Running Lead Manager dated July 20, 2024 addressing SEBI and BSE SME, as the case may be.
  14. Copy of In-principle approval letter dated [●] from the SME Platform of BSE Limited.

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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## DECLARATION

We, the undersigned, hereby certify and declare that all the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by 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 statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued there under, as the case may be. We further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Directors of the Company:**

| Name                              | Designation                          | Signature |
|-----------------------------------|--------------------------------------|-----------|
| Mr. Priyankumar Jivrajbhai Savani | Chairman, Executive Director and CEO | Sd/-      |
| Mr. Ankur Jagdishbhai Lakhani     | Whole-Time Director                  | Sd/-      |
| Mrs. Hiralben Ankurbhai Lakhani   | Non-Executive Director               | Sd/-      |
| Mr. Niravkumar Dineshbhai Donda   | Independent Director                 | Sd/-      |
| Mrs. Archana Madhav Bhayani       | Independent Director                 | Sd/-      |

**Signed by:**

| Name                          | Designation                              | Signature |
|-------------------------------|--|-----------|
| Mr. Abhishek Amrutlal Nakrani | Chief Financial Officer                  | Sd/-      |
| Mrs. Pooja Rajat Shah         | Company Secretary and Compliance Officer | Sd/-      |

**Place: Surat**

**Date: July 20, 2024**